



Instagrid Group

Business Partner Code of Conduct



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Introduction

Instagrid's Business Partner Code of Conduct outlines the expectations for conducting business in compliance with all relevant laws and regulations, adhering to high ethical standards, and treating others with respect and integrity.

This Code applies to Material Accounts, distributors, resellers, and other commercial business partners (collectively referred to as "Business Partners") working with Instagrid GmbH and its affiliated companies. For the avoidance of doubt, "Material Accounts" is defined as customers or end-users that are either (i) formally designated by Instagrid in writing as strategic accounts, or (ii) meet one or more of the following characteristics: represent significant revenue, are subject to tender-awarded, master or framework agreements, operate in regulated or public-sector environments, or are otherwise materially important to Instagrid's market positioning or long-term commercial strategy. For suppliers, a separate Supplier Code of Conduct ("Responsible Sourcing Principles") applies.

This Code sets the expectations for Business Partners regarding business ethics, human rights, ethical business practices, labour standards, environmental protection, and other aspects of sustainable and responsible business operations. It forms the basis of Instagrid's business partner due diligence framework and establishes the standards that customers, investors, and other stakeholders can expect from Instagrid's commercial relationships.

All Business Partners are expected to adopt and adhere to the ethical business standards and values set out in this Code.



Ethical Business Practices

Anti-Corruption and Bribery

Instagrid maintains a zero-tolerance approach to corruption and bribery.

Business Partners must comply with all applicable anti-corruption and anti-bribery laws in the jurisdictions in which they operate, including laws relating to foreign public officials and improper payments.

In addition to legal compliance, Business Partners must not, directly or indirectly:

- Offer, promise, give, request or accept any bribe or improper advantage;
- Provide anything of value with the intent to improperly influence a business decision;
- Engage in facilitation payments, kickbacks, embezzlement, theft or extortion;
- Use third parties, intermediaries or agents to circumvent these requirements.

Improper conduct is prohibited regardless of whether it is expressly prohibited by local custom or practice.

Conflicts of Interest

Business Partners must notify Instagrid if any of their employees, officers, or representatives have any external personal or financial interest that could conflict with their duties to the Business Partner in the context of its relationship with Instagrid. For the purposes of this Code, a “conflict of interest” is defined as any situation in which private interests, including those of close relatives or associates, may influence or appear to influence the impartial and objective performance of professional duties, decision-making, or business judgment.

Business Partners and their representatives are required to avoid conflicts of interest arising from private activities, outside relationships, or involvement in entities in which they or their close relatives or associates have a financial or decision-making interest. Any actual or potential conflict of interest must be reported to Instagrid in writing, without undue delay and no later than five (5) business days after becoming aware of it.

Integrity

Business Partners are expected to conduct all business activities professionally and in accordance with all applicable international and national laws and regulations. They should recognize that certain situations may require going beyond these minimum standards. At a minimum, Business Partners and all individuals acting on their behalf must demonstrate integrity, honesty, and fairness in all aspects of their business dealings.



Gifts Policy

Instagrid conducts business with integrity and expects the same from its business partners. Business partners must not offer, give, request or accept any gifts, hospitality or other benefits that could improperly influence a business decision or create the appearance of undue influence.

1. Permissible Gifts and Hospitality. Gifts and hospitality may only be provided or accepted if all the following conditions are met:
 - They are lawful under applicable local laws
 - They are reasonable and proportionate in value
 - They are directly related to a legitimate business purpose
 - They are provided openly and transparently
 - They are not offered during a tender, negotiation or decision-making process
 - They do not occur repeatedly or create a pattern of benefit

As general guidance (which may be adjusted to reflect reasonable local business practice and cost levels):

- Promotional items of nominal value (e.g. branded merchandise) should not exceed approximately EUR 50 per person per occasion.
- Business meals or hospitality should be modest and consistent with normal local business practice and generally should not exceed EUR 100 per person per occasion.
- Repeated hospitality for the same individual should be limited and must not exceed a reasonable frequency (e.g. no more than a few occasions per year).

These thresholds are indicative benchmarks only and must always be assessed in light of local business customs, proportionality, and applicable anti-corruption laws. However, higher-value items or exceptional hospitality require prior written confirmation from Instagrid.

2. Public Officials. No gifts or hospitality may be offered to public officials, state-owned entities, or their representatives unless strictly permitted by applicable law and pre-approved in writing by Instagrid.
3. Prohibited Conduct. The following are strictly prohibited:
 - Cash or cash equivalents (including vouchers or gift cards).
 - Luxury goods or personal services (including escort services or other forms of sexual services).
 - Travel or accommodation unrelated to a legitimate business purpose.
 - Benefits intended to secure or retain business or obtain an improper advantage.



4. Compliance and Anti-Corruption Laws. Business partners must comply with all applicable anti-bribery and anti-corruption laws, including but not limited to relevant German, UK and US legislation where applicable.

Where there is uncertainty about whether a gift or hospitality is appropriate, business partners must seek written clarification from Instagrid before proceeding.

Military Use and Operations in Conflict Areas

We are committed to promoting peace and stability, and it is essential that our products are used in a manner that aligns with these values. Business Partners must ensure that their operations and the use of our products adhere to all applicable laws and regulations regarding military use and conflict zones, thereby upholding our shared commitment to ethical practices, human rights and responsible management.



Fair Labour Practices and Human Rights Frameworks

Instagrid is firmly committed to upholding the foundational principles of human rights and are guided by the following frameworks:

- [OECD Guidelines for Multinational Enterprises](#)
- [International Labour Organization \(ILO\) Core Labour Standards](#)
- [UN Guiding Principles on Business and Human Rights](#)
- [UN Global Compact: The Ten Principles](#)
- [International Bill of Human Rights](#)
- [Universal Declaration of Human Rights](#)

Our commitment to honour and protect human rights extends throughout our entire network, and we hold all parties to the same high standard.

Fair Labour Practices

Business Partners must treat their employees and all individuals acting on their behalf with dignity, fairness and respect.

Business Partners are required to comply with all applicable national and local employment and labour laws in the jurisdictions in which they operate. In addition, Business Partners are expected to operate in alignment with internationally recognized human rights and labour standards referenced above.

Business Partners must ensure compliance with applicable legal requirements relating to:

- Non-discrimination and equal treatment
- Freedom of association and the right to collective bargaining
- Working hours, rest periods and overtime regulations
- Minimum wages, statutory benefits and social protections
- Written employment terms where legally required

Working hours, wages and benefits must at a minimum comply with the standards set by the ILO Conventions. Where binding collective agreements or sector-specific legal standards apply, Business Partners are responsible for ensuring compliance.

Modern Slavery, Child Labour and Forced Labour

Business Partners must prohibit and proactively prevent all forms of modern slavery, forced labour, bonded labour, human trafficking and child labour within their operations and supply chains. Employment must be voluntary and free from exploitation. Employees must not be subject to coercion, threats, retention of identity documents, recruitment fees, or any form of involuntary or labour.

Business Partners must comply with applicable minimum age laws and ILO standards regarding child labour. Where local law permits work by young workers



(as defined by the ILO Convention), such work must not be hazardous, exploitative, or interfere with education.

Business Partners are expected to implement appropriate due diligence measures to identify and mitigate risks of forced labour and child labour within their supply chains, proportionate to the nature and scale of their operations.

Anti-Discrimination

Business Partners must provide a workplace free from discrimination, harassment, retaliation and unfair treatment.

Business Partners are required to comply with all applicable anti-discrimination and equal treatment laws in the jurisdictions in which they operate. In addition, Business Partners are expected to uphold internationally recognized principles of equality and non-discrimination, including those reflected in the UN Universal Declaration of Human Rights and relevant ILO conventions.

Discrimination or harassment on the basis of gender, marital or parental status, ethnic background, nationality, sexual orientation, religious beliefs, political views, age, disability, union membership or any other legally protected characteristic is prohibited.

Cultural, customary or internal policy practices do not justify discriminatory treatment.

Where local legal requirements conflict with the principles set out in this Code, Business Partners must notify Instagrid and seek guidance before proceeding. Nothing in this Code requires a Business Partner to violate applicable mandatory local law; however, where this Code establishes higher standards than local practice or custom, Business Partners are expected to meet the higher standard.

Health and Safety

Business Partners must ensure a safe and healthy working environment for their employees and any individuals acting on their behalf. This includes implementing appropriate occupational health and safety management processes, risk assessments and preventive measures. Business Partners are expected to maintain a documented health and safety management system suitable for the nature and scale of their operations. Internationally recognized standards, such as [ISO 45001](#), may serve as useful guidance; however, formal certification is not required unless otherwise agreed.

Within the Business Partner's organization, a responsible individual must be designated to oversee health and safety matters.



Grievance and Complaint Mechanisms

Business Partners are expected to establish and maintain appropriate grievance or complaint mechanisms that allow employees and relevant stakeholders to raise concerns confidentially and, where permitted by law, anonymously.

Such mechanisms must protect individuals from retaliation and ensure that concerns are reviewed and addressed in a timely and appropriate manner.

In addition, concerns relating to potential violations of this Code may be reported directly to Instagrid through its designated [whistleblower reporting channel](#). Details of Instagrid's reporting mechanism are available on its website.

Business Partners are expected to cooperate in good faith with any reasonable investigation relating to alleged violations of this Code.



Environmental Protection

The Business Partner is committed to operating responsibly and safely regarding environmental protection, adhering to a systematic management approach that prioritizes environmental protection. Compliance with all relevant national and international regulations, as well as internal guidelines, is essential.

To promote sustainability, the Business Partner will focus on efficient resource use, aiming to minimize consumption of energy, water, raw materials and supplies. This includes implementing robust environmental management procedures that address various aspects such as climate protection, air quality, responsible chemical management, soil conservation, safeguarding water, preserving biodiversity, waste management, noise reduction, and preventing deforestation. Internationally recognized standards, such as [ISO 14001](#), may serve as useful guidance; however, formal certification is not required unless otherwise agreed.

End of Life

Instagrid is committed to the environmentally responsible end-of-lifecycle management of its Products. The Business Partner agrees to cooperate with a third-party end-of-life management program (the "Program") selected by Instagrid. The Business Partner shall work with Instagrid to develop and implement an agreed policy for the collection, recycling, refurbishment, or other environmentally responsible disposal of the Products at end-of-life within the jurisdiction where the Business Partner operates. Instagrid will ensure that the Program provider complies with all applicable legal, environmental, and safety standards.



Responsible Business Due Diligence

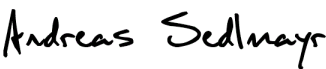
For the purposes of this Code, “Due Diligence” means proportionate, risk-based processes designed to identify, assess, prevent, mitigate and account for adverse human rights and environmental impacts associated with Business Partner’s business activities, including its own operations and, where relevant, its supply chain.

Business Partners are expected to implement appropriate Due Diligence processes to identify and manage potential human rights and environmental risks associated with their business activities, proportionate to the nature, size and risk profile of their operations, such as:

- Periodic risk assessments
- Preventive and corrective measures
- Internal policies and controls
- Grievance or reporting mechanisms
- Monitoring and review procedures

Due Diligence should be conducted in alignment with internationally recognized standards, including the UN Guiding Principles on Business and Human Rights (UNGPs) and the OECD Due Diligence Guidance for Responsible Business Conduct.

Business Partners are solely responsible for complying with all applicable Due Diligence and sustainability-related laws in the jurisdictions in which they operate.

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Andreas Sedlmayr
CEO

DocuSigned by:

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Sebastian Berning
CEO



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Issued by:

Instagrid GmbH
Solitudeallee 27
71636 Ludwigsburg
Germany

Commercial Register: AG Stuttgart HRB 763906
Managing Directors: Dr. Sebastian Berning, Dr. Andreas Sedlmayr

Contact:
Phone: + 49 7141 3097350
Mail: support@instagrid.co