

RATIONAL
Code of Conduct

Version: final

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1. INTRODUCTION

Dear Colleagues,

RATIONAL is an internationally active company that has to adhere to a wide range of social, political and legal framework conditions in Germany and abroad. Compliance with laws and legal standards is a matter of course for us and is based on our values. In addition, even seemingly minor breaches of law by employees can have a significant impact on the company's reputation and cause it considerable damage, including financial damage. In addition, legal violations can also have serious personal consequences for the employees involved. Compliance with all applicable laws and the internal regulations issued by RATIONAL is therefore a top priority for the company.

This Code of Conduct summarises the values, principles and practices that guide RATIONAL's corporate behaviour. It provides a binding frame of reference and applies equally to all of us - to the Executive Board, managers and each individual employee. Together, we are responsible for the reputation of our company. The Code of Conduct and the associated other internal regulations and guidelines reflect RATIONAL's objective of ensuring compliance with all applicable legal provisions throughout the company and thereby protecting the interests of RATIONAL and its employees. They also serve to create a working environment characterised by integrity, respect and fair and responsible behaviour. This reflects our aspiration to be a company that people want us to be.

RATIONAL fully recognises the principles of fair working conditions, environmental protection, human rights and the fight against corruption and financial crime. In addition, RATIONAL observes the core labour standards of the International Labour Organisation of the United Nations (ILO) and respects the principles of accountability and transparency, the interests of stakeholders, the rule of law, compliance with international standards and ethical conduct. If these principles and standards as well as the relevant case law supersede the local legal requirements, these take precedence. RATIONAL managers are expected to organise their area of responsibility in such a way that the rules are observed at all times. Managers are in particular expected to fulfil their function as role models for compliant behaviour and to set a good example. All RATIONAL employees are expected to adhere to the rules and also set a good example.

This Code of Conduct applies to all RATIONAL employees worldwide

Landsberg am Lech

The Executive Board of RATIONAL Aktiengesellschaft

2. SCOPE & PURPOSE

This Code of Conduct applies to all companies and employees of the RATIONAL Group worldwide. This includes RATIONAL Aktiengesellschaft and all companies that are affiliated with RATIONAL Aktiengesellschaft under company law (hereinafter referred to as "RATIONAL").

The Code of Conduct provides a framework for all RATIONAL employees and defines fundamental standards of behaviour that apply worldwide. Further detailed rules are formulated in the corresponding internal company guidelines. These guidelines are valid and binding for all RATIONAL companies and employees without restriction.

3. GENERAL PRINCIPLES OF ACTION

3.1. Compliance with the law and internal regulations

Compliance with all applicable legal provisions and internal regulations at RATIONAL is the indispensable basis for all actions by RATIONAL and its employees. All employees of the company are required to inform themselves about the legal provisions and internal regulations applicable to their area of responsibility at RATIONAL and, in cases of doubt, to seek advice from their superiors or the relevant departments at RATIONAL.

Violations of laws and other binding regulations as well as internal regulations may result in criminal, labour and civil law consequences for RATIONAL employees. For RATIONAL, such violations can lead to high fines, competitive disadvantages, official sanctions, claims for damages from customers or competitors and serious reputational damage. Such risks and losses may have a lasting impact on the profitability and viability of the subsidiaries concerned and on RATIONAL as a whole. Ultimately, such behaviour puts the jobs of all RATIONAL employees at risk. Investigations by the authorities, internal investigations or negative press coverage due to breaches of applicable law or other regulations also have a lasting negative impact on business operations.

If stricter regulations than those in this Code of Conduct or in other internal regulations result from the laws applicable in individual cases, the statutory regulations shall apply. If the applicable law is less strict, the stricter regulations in this Code of Conduct or in the other internal regulations of RATIONAL still apply.

3.2. Ethical behaviour

RATIONAL's standards go beyond mere compliance with laws and other binding regulations: RATIONAL expects honest, sincere and loyal behaviour from its employees in their business activities and in all situations related to these activities.

Anyone who represents RATIONAL to the outside world bears responsibility as a representative of the company. Ethical behaviour also includes complying with the identifiable meaning of the internal guidelines and not trying to circumvent them with formalistic justifications. In addition, superiors must fulfil their role model function.

4. SPECIFIC PRINCIPLES

4.1. Fighting corruption

Corruption prevents progress and innovation, distorts competition and can cause considerable damage to RATIONAL and its employees. RATIONAL therefore rejects any form of corruption and avoids even the mere indication of it ('zero tolerance').

It is prohibited to influence decisions by granting personal benefits of any kind. This applies both to public officials and to employees of other companies and other organisations in Germany and abroad.

RATIONAL employees are not corruptible and – apart from the remuneration they receive from RATIONAL (salary and other remuneration components) – do not derive any benefits from third parties, including kick-backs.

Further information can be found in the RATIONAL Anti-Corruption Policy.

4.2. Fair competition

Fair and free competition is subject to the protection of national and international competition and antitrust laws. Violations of competition and antitrust law are prosecuted worldwide by antitrust and criminal prosecution authorities. They can lead to sanctions in the millions that could threaten the existence of the company as well as significant personal sanctions for employees.

RATIONAL aims to impress customers and the market with the quality of its products, applications and services and to offer them at competitive prices. The company is committed to fair competition and rejects unauthorised agreements or practices that restrict competition.

Further information can be found in the RATIONAL Guide to Competitive Behaviour.

4.3. Compliance and sustainability in the supply chain

RATIONAL maintains a wide range of business relationships with suppliers and subcontractors. These relationships enable RATIONAL to offer its own services at a competitive price. RATIONAL therefore carefully selects its suppliers and subcontractors solely on the basis of their performance and reliability and requires their cooperation with regard to sustainability-related criteria.

RATIONAL promotes the principles and practices of sustainable behaviour along the entire value chain and gives procurement ethics an important role. RATIONAL also demands integrity and law-abiding behaviour from its business partners. In its business relationships with business partners, RATIONAL endeavours to ensure compliance with the applicable standards. The basis for this is mandatory compliance with the Code of Conduct of the Bundesverband Materialwirtschaft, Einkauf und Logistik e.V. (German Association of Materials Management, Purchasing and Logistics).

4.4. Avoiding conflicts of interest

At RATIONAL, business decisions are made exclusively in the best interests of the company. Conflicts of interest with private interests or other economic or other activities, including those of relatives or other related persons or organisations, must be avoided from the outset. The avoidance of conflicts of interest also requires that RATIONAL employees avoid even the appearance of favouritism due to personal proximity in business dealings with competitors, consultants, customers, suppliers, service providers and other business partners of RATIONAL.

Possible conflicts of interest must be disclosed by the persons concerned to their superiors (alternatively: the compliance officer in the organisation) and reviewed.

4.5. Combating money laundering and terrorist financing

Money laundering is the smuggling of illegally generated money or illegally acquired assets into the legal financial and economic cycle. Terrorist financing occurs when funds or other resources are made available for terrorist offences or to support terrorist organisations. RATIONAL combats all forms of money laundering and terrorist financing and takes precautions to avoid becoming involved in money laundering offences or terrorist financing.

4.6. Data protection and data security

Special legal regulations exist for the protection of personal data. RATIONAL is fully committed to complying with these regulations. Personal data of all kinds must therefore be carefully protected against unauthorised access and misuse.

Information technology (IT) and electronic data processing (EDP) are an integral part of everyday working life at RATIONAL. However, they harbour a number of risks. RATIONAL takes these risks very seriously in its own interest and in the interest of its business partners and combats any vulnerabilities preventively and as soon as they become known. RATIONAL employees are obliged to familiarise themselves with the applicable IT/EDP guidelines and to observe the requirements contained therein.

Further information can be found in the corporate guidelines on data protection and IT information security on the RATIONAL intranet.

4.7. Responsible handling of Group assets and confidential information

RATIONAL's material and intellectual property serves the good of the company. It must be protected against misuse for your own purposes and those of others. RATIONAL expects its employees to handle the company's assets responsibly.

Care and responsibility are also required when dealing with confidential information that employees receive in the course of their work. They may not be misused for personal gain or passed on to third parties without authorisation.

4.8. Transparent reporting

For RATIONAL, honest, transparent and reliable reporting and communication to all stakeholders (such as investors, employees, customers, business partners, the public in general and government institutions) on relevant business transactions of the company is indispensable. This also includes appropriate documentation of our actions both within the company and towards third parties. All RATIONAL employees are therefore obliged to keep conscientious, complete, correct and timely records of relevant business transactions and reports at RATIONAL. This is the basis for RATIONAL's credibility both in business terms and on the capital market. The respective supervisors ensure that documentation is carried out to an appropriate extent in their area of responsibility.

4.9. Insider information and ad hoc publicity

RATIONAL takes all legally and factually necessary precautions to prevent the unlawful use or disclosure of insider information. RATIONAL expects all employees to comply with the relevant legal and internal regulations and neither to engage in insider trading nor to disclose insider information unlawfully.

Due to its stock exchange listing, RATIONAL must publish insider information immediately (ad hoc publicity obligation). RATIONAL takes all legal and actual precautions necessary to fulfil this obligation. In particular, employees at RATIONAL are obliged to disclose potential insider information to the RATIONAL Executive Board without delay while maintaining strict confidentiality.

4.10. International trade, trade restrictions

RATIONAL and its employees comply with all applicable regulations on national and international trade as well as all applicable trade restrictions under national and international law. These include, in particular, the current embargoes in the form of supply and import bans.

4.11. Human and labour rights

RATIONAL respects general human rights and ensures their observance within the scope of its regional influence and vis-à-vis its business partners. RATIONAL rejects all forms of forced labour and child labour. RATIONAL combats all forms of violence and discrimination. This also includes gender-based violence and harassment in the workplace.

RATIONAL recognises the right to fair, living wages/remuneration for all employees.

Remuneration/compensation and other benefits (social benefits, holidays, etc.) take into account the principle of fairness and comply with national legal standards or any applicable collective bargaining agreements.

4.12. Diversity and inclusion

RATIONAL creates a working environment in which diversity, equality and inclusion are promoted. This means that equal opportunities are guaranteed for employees regardless of demographic and other personal characteristics, in particular, but not limited to, age, disability, gender, sexual orientation, gender identity, race, skin colour, nationality, ethnic or national origin, religion or belief and characteristics related to the socio-economic context. In addition, RATIONAL offers a corporate culture in which everyone feels valued and included in order to work successfully within RATIONAL and has equal access to opportunities and resources.

4.13. Combating discrimination and harassment

RATIONAL prohibits all forms of discrimination and all forms of sexual and non-sexual harassment. RATIONAL pursues a zero-tolerance policy and takes active and consistent action against such behaviour. RATIONAL promotes a culture of respect and tolerance as well as reporting concerns when discrimination or harassment of any kind is noticed. Even signs of ethical violations or harassment will not be tolerated.

4.14. Occupational health and safety

Occupational health and safety is a top priority at RATIONAL. RATIONAL is jointly responsible for creating a working environment in which workplace-related illnesses and accidents are minimised. With this in mind, RATIONAL promotes the guarantee, expansion and further development of safe working conditions.

RATIONAL expressly encourages all those involved to make suggestions for the continuous improvement of occupational health and safety.

4.15. Working hours

Working hours, including overtime, may not exceed the statutory and collectively agreed requirements in the respective countries or international standards.

RATIONAL generally rejects overtime as a substitute for insufficient regular pay. If overtime is paid, remuneration is based on the respective statutory, contractual or collectively agreed regulations.

4.16. Human development and training

Training and further education at RATIONAL is of particular importance in individual personnel development. RATIONAL is convinced that sound training and further education as well as the opportunity for lifelong learning are part of a fulfilling working life.

4.17. Employee representation and trade union rights

RATIONAL strives to achieve a fair balance between the economic interests of the company and the interests of its employees. RATIONAL promotes social dialogue, for example in the form of regular U.i.U. forums.

Within the locally applicable legal framework, RATIONAL recognises the right of employees to freely associate, to form and join an employee organisation of their choice, to be represented and to conduct collective bargaining.

All RATIONAL employees and managers as well as all employee and trade union representatives should adhere to basic democratic principles to ensure that employees can decide freely and fairly for themselves whether they wish to form or join a representative body and that, in such a case, they can freely decide in favour of a representative of their own choice.

RATIONAL and its managers must remain neutral and may not influence the free choice of employees by exerting pressure or intervening in any other unauthorised way.

4.18. Marketing and contractual practices

RATIONAL undertakes to organise contractual practices fairly and to provide information in a comprehensible and factually correct manner. Methods or messages that are false, misleading or deceptive are prohibited.

4.19. Health protection and product safety for customers and users

RATIONAL is committed to providing safe products and services. Clear instructions for safe use, including installation, maintenance, decommissioning and disposal are provided for this purpose.

RATIONAL strives to eliminate the negative effects of production processes, products or services on health and to respond to the macroeconomic trends of a growing world population, urbanisation and scarcity of resources with its innovation and production processes.

4.20. Behaviour in relation to the environment

RATIONAL aims to organise value creation processes responsibly and to contribute to sustainable management and the protection of natural resources with ever more efficient products and process solutions for customers and in its own production. Efficiency refers in particular to the lowest possible use of energy, careful use of water and other raw materials and high recyclability in relation to optimised performance.

4.21. Corporate social responsibility

RATIONAL contributes to the development of prosperity and income through its tax payments and as an employer in the regions in which it operates, in compliance with local, regional and international laws and regulations.

5th IMPLEMENTATION, ADVICE AND NOTIFICATION

5.1. Responsibility of superiors

RATIONAL managers are expected to set a good example. Our managers are the first point of contact for questions about understanding the regulations and ensure that the employees in their area of responsibility know and comply with the Code of Conduct and the associated Group guidelines. This requires personal discussions as well as organisational measures.

5.2. Questions in case of doubt

If employees have any questions about the Code of Conduct and the internal guidelines, they can contact their managers, the relevant contact persons such as the local compliance managers and, in particular, the Compliance Officer.

5.3. Reporting violations / RATIONAL whistleblower system

Due to the far-reaching importance of correct behaviour on the part of all employees, compliance with the Code of Conduct and the associated guidelines is a joint task. If there are indications of a violation, RATIONAL expects all employees to report this to their superior or the relevant process (e.g. Compliance, Sustainability/ESG, Legal Advice, Tax, HR, Risk Management). RATIONAL's managers ensure that serious misconduct, particularly in the areas of corruption, competition law and data protection, is reported to the Compliance Officer/Chief Compliance Officer.

In addition, the "RATIONAL Whistleblower System" is available for the (anonymous, if desired) reporting of violations of this Code of Conduct, such as compliance incidents, discrimination, harassment or environmental offences. The RATIONAL whistleblower system offers RATIONAL employees and external parties the opportunity to report particularly relevant issues via an internet-based system, insofar as this is permitted in the respective country. The RATIONAL whistleblower system is available on the Internet at the following address:

https://www.rational-online.com/de_de/unternehmen/corporate-governance/hinweisgebersystem-bei-rational/

No employee who reports (suspected) violations of laws, the Code of Conduct or the associated guidelines in good faith need fear any disadvantages as a result of a report. If an employee has been involved in violations of laws, the Code of Conduct or the associated guidelines and damage to RATIONAL can be averted by voluntary reporting, this will be taken into account in his or her favour. Anyone who recklessly or knowingly makes false allegations or accusations must expect consequences themselves.

If you have any questions regarding compliance, please contact
RATIONAL Aktiengesellschaft
Chief Compliance Officer
Siegfried-Meister-Straße 1
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