

Greiner AG

Compliance Manual



Manual concerning the compliance management system of Greiner by

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1. Introduction

In 2011, the Management Board of Greiner AG decided to establish and introduce a company-wide Compliance Management System (CMS) which was to be centrally implemented and centrally managed and take into account the structural and cultural characteristics of a globally operating company. The aim of this project was to establish uniform standards on the subject of compliance throughout the company and to achieve the following:

- A common compliance solution for all business divisions worldwide
- To reach all those concerned - across language and cultural barriers
- Sustainable implementation of the CMS
- To create awareness and concern among staff
- To achieve an efficient and cost-optimized set up of the CMS as possible
- To encourage the implementation of compliance in corporate culture
- To emphasize adherence to the rules, as one of the basic values of Greiner

Greiner is a German-Austrian company which has been in business since 1868 and is still active as a family business. The Group operates in several totally different areas of business („divisions“) on five continents in over 30 countries.

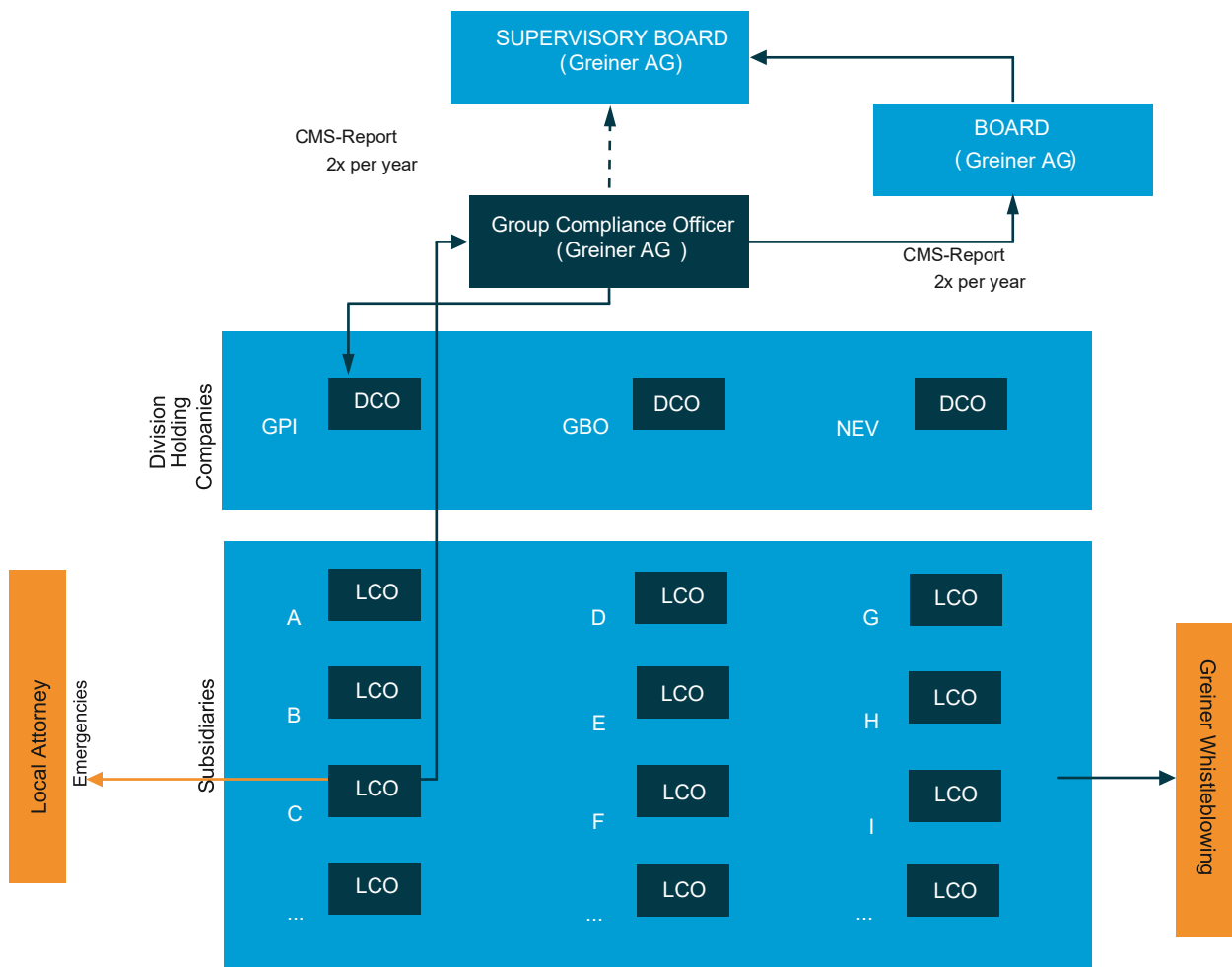
2. Role Model Approach

The Management Board, the division managers and the managing directors of the Group companies of Greiner acknowledge and support the implementation, maintenance and further development of the compliance management system in order to pursue the objectives set out in point 1 and corresponding, this should have an effect on all managers and the relevant staff of Greiner.

3. Organization of the Greiner CMS

a. Organizational structure

A "Local Compliance Officer" (hereinafter "LCO") was appointed for each company (with majority shareholding or de facto control) in the Group, a "Division Compliance Officer" (hereinafter "DCO") was appointed for each business unit (division) and a "Group Compliance Officer" (hereinafter "GCO") was appointed for the entire company.



GCO, DCOs and LCOs exercise this function in addition to their other activities. A local lawyer has been chosen for each site. He is to be informed in the event of an emergency (search of the premises, etc.). The following organization applies to all parts of the company, all branch offices and in all countries where Greiner has sites:

Structure of the Compliance Management System (CMS)

Group Compliance Officer (GCO), Division Compliance Officer (DCO), Local Compliance Officer (LCO)

b. Compliance-relevant staff

In principle, each member of staff who works in responsible management positions or has to deal with customers, suppliers, competitors or authorities is responsible for compliance. This includes everyone who attends trade fairs and/or everyone representing Greiner in associations, on boards, in societies or similar groups. In addition, it applies to anyone who potentially may come into contact with (i) customers,

suppliers or (ii) competitors. Therefore, the following members of staff are always relevant in the field of compliance:

- Managing Directors and authorized representatives
- Authorized signatories
- Head of Purchasing and all purchasing staff
- Head of Sales and all sales staff
- Head of Finance and Controlling
- Head of Technology / Research & Development
- Staff having contact with authorities
- Greiner staff acting as representatives in associations, on boards, in societies or similar groups

c. Compliance functions

Description of the role GCO

Role	Group Compliance Officer (GCO)
<p>Tasks / Responsibilities</p> <p>Delegation is possible</p>	<ul style="list-style-type: none"> • Further development and organization of the Greiner's Compliance Management System on the basis of the attached presentation of the tasks and powers of the compliance organization • Assessment of the effects of any changes in legislation in order to make possible necessary changes to the compliance management system. • Conception and coordination of company-specific compliance risk analyzes • Implementation of compliance crisis management • Development, introduction and communication of binding compliance policies, standards and instructions for action • Perception of the internal early warning process and reporting process • Conception and controlling the implementation of training courses concerning compliance issues • Handling of relevant cases and legal questions • Cross-country support and advice for staff, DCOs and LCOs • Training of LCOs in the execution of the local tasks (relating to the LCOs) in accordance with the description of the LCO's role, especially in the following areas <ul style="list-style-type: none"> - Emergency management - Questions - Training - Auditing • Development and implementation of an audit system in compliance-relevant areas of Greiner • Consultation with the Management Board and, if necessary, the management of the division in relation to

	<p>the next course of action and/or measures in the case of suspicious facts or violations</p> <ul style="list-style-type: none"> • Regular review of training progress within Greiner and, as the case may be, consultation and support by the DCOs and LCOs • Continuous monitoring of the CMS to ensure compliance performance criteria are met and implementation of a procedure for compliance performance feedback, including information to the supervisory board and top management, to be recorded • Compliance verification of key staff within Greiner (to be defined with the Management Board) prior to filling the post and/or recruitment • Communication with relevant employees concerning compliance issues
Expectations / Obligations	<ul style="list-style-type: none"> • Exemplary function for compliance-oriented behavior • Active promoters and representatives of Greiner compliance • Contact person at Greiner for compliance- relevant topics • Cooperative behavior towards authorities • Adherence to compliance processes

Description of role DCO

Role	Division Compliance Officer (DCO)
<ul style="list-style-type: none"> • Tasks / Responsibilities 	<ul style="list-style-type: none"> • Validation of the suggestions of the local management concerning the naming of the LCO (Local Compliance Officer) and as the case may be, approval and rejection • Support to the LCO in dealing with local tasks of the LCO in accordance with the description of the role LCO, in particular, this includes <ul style="list-style-type: none"> • Emergency management • Questions • Auditing • Training • Updating the list of divisional branch offices, in which compliance-relevant staff are employed • Answering of compliance-related questions of the staff and as the case may be, the LCO of the division after clarification with the GCO (Group Compliance Officer) • Division related support to the GCO at its request (e.g. for the compliance-risk analysis of the division, audit or training)

	<ul style="list-style-type: none"> • Logging of compliance related events as well as transmission of these to the Group Compliance Officer (GCO) • Consultation with the GCO and as the case may be, the LCO concerning further procedures for suspicious events or infringements • Regular checking of the training progress in the division and as the case may be, clarification with the LCO • Carrying out Business Partner Checks for trade representatives (procedure in coordination with GCO) for trade representatives registered by branch offices (in accordance with Business Partner Policy)
Expectations / Obligations	<ul style="list-style-type: none"> • Exemplary function for compliance-oriented behavior • Active promoters and representatives of Greiner compliance • Contact person in the division for compliance-relevant topics/events • Cooperative behavior towards authorities • Adherence with the compliance processes

Description of the role LCO

Role	Local Compliance Officer (LCO)
Tasks / Responsibilities	<ul style="list-style-type: none"> • Training <ul style="list-style-type: none"> - Training concerning the Compliance Management System for new compliance-relevant staff - Updating of the training database (classification of compliance-relevant employees) - Monitoring of the training process for compliance-relevant persons - Monitoring and filing of the compliance declarations issued after online training has taken place - Cooperation in the organization of workshops
	<ul style="list-style-type: none"> • Emergency management <ul style="list-style-type: none"> - Keeping the contact details of the local lawyers up to date - Defining the exact procedures for searches of premises together with the management - Setting up a process so that a (local) lawyer arrives in an emergency within 30 minutes, or a search of premises by telephone - Setting up a process so that in the event of an emergency, all relevant persons are informed in an ordered process - An information log is created after a search of premises

	<ul style="list-style-type: none"> • Questions <ul style="list-style-type: none"> - First point of contact for compliance issues - Regular reporting to the GCO (Group Compliance Officer) and DCO (Division Compliance Officer) - Reporting of suspicious facts attained to the GCO and DCO both for information and infringements against compliance-relevant laws or directives - Consultation with GCO and DCO concerning further procedures in the case of suspicious facts or infringements - Forwarding of complex questions to the GCO and DCO or to an external party (e.g. a lawyer), in consultation with GCO - Taking account of changes to local legal provisions in the field of economic criminal law, antitrust law, data protection (in cooperation with the data privacy representative) and reporting to the GCO and DCO • Auditing <ul style="list-style-type: none"> - Date availability for periodic audit (based on date coordination) - Assistance in the organization of the audit - Measures/recommendations (and creation of a progress report) • Local support to the GCO and DCO at his or her request (e.g. for the compliance risk analysis of the branch office)
Expectations / obligations	<ul style="list-style-type: none"> • Exemplary function for compliance-oriented behavior • Active promoter and representative of Greiner Compliance • First point of contact in the branch office for compliance issues

Role and tasks of the compliance organization in Greiner as an **Appendix .1**

d. Departure of a member of staff with a compliance function

In the event of a member of staff who has a compliance function leaving of the company, the employee will have a meeting in order to discuss the reasons for his departure and his basic experience with regard to compliance. The following persons are responsible for carrying out the meetings:

Departure of a LCO:	GCO
Departure of a DCO:	Management Board
Departure of a GCO:	Chairman of the Supervisory Board

If needed, these meetings can be held personally, via video conferencing or by telephone.

e. Reports

At least twice a year, the GCO shall send the Management Board and the Supervisory Board a written compliance report concerning Greiner. For further questions relating to the report, the GCO shall be available at Management Board and Supervisory Board meetings.

In discussions with the Supervisory Board, the Management Board and the Heads of Divisions, the Management Board regularly adopts the topic of „compliance“ as a regular agenda item - at least once a year.

4. Contact / Sources of Information

- Local Compliance Officer
Contact information can be found in the Intranet connect.greiner.com or in the Navigator compliance.greiner.com ("Compliance Navigator")
- Helpdesk
(Office.Compliance@greiner.com)
- Emergencies
(Office.Compliance@greiner.com)
- Compliance Navigator
(compliance.greiner.com)
- Training database
(<https://lms.greiner.com>)

5. Risk Analysis

The risk analysis assesses the working environment of the operational employees and evaluates the compliance department. One question is asked: Which rules have to be infringed in order to have the greatest impact on the company and how likely is such an infringement?

A compliance risk analysis was carried out for the first time in 2016. The Compliance Board, which is composed of the GCO and the DCO, presents and updates the results annually. At least every three years, a general, Group-wide revision of the compliance risk analysis is carried out with questionnaires to relevant employees (in particular division managers, selected managing directors and other functions selected by GCO (e.g. purchasing, sales), who are subsequently questioned in more detail in individual discussions if necessary.

The responses to the questionnaires, which serve as the basis for the compliance risk analysis, are checked for plausibility by the GCO on the basis of his own experience

and supplemented by an assessment of the possible risk effects. The compliance risk analysis contains a risk presentation by division, which is forwarded to the respective division management and the Board of Management of Greiner AG (as well as to Risk Management) and explained on request. The CMS concentrates on the greatest risks for Greiner as a group.

On the basis of their own experience, these responses are checked by the GCO for plausibility and an assessment of the possible risk effects. The GCO then presents the risks for each division. This is sent to the respective management of the division and the Management Board of Greiner AG (as well as the Risk Management) and by request, it is explained. The CMS concentrates on the greatest risks for Greiner as a group.

In addition, a general risk analysis is carried out by the Risk Management department. The results of the compliance risk analysis are supplemented by the GCO if necessary by the results of the discussions with the employees within the framework of the review of the implementation of compliance measures (see item 10.).

As described above, the compliance risk analysis is regularly reviewed and if necessary, revised and communicated. Any resulting changes in the risk prioritization must be taken into account in the orientation of the CMS.

Compliance Risk Map as **Appendix ./2**

6. Policies

a. Greiner Code of Conduct

The Code of Conduct (at <https://www.greiner.com/en/group/>) fundamentally and centrally defines the framework for compliance-compliant behavior. The following guidelines have been developed for the Code of Conduct:

Guidelines of Greiner Compliance

I.

We are committed to the observance of all legal standards and corporate value-based action.

II.

We respect our staff as key partners for the development of business within our corporate group.

III.

We stand for a fair and free competition.

IV.

We reject any form of corruption.

V.

We are committed to the responsible handling
of our own and third party property.

VI.

We separate professional and private interests.

VII.

We ensure the sustainability of our corporate actions in terms of
economic, social and environmental factors.

The Code of Conduct is to be translated into all relevant corporate languages and a copy is to be personally handed to each member of staff. Each new member of staff shall receive the Code of Conduct as a part of the onboarding process. In return, the member of staff must sign the following statement (may also be a passus in the employment contract): *„I hereby confirm that I have received the current Code of Conduct of Greiner and have understood its content with regard to compliance-compliant behavior. I undertake to always, and to the best of my knowledge, exercise the internal and external rights and obligations arising from my employment with Greiner based on the Greiner 's compliance with the applicable guidelines. “ The signed declaration is to be filed in the staff folder of the respective member of staff.*

b. Compliance Policies

The GCO shall propose binding policies for topics that are considered relevant to compliance within Greiner. The policies shall be discussed in the Compliance Board and become valid after approval by the Greiner AG Executive Board and official release by the GCO. The DCOs are responsible for sending the guidelines to the managing directors of the companies of their division and for checking the implementation of the compliance guidelines in the companies of their division. The managing director of the respective company is responsible for publication and implementation in the respective company, the GCO for implementation and publication in Greiner AG, Greiner Real Estate GmbH, Greiner Technology and Innovation GmbH and the Competence Center subsidiaries.

7. Training Program

The training program is the centerpiece of the Greiner Compliance Management System. Especially in a globally active company, uniform training with uniform content is an essential part of preventive compliance organization. This is arranged centrally, across all organizational boundaries. The training program rests on several pillars. As such, several instruments are used:

a. Workshops

Each (compliance-relevant) member of staff should attend a compliance workshop and/or training in the Greiner CMS (carried out by the GCO, DCO or LCO). This is intended to make the member of staff aware of the issue of „compliance at Greiner“ within a short period of time. Another aim of this workshop is that the compliance department has a presence - especially in organizational units located abroad. Furthermore, the topic of compliance should be given a face. At the same time, it is necessary to ensure that the implementation of the CMS elements in the local branch offices is carried out according to requirements.

As the organization of the workshops is characterized by the idea of a company-wide uniformity in the training program, the same content is presented in all countries and in all branches. The workshop provides members of staff with a basic introduction to the topic of compliance. Through an explanation of the legal risk situation, the aim is to create concern with regard to the individual member of staff and the company as a whole. Furthermore, the individual elements of the Greiner CMS are presented as well. Finally, a discussion of cases in practice rounds off the topic and prepares staff for the in-depth online training sessions.

In addition to the Compliance Workshop, refresher training courses are held at regular intervals as part of workshops with the aim of consolidating the content learned and keeping Compliance permanently present.

b. Online Training Sessions

New employees are automatically entered into the online training database. The LCO has to enroll the employees to the respective courses. These members of staff are requested by e-mail to register in the training database. The following modules must be completed by the staff in question within 8 weeks: „Compliance basics, „Antitrust law“ and „Prevention of corruption“. Each training module lasts approximately 60 minutes and is offered in all relevant corporate languages.

After completing the online training sessions, the member of staff must sign the following statement: „ *I hereby declare confirm that I have completed the training sessions relating to the Code of Conduct, Anti-trust law and Criminal law within the scope of Greiner's Compliance program and I have received all of materials handed out (especially the Code of Conduct) and I have understood its content with regard to compliance-compliant behavior. At the same time, I undertake to always, and to the best of my knowledge, exercise the internal and external rights and obligations arising from my employment with Greiner, both conforming with compliance with the applicable policies.*“

The signed declaration is to be filed in the staff folder of the respective member of staff.

All members of staff who have completed the 3 basic training sessions shall be invited to a refresher training course at least every 2 years. This will relate to the contents of the basic training sessions which, in turn, must be completed in 8 weeks at the latest.

c. Knowledge Database - Compliance Navigator

A web-based knowledge database has been created as a further tool for knowledge transfer: the so called Compliance Navigator (compliance.greiner.com). The Compliance Policies, this manual, contact information, newsletters, house search guidelines and training materials are made openly and transparently accessible. The introduction of a Group-wide intranet (connect.greiner) will make this information available to all employees.

8. Communication

In order for compliance to be rooted in a really sustainable way, the internal application of „Greiner Compliance“ is necessary. Therefore, in order to help bring the issue of compliance into the company, Greiner decided on a flexible and broadly-based communication strategy that covers all linguistic/cultural barriers and organizational differences. This is also true of the training program: Greiner deliberately uses several tools and employs different communication channels in order to achieve the desired effect.

a. Newsletter

The GCO regularly writes (at least once a year) occasion-related newsletters. These are sent to all compliance-relevant staff worldwide. The latest compliance topics are communicated in it and by using examples, cases that have been experienced within Greiner or in other companies are discussed. In addition to the transfer of knowledge, the aim of the newsletter is to raise the visibility of the compliance department within the Group.

In addition to the compliance-relevant staff, all LCO/DCO regularly receive case-by-case newsletters which inform about new compliance measures or processes. This way, regular exchanges are maintained and promoted between the LCO/DCO and GCO.

b. Other Issues

Communication also includes compliance posters outlining the key compliance information and contacts, the training documentation for LCOs and staff, as well as the list of contacts, which is sent to all employees once a year. In addition, personal contact with staff is a key communication measure. This is why travel by the

compliance department serves to raise the visibility and recognition of compliance like no other means of communication.

9. Emergency Management

All LCOs receive a draft guide for a crisis situation. The guide consists of a checklist and a list of names. The checklist covers the measures to be taken in the event of a house search. The LCO shall enter in the list of names those persons who are to be informed immediately in the event of a house search. This also includes local lawyers who are to be informed immediately in the event of a crisis and who shall be on the scene as soon as possible.

The Guide must be available where, in the event of a crisis, contact with the authorities occurs first, i.e. at reception, secretariat, management, etc. The LCO must regularly check whether the list of names is up-to-date and whether the Guide is immediately available to those attending in the event of a crisis (even outside business hours).

10. Checking the Greiner CMS

Primarily, the effectiveness and efficiency of the CMS should be checked, i.e. the suitability, effectiveness and appropriateness of the system. CMS is suitable if it identifies the actual current compliance risks of the organization, if it includes measures to reduce these risks and improves compliance, and if it monitors the implementation of these measures. The CMS is effective if it identifies and closes preventive compliance gaps, if it specifically identifies compliance cases that occur and treats them adequately, and when conclusions are drawn for improving the system. The appropriateness of CMS mainly affects the scope of resources and activities with which it is operated. This primarily depends on the size of the organization, the current risk profile of the industry, and the organization's exposure to the various compliance risks.

In conclusion, the audit should include 3 points: Firstly, the nature and the degree of implementation of the compliance regulations must be verified. This involves verifying the implementation of the given compliance measures. Secondly, within the scope of the audit, the compliance risk analysis should also be expanded. As a consequence, the sequence and process design must be adapted accordingly. And thirdly, it is necessary to identify indications of non-compliance behavior, which are investigated in the context of indepth audits (investigations).

a. Reviewing the Implementation of Compliance Measures

At the end of a calendar year, the GCO shall draw up a plan that includes the branch offices to be visited in the following year. A review of the CMS should be carried out in every (relevant) Greiner location approximately once every 4 years, so that the

effectiveness of the Greiner CMS can be checked every 4 years worldwide by each location in the Group. It is, however, quite reasonable to increase the frequency of the check (e.g. once a year) in those locations which, due to their previous history, geographic location, sector-specific tendencies for non-compliance or their importance in the group, there is a reason to do so. In addition, locations which are purely based on production, without any buying or selling, can be visited less frequently. In the case of suspicious cases, branch offices should be checked straight away where there is a reason to do so. As an alternative to on-site visits, video/telephone conferencing is also possible.

Reviewing the implementation of the prescribed compliance measures is more like a compliance review for quality assurance than a classic audit. The check is carried out by the GCO and the compliance department, who, in order to carry out the work, can enlist the help of the internal audit team, the DCO, an LCO or an external third party. Depending on the size of the branch, the GCO shall randomly select 3-10 employees for the survey. Ideally, those staff who work in compliance-relevant areas volunteer themselves as contacts. Typically, each of these will be an employee of the sales department (field sales), the purchasing department, the financial department, a member of the management team and the LCO.

Within the scope of this review, it is necessary to investigate whether the CMS elements specified by the company have been implemented in the locations worldwide. It is necessary to check whether the compliance measures have come into force, the necessary instruments (forms, technical systems, etc.) are available and whether the compliance measures can, in principle, fulfill the intended purpose. For a clearer overview and in order not to forget important areas, a list of questions should be prepared, which the staff of the compliance department can adhere to.

In order to prepare for the investigation and the questionnaire, the GCO shall at least, submit the following points to the LCO on a timely basis for preparation and/or implementation:

- Forwarding a list of all staff along with a job title.
- Forwarding a list of all contracts with service providers, consultants and commercial agents; and, if this is not available,
- Forwarding a list of all service providers, consultants and trade representatives
- Forwarding of contracts selected from this list at random
- Forwarding of local compliance-relevant guidelines (e.g. gifts, use of company property, etc.)
- Provision of all declarations: Code of Conduct and Compliance Declarations
- Forwarding of any declarations of consent concerning data use, if necessary after consultation with Greiner legal counsels and/or IT security department

On receipt of these documents, the compliance department has to finalize the questionnaire and prepare the investigation.

b. System-based checking of the CMS

The adequacy, suitability and effectiveness of the CMS shall be subject to an impartial and impartial review by an independent third party on a regular basis (every five to ten years).

c. In-depth Audits

To the end of a calendar year, the GCO and CFO of Greiner AG shall, on the basis of a proposal by the GCO, prepare an audit plan for those branch offices in which, in the following year an in-depth audit will be conducted by the internal audit team and/or an external auditor.

Audits are to be carried out in order to identify conduct which is non-compliant and harmful to the company. In particular, 2 pieces of content are relevant for an in-depth audit, since infringements of this kind may cause harm to the company or even be a threat to the company's existence:

- An audit with regard to the regularity, efficiency and effectiveness of the internal control system in order to determine compliance infringements.
- Antitrust screenings in order to check the effectiveness of existing compliance structures and/or to detect infringements or possible weaknesses.

An in-depth financial audit consists of an examination of (I) payment transactions (cash on hand/bank assets) with regard to the regularity and effectiveness of the internal control system on the basis of a comprehensive samples of receipts/documentary evidence and (ii) the purchasing system with regard to profitability and effectiveness of the internal control system. The antitrust audit can consist of (i) a simulation of antitrust searches and subsequent checks (depending on circumstances „Mock Dawn Raids“), (ii) an examination of files and electronic documents and/or (iii) interviewing of staff.

As a general rule, it is not necessary to examine both contents of the audit at the same time in a single location. In the case of both areas, a priority list of the sites to be audited should be established. Typically, a financial audit will take place at locations, in countries which are prone in this area, whereas an antitrust audit is more likely to be carried out in branch offices where the regulations are very rigorous in this regard.

d. CMS Performance Criteria

The Compliance Board decided on the following compliance-related performance criteria to evaluate the performance of Greiner CMS:

Performance criteria for all managing directors at Greiner:

- All compliance-relevant employees must be registered for the online compliance training, and
- The online training quota should be consistently and permanently above 90 percent (taking into account the deadlines for completing the courses), and

- Compliance is a topic that is generally discussed in the company and it is ensured that the Local Compliance Officer is known in the company, and
- Changes to the Local Compliance Officer must be reported immediately to the Division Compliance Officer and the Group Compliance Officer.

Performance criteria for the CMS in general:

- The Group-wide training rate should consistently and permanently exceed 90 percent, and
- At least 10 internal compliance reviews should be conducted per year by the Compliance/Internal Audit department to monitor compliance measures; and
- The Compliance Board shall meet at least three times a year.

e. Procedures for reviewing CMS performance criteria

Compliance with the performance criteria by all Greiner managing directors must be checked. This review can take place within the process of a compliance review and by reviewing the reports on the training quota.

The assessment as to whether compliance is a frequently discussed topic in the company can take place by questioning employees in the company.

The training quota is subject to a semi-annual - parallel to the preparation of the equally semi-annual CMS report on 30 June and 31 December - control by the Compliance Team of Greiner AG and must be over 90% throughout the group and permanently. If, in the course of the review, a rate below the 90% limit is determined over a longer period of time, the reasons and circumstances for this are examined more closely by the GCO and appropriate measures are taken to eliminate the deficit.

f. Whistleblowing System

Staff, customers and suppliers of Greiner have the possibility to report infringements of laws or our Code of Conduct to Greiner via a web-based portal (contact form). The whistle blower system is operated on an external website (www.tell-greiner.com).

The whistleblower can register by means of a message screen/form in which he either specifies his/her data (name, e-mail address, etc.) or a pseudonym (anonymous). The facts can be described in the form. Documents can be uploaded. The data in the form will be stored in a database, i.e. it can only be supplemented and not changed.

The whistleblower will receive confirmation of successful storage and an access code using which, he/she adds to the case and/or communicate. Through this the whistleblower is ensured full confidentiality and protection.

As soon as a notification is registered, the Group Compliance Officer (GCO) of Greiner receives a notification. He decides as to whether evidence is to be followed up. In

addition, the GCO is expressly responsible for the confidentiality of the data that is reported. If the whistleblower is prepared to cooperate further, further communications can be conducted with him/ her (also anonymously) or the exchanging of further documents is possible.

At the GCO's discretion, the whistleblower can be kept up to date regarding the state of the procedure. (Anonymous) communication is maintained via the web-based portal. After a case has come to an end, deletion will be carried out automatically after 2 months at the latest.

The CEO or CFO of Greiner AG will be informed if information concerning the GCO is received.

11. Appendices

Role and tasks of the compliance organization within Greiner
Compliance Risk Map

Appendix .1
Appendix .2

Appendix ./1

01.01.2017

Role and tasks of the Compliance Organization within Greiner				
<p>The compliance organization is responsible for infringements in the following risk areas:</p> <ul style="list-style-type: none"> • Criminal law related to business (e.g. corruption, embezzlement, fraud), FCPA, UK Bribery Act, etc. • Antitrust and competition law • Data protection (including proceedings against data protection authorities; non-technical data security) • • Money laundering • Code of Conduct and directives related to the above areas of risk 				
	Tasks/Authorizations	Through	Support from	Comments
1	Design/Description/Documentation of the CMS			
1.1	Review of the legal framework	GCO		Legal requirements, organizational situation
	Evaluate the effects of any changes to the law, if necessary, prepare changes to the CMS.	GCO	DCO LCO	
1.2	Proposal	GCO		
1.3	Decision	Board of Directors		
1.4	Implementation	GCO		
1.5	Communication	GCO	Communication	
2	Compliance risk analysis			
2.1	Process: Proposal	Risk Management (RM)	GCO	Compliance Management Manual
2.2	Process: Decision	Board of Directors		
2.3	Identification of relevant business situations	RM	GCO	
2.4	Compliance risks: Evaluation	GCO	RM+Divisions	Basis: Consequences, probability
2.5	Compliance risks: Prioritization	GCO	RM+Divisions	
2.6	Documentation and report to the Board	GCO	RM	
2.7	Formal decision	GCO		

2.8	Regularly scheduled review of the risk analysis	RM	GCO	Every 3 years
3	Directives			
3.1	Draft	GCO	Relevant departments	
3.2	Formal decision	Board of Directors		If necessary, involve the employee representative
3.3	Communication	Board of Directors	GCO	Division management in the companies
3.4	Help Desk	GCO/DCO/LCO	Relevant departments	

4	Order compliance key-positions			
4.1	Proposal for the definition of key positions	GCO	DCO	Directive
4.2	Formal decision on the definition	Board of Directors		
4.3	Compliance risk assessment (before order)	Board of Directors / GCO / DCO	HR	Through the Chairman of the Supervisory Board in regard to the board member
4.4	Decision on order	Supervisor		Supervisory Board in regard to the board member
5	Training courses			
5.1	Training plan	GCO	HR	
5.2	Stipulation of methods, duration, contents	GCO		
5.3	Stipulation of the participants	LCO	GCO, HR	
5.4	Invitation of the participants	LCO		
5.5	Organization of the infrastructure for the training	LCO + HR		
5.6	Trainer	GCO/DCO/LCO	External Partner	
5.7	Documentation	GCO/DCO/LCO	Help desk	Participants, day/time, contents
6	Compliance Audits			
6.1	Audit plan: Proposal	GCO, CFO		CFO on a case-by-case basis during external audits

6.2	Audit plan: Decision	GCO, CFO		CFO for external audits
6.3	Ad-hoc audit: Proposal	GCO, CFO		
6.4	Ad-hoc audit: Decision	GCO, CFO		
6.5	Audit execution	GCO/external	LCO/local CEO	
6.6	Audit report by ...	GCO/external		
6.7	Audit report distribution to ...	Board of Directors		GCO reports also to division managers, local CEO, LCO, DCO, Internal Audit
6.8	CMS measures	GCO		Additional competencies case-by-case
6.9	Decision on the review of the CMS	CFO		Is the CMS adequate, appropriate and effective? Review objective and independent
6.10	Execution of the CMS review	external		
6.11	Decision on improvements of the CMS	GCO		Or Board depending on the extent
6.12	Implementation of the improvement	GCO		
7	Monitoring of the compliance with instructions/directives			
7.1	Checking method: Proposal	GCO	DCO/External	
7.2	Checking method: Decision	GCO		Or Board depending on the extent
7.3	Carry out the check monitoring	GCO/DCO/LCO/External		
7.4	Report by ...	GCO/DCO/LCO/External		
7.5	Report to ...	CFO		Or Board, Division Manager, local CEO depending on the extent
7.6	CMS measures: Proposal	GCO	DCO/LCO/External	
7.7	CMS measures: Decision	GCO		Or Board depending on the extent
7.8	CMS measures: Implementation	GCO	DCO/LCO/External	
8	Whistleblower system			Whistle blowing
8.1	Method: Proposal	GCO		
8.2	Method: Decision	Board of Directors		

8.3	Implementation	GCO		
8.4	Communication	Board/GCO		
8.5	Administration/Documentation	external		
8.6	Assessment of the information received	GCO		Incl. documentation
8.7	Decision on pursuing indications	GCO		
8.8	Fact-finding	GCO	external, LCO, DCO	
8.9	Assessment of the ascertained facts	GCO		
8.10	Decision on measures	GCO		as 6.8 above
8.11	Data protection procedure if necessary	GCO	IT	
8.12	Company agreement	GCO	HR	
9	Disciplinary measures			
9.1	Rules: Proposal	GCO	DCO	Directive
9.2	Rules: Decision	Board of Directors		
9.3	Rules: Communication	Division Manager		
9.4	Disciplinary measures: Proposal			See directive
9.5	Disciplinary measures: Decision			See directive
9.6	Disciplinary measures: Execution	Supervisor+HR		
10	Regular compliance communication			
10.1	Proposal	GCO		
10.2	Decision	GCO		
10.3	Publication	GCO	Communication	Internal and/or external
10.4	Report to the Board	GCO		
10.5	Report to the Supervisory Board	GCO		
10.6	Report to the shareholder's meeting	n.a.		
11	Crisis compliance communication			
11.1	Proposal	Communication	GCO, Board	

11.2	Decision	Board of Directors		
11.3	Publication	Communication		Internal and/or external
11.4	Ad-hoc report to the Board	GCO		
11.5	Ad-hoc report to the Supervisory Board	Board of Directors		
11.6	Ad-hoc report to the shareholder's meeting	Board of Directors		If applicable

12	Business Partner Check			
12.1	Process: Proposal	GCO	DCO	Directive
12.2	Process: Decision	Board of Directors		
12.3	Execution BP check			See directive
12.4	Decision on the results of the BP check			See directive

Appendix ./2

01.01.2017

Compliance Risk Map			
Risk segment	Rules (laws, internal guidelines, etc.)	Identified risks	Compliance management by
Law relating to economic offenses	Criminal Code (particularly with regard to corruption, embezzlement, fraud, etc.) FCPA, UK Bribery Act UN Global Compact Rules Code of Conduct	<u>Examples of embezzlement:</u> Purchasing goods at exorbitant prices (to get money out of the company; kick-back to gain an advantage for oneself). Paying fictitious invoices (to get money out of the company). Designing RFPs/specifications so that a specific supplier is used (in order to gain an advantage for oneself). False classification/accounting/booking of costs for events, sponsoring, advising or expenses, etc., in order to circumvent approval processes or conceal the basis for payments and create leeway for unlawful use. Making payments at the supplier's request to third parties, in cash, to countries other than the country where the company is headquartered or to numbered bank accounts (risk of not only corruption, but also money laundering). <u>Examples of corruption:</u> To win an order, the customer demands that a certain partner be commissioned. Public officeholder demands a fee not stipulated by law in order to handle a request or application with a positive conclusion. Gifts/invitations that could be viewed as bribes (in order to bring about a decision in the giver's favor or merely "maintain the climate"). <u>Compliance risk in the narrower sense:</u> Guidelines that are not adequately specified, practicable, and known to employees; processes not practicable, known, appropriate (review by a second party, etc.). Failure to adequately sensitize employees, and especially managers to corruption-related risks (e.g. identifying unusual behavior, raising the topic in work discussions). <u>FCPA example:</u> Bribing a foreign officeholder. <u>Compliance risk in the narrower sense:</u> Failure to have an adequate CMS within the meaning of the FCPA Guides or UK Bribery Act.	GCO
Competition and antitrust law	Laws that protect free and fair competition and prohibit formation of cartels and collusion, not including merger control (see below).	<u>Impermissible agreements</u> with competitors (price fixing, agreements on terms and conditions, market sharing, sharing of competition-related information such as production costs, customer files, sales, marketing plans, etc.). Abuse of a <u>dominant position</u> (obstructing competitors, treating customers/suppliers unequally without objective reason, disproportionate discounts, excluding individual suppliers without objective reason). <u>Compliance risks in the narrower sense:</u> Inadequate internal guidelines; inadequate inclusion of compliance/legal.	GCO

Labor, employment and social law	In particular, laws regarding employee protection, occupational safety, social insurance, equal treatment, employment of foreign nationals, unemployment insurance, income tax, <u>Internal guidelines</u> : guidelines on ancillary employment and similar activities, etc.	<u>Examples</u> : Violation of provisions concerning working hours, pay, social insurance and wage tax, maternity leave and protection for expectant mothers, protection of disabled persons, employment of foreign nationals, protection of personal rights, employee monitoring, employee protection/safety (e.g. performing a risk analysis), etc.; inadequate measures to prevent harm to employee health and property.	HR
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Data protection and privacy	Laws on data protection and privacy Processes with the data protection authority	Unlawful processing of personal data without adequate legal authorization. Collecting more data than necessary; Failure to comply with earmarking in processing of personal data. Transparency. Compliance with obligations toward the data protection authority; Adequate security and backups for data processing; Refraining from erasing data for which there is no authorization. Protecting business and trade secrets.	GCO
IT security, data security	Internal guidelines	Inadequate security and backing up of data (infrastructure, etc.)	IT
Environmental protection and other public business and economic law	E.g. administrative penal law, law of trades and occupations, waste disposal law, environmental law	Trade and occupation authorizations, operational facility permits, etc.; violation of legal provisions; inadequate internal control system.	Local CEO (can be delegated to MD with responsibility for this field, officer designated under law or others)
Intellectual property	Protection of industrial property rights, copyright law, trademark law, patent law	Infringement of third-party industrial property rights.	GAG: CFO Other companies: division management (can be delegated to others)
Product liability	Laws on product liability	<u>Responsibility</u> (responsible officer); only marketing demonstrably safe products or taking unsafe products off the market or publicly recalling them; Fulfilling the <u>duty of care</u> through control and monitoring of products before marketing thereof; <u>Criminal liability</u> under administrative law in case of marketing of products with for example misleading statements, devalued composition, labeling errors.	Division management (can be delegated to others)
Corporate law	Particularly laws relating to corporations	Criminal liability for violation of accounting rules; Responsibility of supervisory board members; Registration, commercial register, shareholder resolutions, articles of association and bylaws, rules of procedure.	Accounting/ publication, Holding: Accounting Rest, Holding: Tax Other companies: division management
Public contributions, taxes, customs	Laws on taxes and public contributions	Tax evasion, reduction of public contributions.	GAG: Tax Other companies: Local CEO

Money laundering	Criminal Code, laws regarding the financial sector	Illegal origin of earnings (from criminal activities).	GAG: GCO Other companies : Division management, local CEO
Embargoes/ export control	Law of foreign trade, international conventions/agreements	Violation of export prohibitions.	Division management (can be delegated to others)
Code of Conduct	Code of Conduct	Violation of internal conduct guidelines.	GCO
Compliance in M&A transactions	Including merger control	Compliance risks based on M&A transactions Transaction executed before merger approval.	Division management, with inclusion of GCO
International / national standards	ISO and other standards	Violation of required and voluntarily undertaken standards; Audits and certifications.	Division management, Local CEO (can be delegated to others)