



# HOW TO KEEP AN OVERVIEW

CODE OF CONDUCT OF THE RODENSTOCK GROUP FOR EMPLOYEES  
MAY 2023



# FOREWORD



Marcus Desimoni Rodenstock CEO



Dr. Mani Herold Rodenstock CFO



Roland Dimbath Rodenstock COO

Dear Colleagues,

committed to tradition: Rodenstock has been an innovation leader in ophthalmic optics for more than 140 years. Many years of research knowledge, highest standards of craftsmanship, precise cutting, and intelligent technology go into our products.

Rodenstock operates in various countries and in different cultures. You - our Rodenstock employees<sup>1</sup> across the globe - represent Rodenstock. Our behavior at Rodenstock follows our corporate culture and unites us worldwide. We are closely associated with our corporate values: **fun, responsibility, authenticity, performance, and success.**

Integrity as part of our responsibility is essential for our business success. An essential component of integrity is compliance, i.e., a strict adherence to applicable law, responsible conduct and ethical behavior. This is the responsibility of every one of us: members of the executive board, management and employees. Legally compliant conduct is a top priority for us, any time and any place.

We have summarized the most important standards of our business activities in this Code of Conduct. It defines the rules for our daily working. Because time and again we are developing new, revolutionary technologies and we pursue new paths. Internally, our Rodenstock Code of Conduct offers guidelines along this way as a compass, and externally it shows itself as Rodenstock's business card.

It gives us guidelines along which we make decisions and act applying the same standards across the globe. It puts into practice our common corporate values and it shows what we stand for.

By observing the rules of this Code of Conduct, we help maintain the trust our customers and our business partners place in Rodenstock while also safeguarding the economic success of Rodenstock.

We ask you to familiarize yourselves with the content of this Code of Conduct and we expect you to abide by them as binding guidelines for your daily actions.

Our Compliance Organization is always available to answer your questions about compliance. Please use this service to obtain assistance in case of doubt.

You will find the contact details at the end of this Code of Conduct.

Thank you very much for your support!

Marcus Desimoni  
CEO

Dr. Mani Herold  
CFO

Roland Dimbath  
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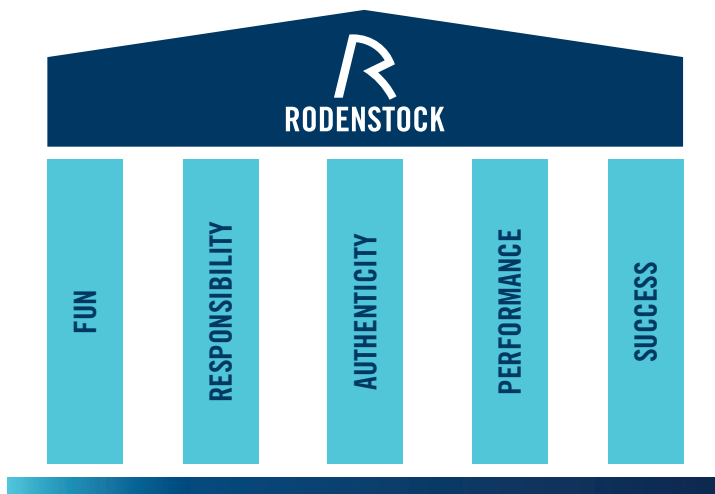
<sup>1</sup> Refers for both female and male employees here and in the following. This also applies to other gender-specific terms used in this Code of Conduct.

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# RODENSTOCK CODE OF CONDUCT: IT IS UP TO ALL EMPLOYEES

RESPONSIBILITY: LIVING VALUES TOGETHER – CREATING VALUES TOGETHER.



This Code of Conduct serves as a binding guideline for the daily work, business decisions and cooperation with business partners. It does not regulate every conceivable question and situation that one is faced at Rodenstock day-in day-out. However, it should and can help to do the right thing because Compliance is not complicated. The following simple questions usually help to make the right decision:

- “Is my behavior consistent with the values of Rodenstock?”
- “Is my behavior legal?”
- “Could it negatively affect to Rodenstock’s reputation, if my behavior were made public?”
- “What would those who are important to me think about my behavior?”
- “Am I willing to take responsibility for my behavior?”

Rodenstock employees and managers comply with the law applicable in the respective country and follow the internal guidelines, controls and processes. The Code of Conduct applies across the globe and – to all employees and management of the Rodenstock Group. It is binding and makes transparent the requirements for responsible behavior in daily work.

The Code of Conduct builds on Rodenstock’s five company values – **fun, responsibility, authenticity, performance and success.**

Responsibility also encompasses integrity and means doing the right thing, even when nobody is watching. The values at Rodenstock are not only lived, these values also offer security and orientation for employees and business partners.

Integrity and compliance are essential to protect Rodenstock and its employees from financial and other material damages and many other disadvantages. Violations of the Code of Conduct will not be tolerated. A violation can have far-reaching consequences for employees: disciplinary measures, which in accordance with applicable labor law may go as far as the termination of an employment relationship, fines or imprisonment. An employee’s violation may also result in claims of damages, loss of reputation and other substantial disadvantages for Rodenstock, such as, e.g., the skimming of excess profits.

In corporate culture, managers also have a special function in terms of responsibility and compliance: They have special organizational and supervisory duties, must always be role models and walk the talk. However, compliance is not the responsibility of the managers alone, but is a duty for every individual and challenges everyone as a team.

Team spirit is one cornerstone: At Rodenstock, employees act as a team, listen to each other and support each other to the best of their abilities. However, communicating clearly and openly addressing misconduct promotes an open Compliance culture and a joint, sustainable success.

It is up to all employees.

# 1 RODENSTOCK'S RESPONSIBILITY IN ITS BUSINESS DEALINGS

The success story of Rodenstock is not only based on personal commitment, consistent customer orientation and the special quality of products, but also on integrity, fairness and transparency in dealing with business partners. This is something Rodenstock wants to and will continue – across the globe and without compromise.

The employees of Rodenstock are also human beings with private goals and interests. In some situations, private interests may seemingly or actually collide with those of Rodenstock, for example in the context of a secondary employment, with respect to the selection of suppliers and service providers or when procurement is awarded.

Placing personal interests above those of the company may result in damage to Rodenstock. Therefore, situations that have even the appearance of a conflict of interest should be avoided by disclosing the situation at hand to the supervisor or to the Compliance Officer. Business decisions must never be influenced by personal relationships and interests.

## TRANSPARENCY AND OPENNESS REGARDING CONFLICTS OF INTEREST

Separating private interests from corporate interests.

**Q:** My niece has been working for 5 years for a local catering company that regularly supplies us at company parties. I have been working at Rodenstock for a year in a position responsible for organizing such parties. Is that a problem? What should I do?

**A:** To avoid even the appearance of a possible conflict of interest, I contact my supervisor and disclose the situation to him and, if necessary, to other involved departments, e.g., the procurement departments. Whenever in doubt I contact the Compliance Officer.



# PROHIBITION OF CORRUPTION

Clean business is possible and necessary everywhere – Rodenstock maintains integrity and does not engage in corruption.

Corruption leads to business decisions being taken for improper reasons. It prevents progress and innovation and distorts competition. It harms Rodenstock and the entire economy.

Therefore, Rodenstock firmly rejects any form of corruption, even if that may mean losing a business in an individual case.

Rodenstock employees are prohibited from offering, paying, demanding or accepting bribes. The employees are obliged to immediately report any bribery attempts or behavior that could indicate corruption to the Rodenstock Compliance Officer.

**Q:** An important business partner calls my sales department and offers to place a high-volume order with Rodenstock. In return, however, he demands that I promise to offer his son an apprenticeship training position at Rodenstock without following the regular application process. What should I do?

**A:** I will only respond to the request after consultation with our Compliance Officer. This could in fact constitute a criminal offence of bribery and corruption in commercial transactions. The promise of professional employment constitutes an advantage within the meaning of criminal law. It is irrelevant that the grant is not intended to directly benefit the business partner.

Gifts to and from business partners, hospitality and invitations to events are customary in a business environment. From a compliance perspective, such benefits are not problematic as long as they are limited to a scope that is reasonable and customary in the business at hand and as long as they do not violate applicable law or internal regulations.

Gifts that are inappropriate, and that may influence the recipient in a business decision or give him/her the impression that the donor expects something in return are problematic and potentially amount to criminal acts.

## DEALING WITH GIFTS AND INVITATIONS

Gifts and invitations will only be accepted within the reasonable and legally permissible limits.

**Q:** During a business meeting in China, a business partner presents me with a valuable sculpture. I am afraid of offending the business partner if I refuse the gift. What should I do?

**A:** I contact my supervisor or the Compliance Officer. If the gift cannot be returned, e.g., for cultural reasons, the company may consider a donation to a charitable organization.

## NO GIFTS TO PUBLIC OFFICIALS

Strict rules apply for dealings with public officials.

Particularly strict rules apply to business dealings with public officials. The term “public official” is construed very broadly and includes not only civil servants, judges and administrative staff but also employees of state-owned or state-controlled institutions (e.g., public authorities, employees of public broadcasting corporations, doctors in public hospitals, employees at universities).

When dealing with public officials, it is essential to refrain from making donations of any kind. Nor may any facilitation payments be made either that are intended to accelerate the performance of official acts to which Rodenstock is legally entitled. Any cases of doubt must always be clarified in advance with the supervisor and/or the Compliance Officer.







Rodenstock is committed to fair and undistorted competition worldwide.

## ANTITRUST AND COMPETITION LAW

Antitrust law protects free and fair competition by prohibiting anti-competitive agreements and concerted practices by competitors and the abuse of a dominant position. Competition law also protects competition from being distorted by unfair commercial practices, such as misleading advertising or undue disparagement of competitors.

Violations of antitrust law may result in invalid contracts, criminal sanctions, hefty fines, and damage to Rodenstock's reputation.

When dealing with business partners in the same industry, e.g., at association meetings or when attending trade fair events, special attention is essential with regard to competition and antitrust law.

Agreements and concerted practices with competitors which have as their object or effect the prevention or restriction of competition are prohibited. This includes in particular any agreements and exchange of information on prices or price components, market or customer allocations, capacities, supply relationships or conditions or offer behavior.

Not only explicit written agreements are prohibited, but also verbal arrangements, “gentlemen’s agreements” and concerted actions resulting from unilateral declarations.

## NO ANTI-COMPETITIVE AGREEMENTS

Rodenstock likes to measure itself against its competitors and complies with the applicable competition and antitrust laws.

Certain agreements and contractual arrangements with customers or suppliers may also be prohibited under antitrust law. This includes restrictions on the freedom of customers to autonomously set prices or delivery conditions for the resale of products. Employees must never enforce non-binding price recommendations by threatening with disadvantages or promising advantages to customers. Also, certain exclusivity arrangements, exclusivity deliveries, and non-competition clauses may have a restrictive effect on competition in individual cases and thus be prohibited by antitrust law.

**Q:** At a trade fair, an employee of a competitor approaches me and complains about the increased raw material prices in Asia. He asks me whether at Rodenstock, we would also consider a price increase in the order of 5% as justified in order to save the margin. What should I do?

**A:** I will immediately and unequivocally inform the competitor’s employee that I will not discuss these issues with him or her, as we at Rodenstock avoid, in discussions with competitors, issues that are relevant for the competition. These include, among others, prices, pricing, business planning, development status or delivery conditions. After the trade fair, I will inform our Compliance Officer about the incident.



Rodenstock does not abuse the strong market position.

## NO ABUSE OF MARKET POWER

In some countries and business areas, Rodenstock has a leading position in the market with the products. This is neither illegal nor unethical. However, it is prohibited by antitrust law to abuse a dominant market position. Rodenstock and the Rodenstock employees must therefore handle the position in the market responsibly and observe the legal requirements.

In markets where Rodenstock could have a dominant position (to be considered at market shares of 30 - 50% and above), Legal & Compliance should be contacted before discriminating customers without objective justification, charging unreasonably high or low prices (e.g., by means of “predatory pricing”) or refusing to supply business partners without an objective reason.

No disparaging remarks about competitors.

## NO UNFAIR COMPETITION

Rodenstock faces its competitors openly and does not shy away from comparison. However, there should never be spoken badly about competitors or their products and services. Because Rodenstock convinces customers with the quality and innovative power of the products and never with untrue or misleading statements – neither in public communication and advertising nor in direct exchanges.

# PROHIBITION OF MONEY LAUNDERING AND TERRORIST FINANCING

Rodenstock works only with reputable business partners worldwide and selects them carefully.

Money laundering is the process of transforming the profits from criminal activity, for example tax evasion, into apparently legitimate assets. An increased risk exists under money laundering aspects if payments are made by third parties and not the customer itself. Money laundering is a criminal offence. It is a global “problem” with far-reaching consequences.

Rodenstock firmly rejects any business with persons or organizations involved in criminal activities or whose funds are of illegal origin. The employees are required to carefully verify the identity of the business partners, to allocate incoming payments to the corresponding services and to book them properly. Making or accepting any cash payments or payments to/from third parties is prohibited.

Any information that could lead to suspicion of money laundering, such as suspicious payments and questionable customer requests regarding payment methods must be immediately reported to the Compliance Officer.

**Q:** A customer of Rodenstock has paid an excessive amount of money to Rodenstock and asks me to repay in cash or by bank transfer to an account located in Pakistan instead of his original business account in Italy. What should I do?

**A:** I firmly refuse a cash payment or a payment to another bank account. I ask the customer about the reason why the repayment should not be made in the original payment method and discuss with our Compliance Officer the best course of action.





# TAXES, CUSTOMS DUTIES AND EXPORT CONTROL

Rodenstock respects the existing rules on cross-border trade.

**Q:** I receive a request from a potential customer based in a country where export restrictions apply. What should I do?

**A:** I consult with the Export Control Officer and/or Compliance Officer. I do not enter into any contracts which obligate Rodenstock to export to such a country before the reviewing process.

Rodenstock operates globally, imports and exports goods on a daily basis, and always acts in accordance with the applicable customs, tax and import regulations. Employees – working in this area – are required to strictly comply with national and international sanction regulations (embargoes), be they related to countries or individuals, and to ensure that taxes and customs duties are correctly determined as well as paid to the relevant tax authorities.

There may be situations where Rodenstock products, software, or technology cannot be shipped or supplied to certain countries or persons due to an embargo, or other restriction. If there are any license requirements, Export Control must be involved to obtain such license. For such questions or in case of doubt regarding export or import regulations, the export department should be contacted.

The products do not pose any risks.

## PRODUCT SAFETY AT RODENSTOCK

Rodenstock is proud of the special quality of the products. The brand Rodenstock stands for “premium” by “serving” customers and opticians with perfect work with the highest quality standards in all phases of collaboration. The products correspond to the respective state of the art. At no time do they pose any risk to the safety and health of the customers.

It must be ensured that the Rodenstock quality claim holds water in accordance with the applicable specifications and standards and promises made.



## 2 RESPONSIBILITY AT THE WORKPLACE

Promoting the health of employees and the safety at the workplace are particularly important. Rodenstock is only successful if employees are healthy and motivated. Because only those who are fit can master the demands of everyday work life with success and pleasure in the long term. Rodenstock strives to offer all employees a safe and healthy working environment.



Fair and respectful treatment is important to Rodenstock.

The selection, hiring and promotion of employees shall always be based on merit.

No bullying, harassment or discrimination will be tolerated, whether based on gender, pregnancy or parenthood, age, sexual orientation, religion, skin color, disability or any other reason. Always act in accordance with the principle of equal opportunity and equal rights.

## FAIR AND RESPECTFUL TREATMENT

Rodenstock respects and protects the dignity, privacy and personal rights of each individual.

**Q:** My supervisor frequently makes racist comments about a colleague, which also personally offends me. But I do not feel comfortable to speak up to him. What should I do?

**A:** Racist comments are not acceptable at Rodenstock. I have the right to express my disapproval of such comments without fear of retaliation. Since I am uncomfortable talking about this directly with my supervisor, I contact the Human Resources Department or the Compliance Officer.



# HEALTH AND SAFETY AT WORK

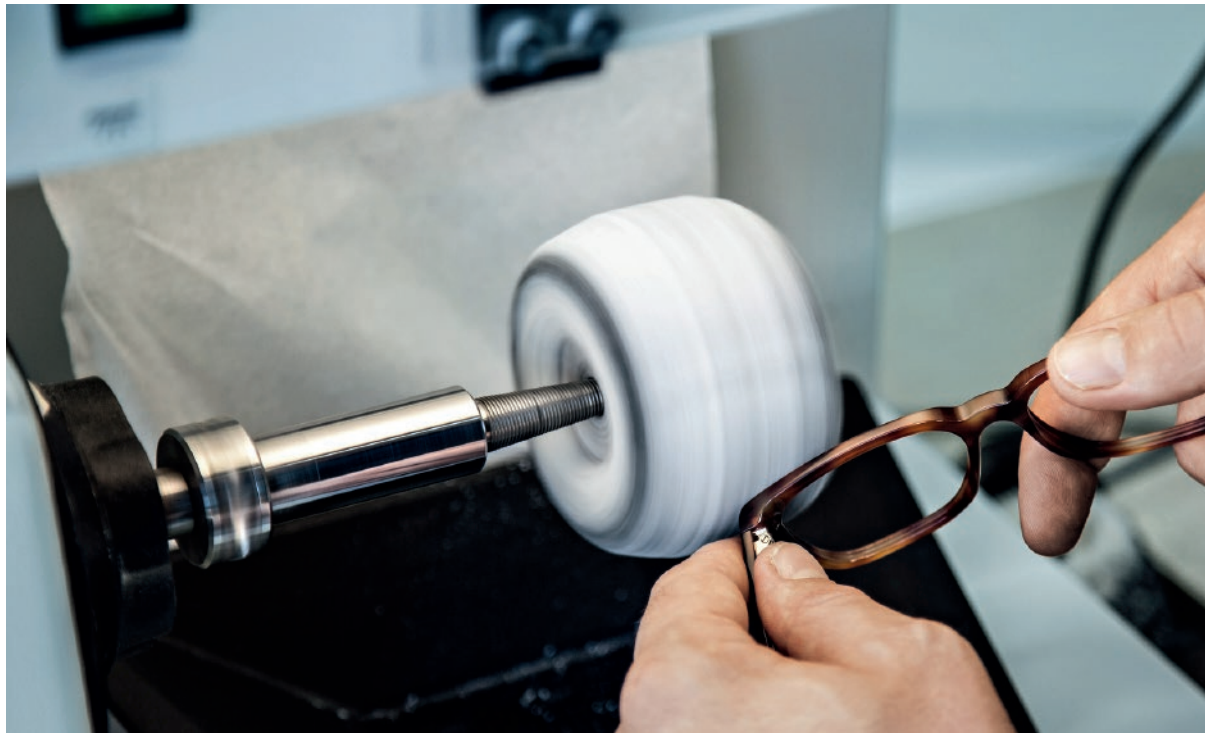
Safety at the workplace is a top priority.

As a manufacturing company, Rodenstock is exposed to a higher level of risk. Rodenstock particularly ensures a healthy and hazard-free working environment by complying with applicable laws and international standards for occupational safety and health protection, e.g., for operating machinery and handling hazardous substances. Therefore, employees are required to comply with all guidelines and rules concerning occupational health and safety.

# CAREFUL HANDLING OF COMPANY PROPERTY

The property of Rodenstock must be respected and protected in daily use.

All Rodenstock employees are responsible to respect Rodenstock's company property and to protect it from damage, loss, abuse, theft and unauthorized access. Company property provided, such as laptops, office materials, tools, pool vehicles etc., are to be used exclusively for company purposes and not for private purposes.



# PROTECTION OF INTELLECTUAL PROPERTY AND TRADE SECRETS

Know-how is an essential basis for Rodenstock's success.  
Sensitive data is handled responsibly.

Rodenstock has been a global leader in the field of ophthalmic optics and a major manufacturer of eyeglass lenses and frames for over 140 years. Rodenstock holds a large number of patents worldwide and applies for new patents for innovations in products and processes every year.

In order to continue to inspire customers with innovative products in the future, all employees are obliged to protect intellectual property such as know-how, inventions, product prototypes and trade secrets from unauthorized use.

Employees are obliged to keep confidential information of Rodenstock, such as internal plans, strategies, price calculations, details about customers and suppliers, secret and to not disclose it to unauthorized persons (this includes family and friends). This also applies for the use of social media.

At the same time, employees must respect confidential information of suppliers, customers and business partners and equally protect their trade secrets and intellectual property.

**Q:** I need to prepare a presentation for a sales meeting in a timely manner. A colleague offers me a private software and a presentation of his former employer as a template to create my presentation. Can I install the software on my company computer and use the colleague's presentation?

**A:** No. By law and according to the Rodenstock IT guidelines, I am not allowed to use unlicensed software and software not approved by Rodenstock. Ultimately, I and Rodenstock could be held liable for copyright infringement by the manufacturer/Intellectual Property owner. This also applies to the use of documents, such as presentations that are created by another author.



Personal data is protected in accordance with applicable law.

# IT SECURITY AND DATA PROTECTION

One of Rodenstock's values that characterize day-to-day actions is the protection of personal data. Rodenstock collects, gathers, processes, uses and stores personal data of employees, business partners and third parties always in accordance with applicable legal requirements.

All employees who have access to personal data must handle such data responsibly.

It is the responsibility of IT professionals to protect Rodenstock from data theft through cyber and hacker attacks, phishing, spying and malware with security measures such as passwords, anti-virus software and clear authorization and access concepts.

All employees must comply with the security standards set by the IT department at all times. Employees must not store company or customer data on private electronic devices or connect private electronic devices to the company network.



## 3 SOCIAL RESPONSIBILITY

Rodenstock bears social responsibility. Care is always taken to comply with all requirements. This includes paying employees legally defined minimum wages in accordance with national regulations by law. Rodenstock sets itself ever higher standards in order to improve in all areas.

# HUMAN RIGHTS

At Rodenstock, the focus is always on people.

Rodenstock respects, protects, and promotes the applicable regulations for the protection of human rights worldwide, not just for Rodenstock itself but also along the supply chain.

Rodenstock condemns all forms of child and forced labor as well as any form of human trafficking and modern slavery.

# ENVIRONMENT AND SUSTAINABILITY

Rodenstock is aware of its responsibility for environmental and climate protection and acts accordingly.

Every day, Rodenstock processes raw materials into high-quality products in the optical industry. Environmental protection and the principle of sustainability have always been an integral part of the corporate strategy.

In the production, attention is paid to the precautionary protection of people and the environment. Furthermore, Rodenstock is committed to sustainable and economical consumption of resources. Knowledge of the environmental compatibility of products is constantly being expanded and the corresponding precautionary measures are taken. Raw materials and energy are used sparingly, thus protecting nature. Therefore, it is important to always act in accordance with applicable environmental legislation.



## 4 REPORTING OF VIOLATIONS – CONTACT PERSON

It is important to talk openly about compliance and to address and clarify questions, concerns and problems. This is the only way to prevent compliance violations, learn from mistakes and continuously and effectively improve the compliance system.

Any circumstances that hint to an infringement of laws, internal regulations or this Code of Conduct must be immediately reported to one of the following constituencies:

- The supervisor
- The Compliance Officer
- The legal department
- The HR department

Alternatively, a confidential, optionally anonymous whistleblower portal is available for you to report possible compliance violations. You can reach this portal at [rodenstock.integrityline.com](https://rodenstock.integrityline.com). Alternatively feel free to use the adjacent QR-Code.

You will also find the link in the In-Site and on the Rodenstock homepage. Indications of compliance violations are investigated objectively. Confirmed violations are appropriately sanctioned.



Please also contact Rodenstock Legal & Compliance at any time with questions about this Code of Conduct or with other Compliance issues at the following contact address

**Sebastian Lewisch**  
**Compliance Officer**  
**Legal & Compliance**  
**Phone: +49 89 7202-125**  
**E-mail: [compliance@rodenstock.com](mailto:compliance@rodenstock.com)**

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