



*We engineer, you drive*

**RÁBA Automotive Holding Plc.**

**CODE OF ETHICS AND BUSINESS CONDUCT  
OF RÁBA AUTOMOTIVE HOLDING PLC.**

**2024**

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## I. INTRODUCTION

Rába Plc. (hereinafter: Rába or the Company) and its subsidiaries (Rába and subsidiaries hereinafter together: subsidiaries of Rába Nyrt.) are committed to growing business profitability achieved ethically, in accordance with corporate principles. Our fundamental goal is to ensure long-term positive business operation in each of our business divisions. This determines the desirable forms of conduct outlined in the Code of Ethics and Business Conduct (Code). It is important that all our employees should be familiar with these expectations and should be able to identify with their internal contents, as well as to implement them in their everyday activities,

The Code of Ethics and Business Conduct is a set of rules and norms, compliance with which facilitates the achievement of our goals and contributes to a more favourable working environment. Needless to say, the Code cannot provide a template for each and every situation that may arise, it can, however, define the values to be followed. Employees whose behaviour serves as role models for all employees of the company play a key role in enforcing such values.

The Code defines the values upon which the company's strategy and operation are hinged and identifies principles that guide the way in which conflicts are handled. The Code is the company's unilateral, voluntary declaration, in which it lays down the most important values and norms in regards to the external and internal parties related to the company. The Code is the company's promise that it will behave in a certain manner. It formulates clear, unambiguous expectations for the stakeholders and society at large.

All our employees represent our company and contribute to strengthening the renown of the Company. Therefore, everyone must abide by the laws and norms guiding business conduct, as well as by corporate guidelines and principles.

Compliance with the regulations in force and with the letter and the spirit of the Company's internal rules is a basic requirement towards all employees. The goal is for each employee to voluntarily behave in compliance with the provisions of the Code.

We are all responsible to behave in an honest and fair manner and to always make ethical decisions!

Our business success is based on the knowledge and commitment of our employees. It is important to us to provide a working environment based on mutual trust and respect for each other's dignity. We pay special attention to the personal and professional development of our staff. We are committed to offering our employees equitable remuneration.

We expect our partners to comply with regulations regarding equitable treatment of their employees, to provide a safe and healthy working environment and to protect the environment.

### **Scope of the code**

The scope of the Code encompasses all subsidiaries, bodies, executives, managers and employees, as well as hired staff and interested partners, suppliers of Rába Plc.

Partners acting on Rába's behalf or on Rába's premises, as well as organisations and persons contracted by them are expected to comply with the Code.

## II. OUR CORE VALUES

### Our vision

An internationally acknowledged company delivering complex engineering solutions and products for the global automotive industry and domestic customers.

### Our mission

Developing products and manufacturing solutions based on customer needs, providing a differentiated product portfolio and services.

### Our business values

Teamwork, respect for each other's opinion, acknowledgement of each other's achievement, integrity, striving for quality excellence, career opportunities, long-term career, reliability, flexibility, business success, profitability, efficiency, customer-focus

### Our ethical values

Respect, honesty, responsibility, sustainability, fairness, openness, justice, transparency, sincerity, commitment

### Brief summary of Rába's principles

- We trust our employees.
- A system based on local decision-making fosters the development of our employees.
- Mutual respect and trust lay the foundation for pleasant and efficient work.
- Rába's core principles: business success based on fairness and commitment.
  - Fairness means sincerity and objectiveness in all Company-related matters.
  - Commitment means that everyone works to the best of their knowledge for the development of the Company.
  - Good news can also spread slowly, bad news has to be passed on quickly.

### III. ETHICAL CONDUCT IN RÁBA'S EXTERNAL AND INTERNAL RELATIONS

#### Data protection

The Company handles personal data governed by data protection regulations on the basis of its Data Protection and Data Security Regulations. The Company wishes to ensure the legal order for the operation of records and the enforcement of the constitutional principles of data protection and of data security requirements and intends to prevent unauthorised access to personal data and their unauthorised alteration, use or disclosure.

The Company handles personal data only for the purpose of exercising rights or discharging obligations. The personal data handled shall not be used for private purposes, data handling shall at all times be in line with the principle of purpose limitation. Once the purpose of the data handling has ceased to exist, or the handling of data is otherwise unlawful, the data will be deleted. The Company handles personal data only upon prior consent of the party involved or based on law or by legal authorisation. By meeting the guidelines for the handling of personal data of the GDPR, the Company ensures that the rights of the parties involved and the terms of accountability are enforced.

#### Corporate image

Rába's Image Guidebook outlines the most important elements of form and substance of the company's corporate image. Its purpose is to provide guidance to our employees regarding the generally applied principles of internal and external communication affecting everyone. The corporate image and logo serve the purpose of unambiguously identifying a company, expressing its unique characteristics and differentiating it from the competition. The renown and goodwill of the corporate image represent a priceless value. We all shape the image of the company through our day-to-day work and interactions with or business partners, it is also for this reason that all users adhere to and accept as binding for themselves the strict rules of corporate image. The most important aspect is a uniform and high-quality appearance.

The visual appearance of the member companies within the Rába group is uniform. When shaping the corporate image, we aspired to ensure that it is unique, expressive and easy to identify, reflecting quality guarantee, internationalism, proud traditions and modernity.

In addition to the logo, business cards, corporate stationary, envelopes, emails, documents and presentation templates, the corporate image also encompasses the looks of the social media profile and printed elements, as well.

We expect our employees to use, in the course of their day-to-day work, the elements shown in the Image Guidebook. Every document representing the company and released to external partners shall have to comply with the Image Guidebook.

#### Internal communication, cooperation

Every employee has the duty to participate in the internal communication within the Company to the justified extent expected of them. It is important that in the course of everyday cooperation employees should furnish each other with the information necessary for their work and that by sharing their individual knowledge, experience and skills, they contribute to the success of joint decisions and the professional development of their colleagues and the remedy of potential mistakes even, in order to achieve corporate-level goals. Employees are liable to share with one another information necessary for their work factually, objectively, in a timely and comprehensive manner, applying the confidentiality required by the nature of the information. Besides expressing mutual respect, open and sincere communication following the rules of basic courtesy at all times, is also important in the interest of transparency and success of the internal operation. Rába expects its employees to strive to avoid unnecessary conflicts, and to avoid attitudes that disrupt teamwork and cooperation, as well as to refrain from criticising the work of others in a non-objective manner based on rivalry and emotions and from misleading their colleagues.

Rába believes that working as a team, employees together are capable of more than individually.

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The individual employees can only be successful if they strive to do as much as possible to achieve common goals. Mutual trust and respect increases the efficiency of work, as well.

The Company expects its employees to take responsibility for potential wrong decisions, measures or mistakes of theirs and to do their utmost for the lawful, professionally adequate and safe remedy of these. Justified criticism should be regarded as manifestations of benevolent intentions and should be acted upon accordingly.

In the spirit of the “open door” policy, all employees are encouraged to share their ideas and problems with their superiors directly, without delay. Successful workplace environment is the result of trust, respect and cooperation.

### **Insider trading**

Company rules governing insider trading stipulate the rules for adhering to legal regulations regarding insider trading and market manipulation, define those regarded as insiders and spell out Rába’s tasks regarding the handling of insider information and the requirement to register insider persons.

Insider trading or attempted insider trading of Rába shares, advising others regarding engaging in insider trading or making others engage in insider trading, as well as the unauthorised disclosure of insider information regarding Rába shares, as well as market manipulation or attempted manipulation are prohibited.

Our staff and executives are expected to:

- Not trade Rába shares if they are in possession of insider information, and do not trade in Rába shares without having inside information during the relevant objective transaction prohibition period.
- Not release insider information to third parties outside of Rába without written authorisation and without strict compliance with the rules for handling insider information.
- Not share insider information without justification inside the company either strictly complying with insider information management rules.

### **Reports**

The reports and accounts prepared based on the applicable accounting regulations provide a true and reliable picture of the Company’s assets, liabilities, financial situation and results. The integrity of financial and non-financial records and reports plays a key role in good decision-making. Any lack of regular, comprehensive and efficient handling of records and reports carries substantial business risks, may result in legal consequences and financial and competitive damages and can harm the Company’s goodwill.

### **Equal treatment, equal opportunities**

As a responsible employer, Rába views diversity, respectful thinking and action as key elements of its success and abides by these principles. In its employment, the requirement of equal treatment is enforced, the discrimination of employees is prevented and prohibited and Rába refrains from all behaviours that may lead to direct or indirect discrimination, retaliation, harassment or unlawful separation of certain employees or groups of employees based on certain of their characteristics. We strive to base our decisions on performance, merit and other work-related factors. By maintaining equal opportunities in employment, the Company ensures that innovation is fostered, employees are recruited and retained and customer demands are met at a high standard, all in a positive, inspiring environment. To this end, measures taken to promote equal opportunities and behaviours to follow are laid out in a separate, regularly updated plan.

We expect all our employees to take a firm stance against all forms of discrimination and not to disseminate documents and stories that may hurt the dignity of others.

## **Human rights**

Rába is committed to respecting human rights and the same is expected of our employees as well. We condemn all forms of breach of human rights.

## **Human dignity**

Rába is committed to the protection of human dignity and condemns all who fail to demonstrate the minimum respect and recognition others are entitled to as human beings. Our work relations have to be based on cooperation, trust, mutual recognition and support. All employees are responsible to foster a working environment based on trust and mutual respect.

Rába will not tolerate harassment, or any other humiliating, degrading, offensive, intimidating or hostile action, conduct or behaviour. Sexual harassment and defamation or slander are considered serious violation of human dignity.

## **Combatting human trafficking, child labour and forced labour**

Rába condemns human trafficking, child labour and forced labour and strives to prevent any such action in the course of its activities and within its supply chain. Furthermore, Rába strictly prohibits cruel and ruthless treatment of our employees.

## **Conflicts of interest, incompatibility, protection of goodwill**

Rába expects its employees not to jeopardise the rightful business interests of the Company, i.e. to refrain during their employment from any behaviour or expression of opinion that may breach or threaten the legitimate business interests of the Company. Protecting the company's good reputation and avoiding conflicts of interest are of key importance.

In the interest of protecting the Company's repute, it is forbidden

- To claim or spread false information or distort actual facts to seem untrue, thus damaging or jeopardising Rába's good repute
- To acquire or use business secrets in an unfair manner or to publish or disclose business secrets to unauthorised third parties.

Rába's rules regarding conflict of interest are set out in detail in Rába's Agreement of Collective Bargaining, internal regulations and in the individual employment contracts.

Some of the requirements are highlighted as follows:

- Our employees should not work together with or offer services to persons or organisations they are in business contact with under their employment with Rába, as well.
- Our employees and close relatives cannot be in a business relation with a company that is Rába's business partner. A waiver from this rule may be granted by the person exercising employer's rights.
- It is not permissible to invest in a supplier of Rába by employees, if they or their subordinates were in any way involved in the selection or evaluation of such supplier.
- Our employees may not invest in companies in whose dealings with Rába they or their employees are responsible for.
- Employees with registration rights may not sign contracts, and decision-makers may not make decisions that affect their own person or are established with a legal entity whose owners or senior officers are members of the supervisory board (excluding the Rába Group internal positions).
- It must be avoided that the Civil Code relatives or those in a partnership are in a direct subordinate/superior relationship with each other in their employment relationship, such a situation is considered a conflict of interest during the existence of the employment relationship.



### **Organisations for interest reconciliation**

Rába accepts that the interests of employees are represented in an organised fashion by the trade unions and work councils operating on the premises of the Group, with whom Group management has a fair and predictable relationship, also regulated in the Collective Bargaining Agreement.

### **Sustainable development**

Rába is committed to sustainable development. To this end, we make economic, environmental and social decisions that ensure our current needs without compromising the possibility to meet the needs of future generations.

### **Internet, social media**

Rába recognizes the global importance of the use of social media platforms and the fact that the presence of employees on social media belongs to the private sphere, but at the same time considers the necessary caution when using these platforms to be of utmost importance.

Rába expects its employees to use the internet and social media platforms in compliance with the regulations of the Company in force and with the values outlined in this Code of Ethics and to bear this in mind with regards to the information (posts, images, data) published about themselves.

The Company expects its employees to refrain from disclosing on internet social media platforms any Rába-related information, other than the official communication of Rába. Rába employees should refrain from disclosing any private opinion, comment or criticism negative or detrimental to the Company.

### **Commercial compliance**

Rába ensures that its business practices comply with all applicable laws and regulations, including international economic, financial, trade (export, import) sanctions and embargo laws

Rába strives to ensure the highest level of quality and reliability in all its products. It does its best to minimize the risk of using counterfeit parts and materials.

### **Communication with the media**

Our Company, as a publicly traded company limited by shares, traded on the Budapest Stock Exchange, regularly discloses for the general public all business, organisational and operational information, the disclosure of which is required by Hungarian and/or international disclosure regulations and norms for publicly traded share companies.

Any statement or information released to the media has to be approved by the Company's management. Should representatives of the media, investors, financial analysts or other third parties request information on Rába from any of its employees, answering is prohibited. All such approaches and requests for information shall be forwarded to the investment liaison officer or to the person responsible for corporate communications.

### **Prevention of corruption, gifts and hospitality**

Pursuant to the guidelines and the spirit of Rába, it is prohibited to use or make payments contrary to the laws and regulations in any country, whether to a government office, state institution or representatives of private companies.

An advantage may be a financial, personal or moral benefit, treatment, or other circumstance, as a result of which, either directly or indirectly, the person concerned or another person (e.g. his relative) is in a more favourable position than before. The concept of advantage also includes a gift.

It is prohibited for Rába's employees to offer, give, solicit or accept bribery acting on Rába's behalf or representing Rába.

With regard to other intellectual activities (e.g. giving lectures, writing a study), care must also be

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taken to ensure that the employee does not accept invitations on the basis of which anyone can be considered an obligee of the inviting or requesting party.

In the course of their employment, our employees may not accept or stipulate any remuneration or any other compensation from third persons for their activity under their employment relation. Such remuneration or compensation includes any service of material value offered by a third persons to the employee over and beyond the service due for the employer.

Rába executives and employees have to avoid any and all situations of granting unlawful advantages or where such situations may be suspected. Gifts or hospitality offered by a business partner cannot influence business decisions and cannot make the impression of undue influence either. You must refrain from asking for a gift by express or implied behaviour, indirectly or directly.

Employees may not ask for or accept any gift, benefit, invitation, service or any other benefit promised to them, their family members, relatives, friends, other relations or the organizations they support, which can in any way be associated with their work or workplace.

Wrong payments contrary to the regulations and to the provisions of the Code of Ethics is not identical to smaller gifts and opportunities for business entertainment, with consideration gifts received from a customer or with reimbursement costs incurred in direct relation to the implementation of contracts with clients. Gifting in business and in business relations can strengthen the Company's reputation and foster good business relations.

A reasonable gift can be accepted and given. He especially belongs to this circle

- a gift given as a gift giver and recipient up to a maximum value of HUF 30,000 per occasion
- usual business lunch or other meals for such a purpose during business trips.

A gift with a value exceeding HUF 30,000, or a gift with an annual value exceeding HUF 30,000, given repeatedly within a business year by the same giver, can be accepted if the employee has indicated this in writing to Rába and it has approved it.

Gifts can be given and accepted when in line with the job, position held in the organisation and rank of the person giving and receiving and with the purpose and occasion of the gifting and with the generally accepted value on such occasions.

Regular compensations recurring on a daily, weekly, monthly basis are not seen as business gifts and therefore cannot be accepted from a partner.

A gift cannot be – regardless of value limit – cash, substitute means of payment, purchase, gift and travel vouchers, securities and any supplementary compensation offered in exchange for a directly related service.

It is expressly forbidden to offer or accept gifts or act in a way suggesting either in order to unduly influence decision-making or to prompt a decision or action or its omission or to prompt any behaviour contrary to the law or the internal rules of the employer.

Even the suspicion or appearance of the Company or any of its employees influencing or attempting to influence official bodies should be avoided. Therefore, particular care should be exercised in terms of gifts and hospitality towards official bodies.

The following are examples of unlawful payments:

- Business compensation, entertainment, gifts, business invitations that put the business partner at a certain advantage.
- Any opportunity offered to a business partner, its employee or government official in the interest of securing advantages.
- Sharing with other interested partners of Company assets, products, value or any other intellectual product or value.
- Use and transfer for political purposes of Company assets, material or other.

- Acceptance of gifts of disproportionate value from business partners or other interested parties.

Hospitality events, business lunches are not in breach of the rules unless doubts arise as to the circumstances and the criteria of appropriateness. Non-binding catering corresponding to the position level of the invitee shall be regarded as usual hospitality.

The standard and value of the services offered upon receiving guests must be adjusted to the job, position in the organisation and rank of the guest, as well as to the purpose and occasion of the reception. Offering services that are ostentatious and exceed the justifiable and necessary costs and that give the impression of unlawful action or that are suitable to be interpreted as such should be avoided.

### **Environmental protection**

Rába's environmental strategy is hinged on aiming for sustainable development and an environmentally aware mindset. Thus, optimising waste management and reducing the environmental risk of hazardous materials generated in the course of operation are key focuses of our environmental policy.

In order to ensure that our environmental policy objectives are met, since 2018 Rába has held the new MSZ EN ISO 14001:2015 environmental certificate.

In the course of their work, management pays particular attention to complying with the principles of our environmental policy, additionally, similarly responsible, environmentally aware work is a stringent expectation towards all company employees.

Furthermore, we believe it is of utmost importance that environmental, as well as sustainability considerations be equally factored into all capital expenditure decisions. Every year, special funding is set aside to finance various environmental developments.

### **Loyalty, personal commitment**

In the spirit of mutual trust, Rába aims to ensure that its employees become reliable, stable workforce that can be securely counted upon in the long-term as well, for meeting corporate objectives. Rába appreciates its employees' emotional attachment to the organisation and pride in their workplace.

The Company expects its employees to strive to protect the reputation and renown of the Company at work and outside of work and to refrain from any behaviour or manifestation that harms the interests of the Company.

We work as a team to achieve our common goal, therefore the Company also finds it important for our employees to have a positive attitude towards the tasks and challenges arising in their work and be ready to help one another. Rába requires that employees demonstrate proactivity in finding solutions to the problems that might arise.

### **Protection of privacy**

Rába respects the privacy of its employees.

We expect our employees to refrain outside of their working hours as well, from engaging in behaviours that can directly and actually harm Rába's reputation and legitimate business interests or jeopardise the purpose of the employment.

### **Appreciation**

Rába strives to employ and retain well-educated and dedicated employees, to this end, to provide employees with a high level of financial and moral appreciation commensurate with their performance, to ensure their continuous professional development and to support their advancement.

### **Health and safety at work**

Rába is committed to offering, maintaining and continuously developing a safe working place and means of work that do not put our employees' health at risk. Our goal is to ensure that our results contribute to the development of work safety, as well as to our employees' maintaining their ability to work. We expect our staff to work in a way that prevents accidents and is health conscious, to which end we offer trainings on a regular basis, appropriate information, introduce incentives and provide working conditions that are safe and represent no health risk. Our health and safety at work performance is regularly evaluated and goals are implemented within programmes and their outcomes are monitored on an ongoing basis.

To promote the health and wellbeing of our employees, bearing in mind the interests of the Company, Rába strives to develop a working environment free from the use of psycho-active substances. The use of illicit drugs and the abuse of alcohol or other substances at work is prohibited. Employees are not to consume, sell, own, purchase or give to one another drugs on Company premises, within Company vehicles and during working hours. The consumption of alcoholic beverages on Rába premises during working hours is also prohibited.

### **Working conditions**

Rába uses every effort to promote equal treatment in its employment practices, as well.

We condemn every form of illegal work. Within Rába, the working hours defined for the various jobs always follow the provisions of the relevant regulations in force.

We strive to offer fair remuneration and a safe working environment to all our employees, in consideration of and aiming for a balance between the competitive environment, the long-term, stable operation of the company and the expectations of our employees.

### **Dress code**

We attach great importance to the impeccable, well-groomed looks of our employees. Our staff should be dressed in a decent manner appropriate for the job: the attire should at all time be best suited for the occasion and the tasks at hand.

Whenever our employees meet external partners, the preferred outfit is formal business attire.

### **Our stance on political and public engagement**

Rába does not limit the political and public engagement of our employees. Their political and public engagement and activities cannot be contradictory to Rába's interests.

In the event of political and public engagement, our employees are expected to:

- Refrain from using Rába's name,
- Refrain from suggesting that Rába is committed to any political agenda or party,
- Refrain from joining any groups with an agenda in conflict with Rába's interests,
- Refrain from using Rába's assets (facsimile, telephone, photocopier, laptop, email address, etc.) in their political activities,
- Refrain from engaging in political activity at work.

### **Social responsibility**

Rába wishes to continue growing based on fairness and commitment, taking into consideration the interests and viewpoint of its owners, employees, the immediate surroundings and other stakeholders in the course of its operation. This way the Company can maximise the value created for its shareholders, employees and society at large.

Corporate social responsibility (CSR) means for the Company a company management system and way of thinking that should be rolled out in all areas of its operation in order to promote sustainable development and growth. The purpose and task of corporate social responsibility is to ensure that

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Rába conducts its activities in a responsible manner, in consideration of the legitimate needs of those involved, bearing in mind environmental and social impacts, as well.

Detailed information on Rába's corporate social responsibility programme is provided in Rába Plc.'s corporate social responsibility guidelines.

### **Social relations**

Employees are free to join social organisations and to engage in their activities, provided that during the term of their membership and throughout the activities conducted within the organisation, they refrain from behaving in any way that based on the nature of employee's job and position within the Company, can directly and actually harm Rába's reputation, legitimate business interests or the purpose of employment.

Should employees make statements in relation to their social engagement, such statements should clearly indicate that they are not made as Rába employees and are in no way related to the employee's activities. Employees should avoid the appearance of representing the Company. Employees cannot be members of social organisations that have been validly dissolved by a final court ruling.

### **Fair market behaviour, partner relations**

The basis for long-term, successful business activity is the fair and sincere relationship with partners. To this end, we expect our employees to assess and develop our products, technologies and business processes on an ongoing basis in order to ensure quality and timely service to our customers.

Rába is committed to fair market behaviour and competition. We respect our competitors and refrain from any unfair or unlawful behaviour that would be detrimental to how our competitors are perceived, to their reputation and we expect the same behaviour from them.

We do not abuse our market position and are committed to creating a level playing field for our business partners.

Upon entering into, maintaining and terminating business relations with our contractual partners, the Company insists on the principle of fairness, impartiality and transparency. Upon choosing our business partners prudence must be exercised, especially taking into consideration quality, reliability, accuracy and practical experience.

### **Our shareholders**

We assume responsibility for our shareholders' investment to ensure that their investment in Rába provides them with competitive returns in the long run.

For this, we furnish to our shareholders adequate information on our operation and treat their concerns and questions with utmost care. We offer an accurate picture of our operation in our stock exchange reports and wish to operate in full compliance with the relevant stock exchange and regulatory requirements.

Rába's disclosure policy is governed by the provisions of the law, the Regulations of the Budapest Stock Exchange and by the disclosure provisions of the Statutes of the Company.

### **Business secrets**

Any and all information that, when disclosed to the public or used for one's own interests, can cause damage to Rába, i.e. is related to business activities and is confidential – is as a whole or as the sum of its parts not in the public domain or is not easily accessible to the persons conducting the business activity involved – and therefore has material value and any and all facts, information, communication, solution or data and any compilation thereof, the disclosure of which to the public or the unauthorised access to or use of which harms or jeopardises the legitimate financial, business or market interests of the Company, are deemed business secrets. Within Rába, especially strategic and business plans, unpublished monthly and quarterly results, key customer negotiations, business

information prior to official disclosure, as well as any and all other internal information that is not publicly disclosed or is not in the public domain are all considered business secrets.

Rába officials and employees are expected to keep all business secrets and fundamental information related to Rába and its operation that they have become aware of in the course of their activity, and to refrain from using such for their personal gain.

Without Rába's prior written consent, Rába employees are not permitted to release to third persons any other fact, data or information pertaining to the Company, furthermore it is prohibited to do anything that might enable third persons access to these facts, data and information.

The confidentiality clause also applies to information received from interested partners and suppliers, as well as their intellectual property. It is important that our employees should prevent and impede unauthorised and illegal access by third parties also to information furnished to Rába.

The Company shall cooperate with all authorities and, being a majority state-owned company, with the authorised representative of the owner and shall satisfy their requests for disclosure and data supply in compliance with the regulations and regulatory requirements. Our Company's set of rules pertaining to confidentiality is governed by the Civil Code and the Act on Capital Markets. As a general rule, the information of shareholders of publicly listed companies is done through the statutory disclosures of the company, which however cannot encompass business secrets.

The confidentiality clause does not apply to the disclosure of data of public interest or to the disclosure, reporting and information obligation as set forth in the regulations for the disclosure of data of public interest.

### **Corporate asset values**

Our employees are responsible for the integrity and functionality of the assets owned by the Company, and for their purposeful and efficient use.

Our employees are expected not to use company assets and facilities for their private purposes. (Use for private purpose can, in justified cases, be authorised by those exercising employer's rights.)

Assets supporting mobile work (mobile phone, laptop) are provided by the Company for work purposes, use of such assets with care is a requirement.

We are responsible not to use working hours for private purposes.

Furthermore, there are certain intangible valuable assets, including the name, logo, business secrets, strategies of the Company and information pertaining to its partners.

Rába's success is hinged on its physical and intellectual assets. In the course of their activities, employees are responsible to protect Rába's intellectual property, including our patents, brand, copy rights, business secrets and any other privileged information, know-how and expertise generated and accumulated in the course of our business activity.

We respect the legitimate claims regarding intellectual property of third parties. It is prohibited for our employees to duplicate or use in an unlawful manner the intellectual property of third parties, as this might result in substantial sums or criminal consequences.

### **Special responsibility of managers**

Managers bear special responsibility in enforcing rules and guidelines.

It is the managers' responsibility to support the realization of Rába's strategic and business objectives at all times.

In the course of discharging their duties, managers are responsible to enforce equal treatment, especially in terms of work organisation, instructions, monitoring and rewarding and performance reviews and to pay special attention to uphold the human rights of employees within their organisational unit.

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Managers pay special attention to the transparency of their activities and those of their area, as well as to the honesty of their behaviour as leaders and to the consistency of their managerial functions (instructions, control, decision-making, monitoring).

Managers are responsible to share with employees all the information necessary for their work, in consideration of the timeliness, accuracy and thoroughness of such information.

Managers apply the means of informing, drawing attention, persuasion, advise, setting examples and recognition. By setting personal examples and convincing, managers motivate their subordinates to discharge their duties as defined for their organisational unit and strive to establish constructive and good working relations based on trust. Managers are expected to foster and maintain, through their own exemplary behaviour, a harmonious, cooperative work atmosphere, which is conducive to strengthening employee commitment and promotes the feeling of belonging to an organisation and the development of an appropriate work morale in line with the goals.

Managers are expected to strive to raise the prestige, renown and professional standard of the organisational unit under their control and to avoid, at the same time, any and all manifestations and behaviours that puts other organisational units in unfavourable light. Managers should always make fair, determined and straightforward comments to their subordinates, in consideration of the requirement of good manners and using a civilised tone, avoiding offensive and impolite gestures.

Managers should be tolerant, understanding and ready to help their subordinates and colleagues in their problems at work or in their private lives, should, however, not allow space for intrigue and manifestations of bad faith and doubtful interests. The above, however, does not compromise the possibility to enforce the appropriate consequences against the employees if they are indeed at fault in the given instance.

Managers should use their decision-making authorities in a responsible manner and should assume responsibility for their own decisions.

### **IV. LEGAL CONSEQUENCES, COMPLIANCE**

#### **Breach of the provisions of the Code**

Anyone in breach of any of the rules set in this Code commits an ethical violation, unless such offence is subject to administrative offence or penal procedures.

Breach of the provisions of the Code by employees resulting from their own fault may result in disciplinary proceedings. The outcome of the disciplinary proceedings depends of the seriousness of the offence but in severe cases may even result in the termination of employment.

If our partners fail to comply with the ethical standards expected of our employees and commit a serious breach of the provisions of the Code, it may lead to termination of our relationship with them.

The individual parts of the Code reflect the relevant legal regulations, thus in certain cases breach of the Code is also regarded as a legal offence.

In the event that both the legal regulations in force and the internal rules of the Company stipulate requirements and rules on a certain topic, always the more stringent rule shall prevail.

#### **Compliance**

Compliance, is the summation of guidelines and procedures applied by Rába to ensure that behaviours and practices that are either unlawful or are in breach of the Company's ethical norms are avoided, revealed and prevented.

The primary objective of the compliance support function is to ensure that in terms of its external and internal activities, the Company meets to provisions of the relevant regulations and internal rules, as well as moral, ethical and social expectations.

It is tasked with monitoring the compliance with all of these rules, identifying, evaluating and reporting compliance risks, making recommendations for remedying shortcomings revealed and with ensuring the adequacy of the information necessary for decision making and with protecting the financial interests of the Company, its shareholders and partners.

The purpose of the compliance rules is to prevent unlawful or unethical behaviours and to ensure regular corporate operations in the broadest possible sense.

### **V. INTERNAL EMPLOYER MISCONDUCT REPORTING SYSTEM**

Rába is committed to fair and transparent business operations. To this end, the Company operates an Internal Employee Misconduct Reporting System (Reporting System), the purpose of which is to provide a possibility for reporting employer misconduct resulting from the breach of regulations, internal procedures and rules enshrining the Company's internal ethical principles.

The scope of the system encompasses all natural persons entitled to file a report within Rába's internal misconduct reporting system. The Reporting System is available to employees of the Company, as well as to those in a contractual relationship with the Company and third party natural entities with a legitimate interest in filing a report or in remedying the behaviour forming the subject matter of the report filed.

The Reporting System does not apply to the rights of the customers of the Company's products and services.

Rába expects employees and partners to make a report in all cases when they experience abuse, breach of obligations, behaviour contrary to the provisions of the Code of Business Conduct and Ethics or the law, or when they become aware of suspicion of such behaviour.

A report can also be made by anyone who has a legitimate interest in making the report or in remedying the behaviour that is the subject of the report.

#### **The procedure related to the notification of entitled**

You can make the announcement in the Notification system

- a person currently or previously employed by the Company,
- a person participating in the process for employment at the Company,
- an intern or volunteer working or graduating from the Company,
- an individual enterprise or individual company with a contractual relationship with the Company;
- a contractor, subcontractor, supplier, or a person under the supervision or control of a contractor who has started the procedure for establishing a contractual relationship with the Company, has or has had a contractual relationship,
- a person with an ownership stake in the Company, as well as
- a person belonging to the Company's administrative, executive or supervisory board, including non-executive members

#### **Protection of the notifier**

The Company protects the notifier - if the report was not made anonymously - and ensures that the notifier will not suffer any retribution, disadvantage or other negative consequences in connection with the filing of the report, except in the case where it is lawful. Adverse legal consequences can be applied if the reporting party provides false information in bad faith or intentionally misrepresents a true fact during the reporting process.

The notifier is also entitled to protection in the event that the investigation initiated as a result of the notifier's good faith report establishes that the report is unfounded.

The notifier has the right to notify the Company within 1 year of the notification if, in his opinion, he has suffered any disadvantage in connection with the notification.



### *Anonymous reports*

The notifier has the right to make the report anonymously, without providing his personal data.

The Company guarantees that in this case it will not reveal the identity of the notifier. At the same time, the Company reserves the right not to continue the investigation of the anonymous report after considering the report.

### *Good faith*

The notifier must declare that the notification is made in good faith.

If it becomes clear during the procedure that the notifier has provided false information in bad faith, with the purpose of intentional deception, legal consequences may arise (employer action, civil or criminal proceedings).

### *Fair play*

The Company ensures a fair and independent procedure, and conducts the procedure in accordance with the spirit of the Company's ethical principles and the provisions of these regulations in all cases, regardless of the reporting person and the person involved in the report.

The Company ensures that those involved in the report receive fair treatment, the presumption of innocence applies to them, and the principle of proportionality applies to the sanctions imposed.

### *Conflict of interest*

If the report concerns the head of the Ethics Committee, the head must hand over the reported case to the internal audit department in order to assess the matter impartially.

The notifier, any person involved in the report, and any person from whom an unbiased assessment of the case cannot be expected for other reasons may not participate in the investigation and decision-making of the report.

### *Confidentiality*

The personal data of the notifier who reveals his identity cannot be known by anyone other than the members of the Ethics Committee investigating the report, they are treated confidentially at all stages of the investigation.

The persons investigating the report are obliged to keep the information about the content of the report and the person involved in the report confidential until the investigation is concluded or until the initiation of prosecution as a result of the investigation, and they may not share it with any other organizational unit or employee of the Company. except for the cases defined in the law.

If an external organization also participates in the conduct of the investigation, the data can be transferred to it, subject to a full confidentiality obligation.

The reporting person is obliged to treat the information in his possession related to the suspected infringement as a business secret, and to refrain from public discussions or other forms of communication related to the reported infringement, unless required to do so by law.

### **The subject of the announcement**

The subject of the report is information about an illegal or suspected illegal act or omission, or other abuse. An act or omission that may cause damage.

The violation can be (not limited to): violation of data protection rules; inappropriate or wasteful use of company assets; fraud; discrimination; other irregularities that may damage the Company's reputation; unethical behavior towards colleagues, partners or third parties; abuse of power; corruption; intimidation; bribery; violation of national or international law or other code of conduct; conflict of interest, conflict of interest; money laundering; gross negligence; accounting or auditing misconduct; violation of organizational rules; violation of physical and psychological integrity or privacy; crime against property; anti-competitive conduct; harassment; other.

### The notification procedure

#### Making, method and content of the notification

It is possible to make a report orally (in person or by phone) or in writing (electronically, online form or by post) by filling out a form.

Notification form

Address: RÁBA Automotive Holding PLC.  
compliance manager  
H-9027 Győr, Martin út 1., Central Office Building, Office 116

Telephone number: +36 30 579 3136  
available on working days between 10:00 a.m. and noon (At other times, a voicemail message can be left about the intention to report. The representative of the Ethics Committee will call the reporter back on the given phone number.)

E-mail: RÁBA PLC. bejelentes@raba.hu  
Rába Axle Ltd. bejelentes.futomu@raba.hu  
Rába Automotive Components Ltd. bejelentes.alkatresz@raba.hu  
Rába Vehicle Ltd. bejelentes.jarmu@raba.hu  
REKARD LLC. bejelentes.rekard@raba.hu

Postal address: RÁBA Automotive Holding PLC.  
for compliance manager (for personal manual resolution)  
H-9027 Győr, Martin út 1.

In the case of a verbal report, a complete and accurate written record of the report is prepared, which - in addition to ensuring the possibility of checking, correcting, and accepting by signature - is handed over to the reporter, if the report was not made anonymously.

When submitting a report, it is recommended to provide the name, address and other contact information (phone number, email address) of the reporter in the case of a private individual reporting the report in order to be able to investigate it effectively.

During the notification, it is necessary to provide the names of the persons and organizations involved in the notification, whose conduct has been objected to, a detailed description of the case and all relevant information arising in connection with the case.

The notifier may attach evidentiary documents to the notification, which support the circumstances described in the notification and are available to the notifier. These can provide clues during the investigation.

In order to report suspected employer abuse, the reporter must declare that he is making the report in good faith about circumstances of which he is factually aware, or has sufficient grounds to assume that they are real. A report made in bad faith may be forwarded to the concerned person and the competent authorities (third party), which may have civil and criminal legal consequences. In the case of reports made in good faith, but proven to be unfounded during the procedure, the investigation will be closed without notification to third parties.

Examination of the report may be waived if

- a) the report was made anonymously, without revealing the identity of the person reporting, or, if
- b) the notification is a repeated notification made by the same notifier, with the same content as the previous notification, furthermore, if
- c) the notification was made after six months from learning about the aggrieved activity or omission, and finally, if
- d) the harm to the public interest or compelling private interest would be disproportionate to the restriction of the rights of the person affected by the report resulting from the investigation of the report.

### Investigation of the report

The CEO of Rába Nyrt., led by the head of compliance, sets up an independent Ethics Committee to investigate the report. The Ethics Committee establishes its own rules of procedure and regularly prepares a report on its work to the CEO of the Company. The CEO of the Company appoints and invites the head of compliance and the other members of the Ethics Committee (HR director, internal auditor) to form the Committee with a letter of authorization and authorizes them to fully comply with the provisions of the Code of Business Conduct and Ethics during the investigation act with authority.

Within 7 days of receiving the written notification, the Company will send written confirmation of the notification to the notifier, if the notification was not made anonymously, and will inform about the consequences of the notification in bad faith, the procedural rules governing the investigation of the notification, the confidential treatment of his identity, the about the initiation of an investigation or, in case of rejection, the reason for it.

The Company will investigate the contents of the report within the shortest time possible under the circumstances, but no later than thirty days from the date of receipt of the report (with the exception of a report made by an anonymous or unidentifiable reporter). In particularly justified cases, this can only be deviated from by simultaneously informing the notifier. The reasons for the deadline extension must be properly documented. The deadline for investigating the report and informing the reporter may not exceed three months, even in the case of an extension.

At the start of the investigation, the Company informs the person affected by the report in detail about the report, about his rights in relation to the protection of his personal data, and about the rules for handling his data. The person affected by the report will not be informed at the initiation of the investigation in the event that immediate information would fail the investigation of the report.

The Company ensures that the person involved in the report can express his position regarding the report - even through its legal representative - at any time and support it with evidence.

The Ethics Committee during the investigation of the report

- examines whether the notification was made by a person entitled to do so, and whether the case in which the notification was made is indeed considered reportable;
- evaluates the correctness of the circumstances contained in the report, examines the available evidence, and, if necessary, conducts accounting, financial, legal and other investigations in order to uncover possible abuse;
- takes minutes of the hearing of the persons concerned;
- if necessary, you can hear witnesses and request evidence (e.g. correspondence, contracts, other documents, etc.);
- if the initiation of criminal proceedings based on the investigation is justified due to the conduct contained in the report, recommend the Company's CEO to file a report with the competent authority;
- notifies the relevant competent authority if, based on the contents of the notification, another official procedure is required;
- makes a committee decision on the result of the investigation, which is supported by a report with appropriate justification and sends an extract of it to the reporter;
- if the investigation establishes that the report is unfounded or no further measures are necessary, the procedure is closed;
- if necessary, conducts the procedures for establishing legal consequences within the organization (if the behaviour contained in the report is not a crime based on the investigation, but violates the Company's internal regulations or the rules regarding the employment relationship) and proposes an action plan to the Company's CEO, in the interest of abuse should not take place in the future;
- if necessary, prepares a decision-making proposal for the CEO of the Company for sanctioning those who violate the rules or employees who commit abuse. The proposal can be a

warning, other adverse legal consequences specified in the employment contract, or, depending on the severity of the violation, termination of the employment relationship by termination or immediate termination;

- performs archiving and registration duties.

### **Data management**

The Company treats the notifier's identity - if he has provided the necessary data to establish it - at all stages of the investigation and ensures compliance with the legal requirements for handling the notifier's personal data in accordance with the provisions of the data management regulations in force at all times. Personal data of the notifier may not be made public without explicit consent.

The basic purpose of handling personal data is to investigate and appropriately sanction violations of law, ethical violations and abuses, as well as allegations of non-compliance with the Company's internal rules, indicated in reports made using the Reporting System.

The Company does not manage special data in the notification system.

The Ethics Committee immediately deletes data relating to third parties not involved in the report, which is not necessary for the investigation of the report, or which cannot be handled according to the law.

If, based on the investigation, the report is unfounded or no further action is necessary, the personal data related to the report will be deleted by the Company within 60 days after the end of the investigation.

If it is necessary to initiate further official proceedings based on the report, the head of the Ethics Committee may, with the permission of the Company's CEO, forward the personal data of the reporter and the person affected by the report provided in the report to the authority authorized to conduct the procedure. In the event of the initiation of an official procedure, the lawyer representing the Company may, as necessary, learn the data of the notifier and the personal data of the person involved in the notification provided in the notification.

If action is taken on the basis of the investigation, the Company will handle the data related to the report at most until the final conclusion of the procedure initiated on the basis of the report.

If, during the investigation, it becomes clear that the notifier has communicated crucially false information to the Company in bad faith, and that there is a circumstance indicating the commission of a crime or violation of the rules, or it is reasonably probable that he has caused illegal damage or other rights violations to others, his personal data to initiate or conduct the procedure at the request of an authorized authority or person, the Company is entitled to issue.

Other information related to data management is contained in the data protection and data security policy of RÁBA Automotive Holding Plc.

## **VI. CLOSING PROVISIONS**

The Code of Ethics and Business Conduct cannot provide guidance for all possible situations and topics. It outlines general behaviour guidelines in the first place, more detailed rules are provided in the Collective Bargaining Agreement, internal rules and in the employment contracts.

The Code is the Company's unilateral, voluntary declaration, in which the values and norms most important to us in relation to external and internal stakeholders of the Company are laid down. The Code is the Company's promise that it will behave in a certain way. It formulates clear, unambiguous expectations for those involved, as well as for society at large.

All our employees represent our Company and contribute to strengthening the Company's reputation. Therefore, everyone must abide by the laws and norms of business conduct, as well as by corporate guidelines and principles.

Compliance with the words and the spirit of the regulations in force and of the internal regulations of

## **CODE OF ETHICS AND BUSINESS CONDUCT OF RÁBA PLC.**

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the Company is a basic requirement for all our employees.

We are all responsible to behave in an honest and fair manner and to ensure that all our decisions are ethical!

**RÁBA PLC. WISHES TO CONTINUE GROWING BASED ON FAIRNESS AND COMMITMENT, IN CONSIDERATION OF THE INTERESTS OF THE SHAREHOLDERS, EMPLOYEES AND THE IMMEDIATE SURROUNDINGS.**