

Code of Conduct

of 23 January 2023

I. Introduction

I.1. Subject matter and scope of application

This Code of Conduct describes who we are and the values that characterize our enterprises.

It applies, along with the rules of conduct set out in the guidelines, regulations and further information leaflets hereto, to all employees of TX Group Ltd and its subsidiaries¹, and applies in addition to the individual employment contract, unless the employment contract or mandatory statutory provisions provide otherwise. In addition, the internal guidelines and regulations shall remain valid within the scope of their application.

I.2. Basis and purpose

This Code of Conduct is based on the TX Group's mission statement and management principles. It sets clear expectations of our conduct and reflects our company-wide commitment to upholding propriety and legal integrity in business dealings, either in-house, with third parties or in journalism, as well as our commitment to preserving and protecting our assets.

⇒ References to further information, leaflets, guidelines, which are labeled with a # herein below, may be found on myintranet.tx.group via the search mask or obtained from the HR manager.

II. Basic requirements

II.1. Duty of care and duty of loyalty

We shall carry out the work assigned to us with all due care and shall protect the legitimate interests of our Employer in good faith.

We shall avoid situations and circumstances that result in a situation where, or may give the appearance that, our personal private or business interests, or those of persons who are close to us in a private or business context, conflict with the

¹ The current list of subsidiaries is published on myintranet.tx.group and can be obtained from the Compliance Officer Group.

interests of the Employer. We shall disclose potential conflicts of interest at an early stage and have them approved by our Employer.

Corporate Procurement / # Journalistic Independence

II.2. Action on behalf of the Employer and public communications

In respect of legal transactions on behalf of the Employer, we shall comply with the provisions of the Competency Policy.

Public communications are communications addressed to a large group of the Employer's employees or to the media and the general public, as well as interviews and other statements. As a general rule, these shall be coordinated by Corporate Communications. We therefore always forward enquiries from media representatives or other third parties to Corporate Communications or refer them directly to that department.

In the case of editorial articles about TXG AG or its subsidiaries and affiliates which could affect the essential interests of these companies, Corporate Communications must be consulted in due advance.

Competency Policy

II.3. Social Media

Social media platforms provide important channels to communicate with each other, but also to engage with the public regarding our companies and products. In doing so, we adhere to the rules governing the handling of confidential information (Section III.1).

It may be difficult for the public to recognise the boundaries between private and professional life. In the case of statements on social media that we do not make as media professionals as part of our editorial content, we shall coordinate in advance with Corporate Communications, to the extent that a link to the employer, our companies or our products is discernible.

Social Media

II.4. Employment relationship and protection of health, personality and the environment

We are committed to fairness, trust and respect and do not tolerate any form of discrimination, sexual harassment or bullying. Decisions relating to the employment relationship shall be made on the basis of relevant factors such as qualifications and performance in particular.

Each and every one of us is familiar with the internal regulations and information for the protection of the health and safety of our employees and the environment, and shall comply as closely as possible with the corresponding requirements.

Protection of health and personality / # Mobile Office

III. Handling of information and infrastructure

III.1. Confidential information and business secrets

We shall keep confidential all confidential information and business secrets of which we become aware whilst in the employer's service, irrespective of their form, both during and after the period of our employment. In doing so, we shall ensure that only authorized persons have access to business secrets and other confidential information about our companies, our employees, business partners, users and readers.

Confidential information and business secrets are information that is not and in the best interest of the employer should not be known to the public.

Confidential information

III.2. Handling of infrastructure

We shall all treat the property of the Employer and the infrastructure made available to us (telephony including smartphones, printers, postal services, email, internet, hardware and software, etc.) with care and in principle use them only for business purposes. Usage for private purposes will be tolerated provided that it is negligible in scale and does not conflict with the interests of the Employer. The line manager may for operational reasons impose further restrictions on private use.

We shall comply with internal directives regarding the security of our buildings, IT and information systems, and shall take appropriate precautions to protect

business and personal data and information and to prevent any misuse.

Usage of IT and Communication tools / # Cyber Security

III.3. Data protection

When processing personal data concerning business partners, employees, customers etc., in particular when collecting, processing and using that data, we shall all ensure that it is handled carefully and confidentially.

As a member of management, we shall ensure that we are familiar with the internal directives and recommendations regarding the processing of personal data as well as the recommendations and information provided on safeguarding the security and confidentiality of that data and on complying with applicable statutory requirements, and we shall make the appropriate organizational arrangements.

Data Breach / # TX Group Vendor Onboarding / # Data Processing at home and abroad

IV. Conduct in business

IV.1. Corruption, offering and accepting gifts or benefits

We do not tolerate corrupt business conduct, bribery of any kind, or any other form of granting unfair advantages.

It is not permitted to accept or give monetary gifts (cash, cheques, etc.).

It is permitted to accept or give other customary social gifts or benefits that do not conflict with the interests of the Employer. There must, for example, be no risk that the gifts or benefits could undermine the independence of the recipient.

As a general rule, a benefit is unlawful if it is likely to influence, or is perceived to influence, the recipient's ability to make informed, objective business decisions. We shall accordingly refrain from engaging in any form of bribery or granting of unfair advantage.

In the case of gifts or benefits that are not socially customary, the express consent of the line manager must be obtained before they are accepted or granted. Such

consent shall only be granted subject to the conditions set out in paragraph 4 above.

Gifts and invitations

IV.2. Antitrust law

TX Group is committed to effective, fair competition in the interest of a free market economy and works to maintain the competitiveness of its companies.

Each and every one of us is under an obligation to strictly refrain from any conduct or business arrangements that are intended to or are likely to restrict, prevent or distort competition. In particular, any agreements with competitors concerning prices and the allocation of quantities, territories or customers, as well as anti-competitive discrimination or other unfair practices are prohibited.

Antitrust Law / # Conduct of searches of premises by authorities

IV.3. Handling of price-sensitive information

Each and every one of us in possession of price-sensitive information of a company, be it TX Group Ltd or another listed company, shall be prohibited from:

- trading in shares (including derivatives thereof or other financial instruments) of the relevant company; and
- making recommendations for the purchase or sale of shares (including derivatives thereof or other financial instruments) of the relevant company, even if the insider information has not been disclosed to us.

Price-sensitive information must be treated confidentially and may not be disclosed to anyone unless this information is required in order to comply with statutory or contractual obligations towards TX Group Ltd, the competent courts or the competent authorities and its confidentiality is ensured.

Insider trading and price-sensitive information

IV.4. Quiet period

For a period of six weeks prior to publication of the half-yearly result and the annual result of TX Group AG, no public statements may be made from which

inferences could be made in relation to the financial figures to be published therein (in particular revenue and profit) (“Quiet Period”).

The Employer shall give advance notification of the precise start of the Quiet Period.

Quiet Period

IV.5. Trading freeze on shares of TX Group Ltd

Trading in shares of TX Group Ltd is prohibited for all employees during the ordinary trading freeze. Trading in shares of TX Group Ltd shall include the purchase or sale of or the amendment or cancellation of an order relating to shares in TX Group Ltd, derivatives thereof or other financial instruments.

The ordinary trading freeze shall commence ten trading days prior to publication of the half-yearly result and the annual result of TX Group Ltd and shall end at the close of the first trading day since publication of the aforementioned results. The Employer shall give advance notification of the precise start and duration of the ordinary trading freeze period.

Trading in shares of TX Group Ltd (including derivatives thereof or other financial instruments) is also prohibited during extraordinary trading freezes. They are ordered by the Chairman of the Board of Directors or the Head of Investor Relations of TX Group Ltd in the case of significant projects or similar cases for the persons involved and communicated to the latter by the Head of Investor Relations of TX Group Ltd or the Compliance Officer Group.

Lists of Project Insiders

V. Responsibility and conduct in the event of infringements

V.1. Responsibility

We are all responsible for acting in accordance with this Code of Conduct. In case of doubt, we shall consult our line managers, the Legal Service or the Compliance Officer Group in good time to resolve problems. We shall openly address concerns and report possible or actual violations of this Code of Conduct.

As a member of management, we shall set an example and ensure that our employees understand this Code of Conduct and are able to align their day-to-day

work and tasks accordingly, and that they know how and where to report and address any problems, specifically including through the Whistleblower Platform.

V.2. Procedure in the event of concerns; advice and support

If we have any concerns, we will talk firstly to our line managers. Anyone who is uncomfortable with this may contact the responsible liaison officers, the responsible compliance officer, the Compliance Officer Group, the Legal Service or Human Resources, or use the Whistleblower Platform provided by the relevant Group company or the TX Group.

Responsible liaison officers / # Whistleblowing Platform

V.3. Sanctions

TX Group does not tolerate any violations of the Code of Conduct rules. Indications of possible infringements are taken seriously; allegations are investigated as efficiently and promptly as possible, and the resulting facts are assessed objectively and impartially. If the allegations are correct, appropriate corrective measures shall be taken.

Employees and line managers who violate the Code of Conduct shall be subject to sanctions. In addition, breaches of statutory provisions may result in civil and/or criminal consequences for them. Line managers, with the support of Human Resources and the Compliance Officer Group, are responsible for determining appropriate corrective measures and sanctions.

VI. Binding status

This Code of Conduct is binding for all corporate bodies and employees of TXG AG and its subsidiaries.

Chairman of the Executive Board Group



Pietro Supino

Group Chief Financial Officer



Sandro Macciacchini