

CODE OF CONDUCT

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Dear Colleagues,

At hGears we have always been committed to the highest levels of honesty, integrity and business ethics.

We are convinced that if we are responsible in our relations with our people and with our environment, we will be ensuring the success of our business.

In a changing society, where the demand for integrity and transparency is growing, we have decided to completely renew our Code of Conduct, also as a result of a very profound analysis concerning our purpose and responsibility as a company and as individuals.

The new hGears Code of Conduct better reflects vital aspects such as respect and transparency, following the firm belief that our corporate values are key to our business.

These important values are deeply embedded in the history of the companies that combined to form hGears and are at the heart of who we are as a company today. Please familiarize yourself with the Code and incorporate these guidelines into your daily activities. Every person at hGears plays a vital role in fulfilling this commitment by acting in a manner consistent with these principles.

Thank you for your dedication to making hGears a place where we are all very proud to work.

The Management Board



ENABLING OUTSTANDING SOLUTIONS FOR A BETTER WORLD

1. INTRODUCTION

1.1 hGears values

This Code of Conduct (hereinafter, "Code") is an official document of the companies hGears Padova S.p.A., hGears Schramberg GmbH, hGears (Suzhou) Co. Ltd., and of the parent company hGears AG (hereinafter, jointly referred to as "hGears" or "Group") and establishes the rules of business conduct.

The Code contains the Group's ethical principles and values and provides behavioral guidance to the Recipients. The Group conforms its activities to the ethical provisions of the Code and it is essential that all employees also comply with said Code by performing their tasks with integrity.

hGears therefore avoids having relations with those who, in conducting their business, do not respect the principles underlying this Code.

hGEARS IS COMMITTED TO OPERATE ON THE BASIS OF THE FOLLOWING VALUES:



ONE hGEARS

anything is possible when we work together

- embracing a culture that encourages collaborations and teamwork;
- working towards common goals, using Group synergies to achieve success.



INTEGRITY MATTERS

we are honest and transparent

- respect for all individuals and for any person with whom we have business relations;
- compliance with all applicable laws and regulations, avoiding any illegal or unethical commercial conduct as outlined in the Anti-Bribery Policy;
- support for responsible business practices in order to comply with the principles of honesty, fairness and transparency, respecting the highest standards of ethical behaviour;
- commitment to creating a healthy, serene and safe work environment for its employees.



DEDICATED TO SUSTAINABILITY

whatever we do, we do it for tomorrow

- promoting awareness that the environment is a value to be supported and defended within our business model;
- improving our production processes in order to reduce waste and emissions.



WE ARE DIVERSE

we empower everyone

- enhancement of human resources by promoting the professional growth of employees;
- refusal of any form of discrimination, harassment and intimidation because of ethnicity, religion, gender, age, origin, citizenship, sexual orientation or disability.



PASSION FOR GROWTH

development is in our DNA

- understanding the needs of customers and shareholders;
- propensity towards continuous development;
- increase competitiveness and financial solidity, in compliance with sound and prudent corporate management.



DRIVEN BY INNOVATIONour curiosity creates opportunities

- creative approach to market needs, creating innovative solutions to increase business opportunities;
- ability to stay relevant in a very competitive market due to a continuous improvement culture.

The Code incorporates the principles of the Universal Declaration of Human Rights of the United Nations ("UN"), the International Labour Organization ("ILO") Conventions and the Organization for Economic Cooperation and Development ("OECD") Guidelines for Multinational Enterprises.

If in other countries, where hGears operates, there are more stringent and more precautionary laws or regulations for safeguarding rights, with respect to this Code, those shall prevail.

1.2 Recipients of the Code of Conduct

This Code applies to all Employees (hereinafter, "Employees" or individually, "Employee"), members of corporate bodies, collaborators, agents, consultants, customers and suppliers of the Group (hereinafter, jointly with Employees, referred to as the "Recipients").

In carrying out the activity on behalf of the Group, the Recipients involved are required to observe the same level of integrity, ethical conduct and respect for the law as the Group's employees.

Should violations of the principles outlined within this Code arise, hGears reserves the right to terminate commercial relations with the relevant partners involved.

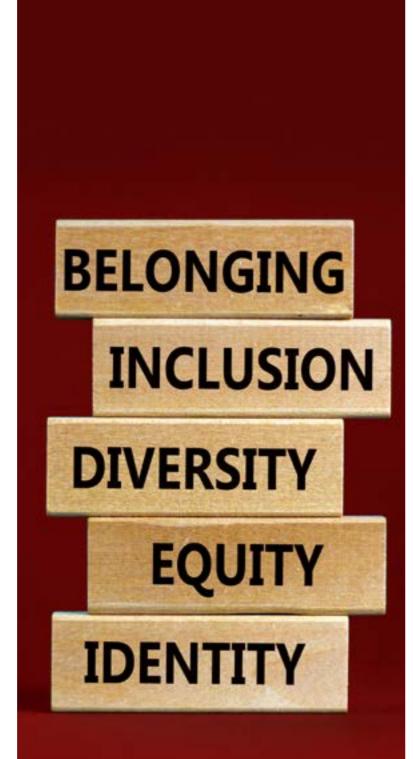
1.3 Implementation

The hGears Management Board promotes a general culture of legality within the corporate organization, according to the standards described in this Code.

The Management of each Group company is responsible for the implementation and dissemination of the Code at the local level, while the local Managers are responsible for monitoring the provisions of the anti-corruption law applicable locally.

No document can reasonably consider all the risks that may arise in the corporate world. Therefore this Code provides general guidance in areas which are essential in conducting business. Neither the Code nor any Principle, Standard or Procedure are aimed at constituting or constitute a contractual right that may be used against hGears by any employee and collaborator, shareholder, customer and supplier.

This Code is approved by the hGears Management Board.



WE RESPECT EACH OTHER
AND DRAW STRENGTH
FROM OUR DIFFERENCES

2. HUMAN RIGHTS, HEALTH AND SAFETY AND THE ENVIRONMENT

2.1 Fight against child labour

hGears condemns all forms of child labour and is committed to spreading this culture within its stakeholders. The Group does not employ children under the age of 16 and respects the provisions of the ILO (International Labour Organization) regarding the health, safety and morality of young people between 15 and 18 years of age, and the methods of hiring personnel comply with the laws and regulations governing child labour.

hGears and its employees are required to comply with the laws, rules and regulations on the fight against child labour in force in the countries in which the company offices are located, but where they should be less precautionary than this Code, the latter takes precedence.

hGears requires its suppliers and partners to comply with the same rules and regulations.

2.2 Combatting discrimination and harassment

At hGears, no form of harassment (physical, psychological or sexual), bullying, discrimination and intimidation based on ethnicity, race, religion, gender, age, origin, citizenship, sexual orientation or physical disability is tolerated.

The policies relating to employment, recruitment, training, remuneration, benefits and career development are objectively defined by the qualifications, function, experience and performance achieved and never take into account any motivation of ethnicity, religion, gender, age, origin, citizenship, sexual orientation, trade union activity, disability, pregnancy or any other protected status.

Any report of harassment, discrimination or form of threat will be addressed immediately, in total confidentiality and protection from the risk of retaliation as envisaged in the chapter "Reporting" of this Code.

hGears requires its suppliers and partners to comply with the same regulations.

2.3 Ethics, health and safety

hGears believes that a positive, healthy and safe work environment is an inalienable value to be committed to. Any form of forced labour is prohibited at hGears. Workers receive remuneration in accordance with the applicable wage rules defined within the Employment Contracts and have the right to express themselves, to join or establish a union in compliance with local laws.

hGears is committed to promoting and implementing all active policies and methodologies to prevent risks that may affect the health and safety of employees, periodically verify their correct application and measure their effectiveness and efficiency.

In particular, the Group is committed to ensuring that its Management and its employees assume responsibility for health protection and accident prevention by promoting the establishment and dissemination of an active and proactive culture of health and safety in the workplace. The safety standards include also a ban on the use of drugs and alcohol. An employee who in the course of work uses, sells, possesses or is under the influence of drugs or alcohol abuse, whether such substances are consumed or taken during or outside of working hours or

in hGears premises or elsewhere, is subject to disciplinary sanctions as envisaged in the chapter "Compliance with and application of the Code of Conduct."

The scope of applicable policies as well as compliance with the local legislation in force also applies to subcontractors working within the Group's premises.

2.4 Management, development and enhancement of Human Resources

hGears is committed to managing Human Resources with respect and according to criteria of impartiality, transparency, non-discrimination, autonomy and independence of judgement.

Decisions regarding recruitment, selection processes, remuneration, career progression and performance awards are based on objective and impartial factors such as the evaluation of performance and professional technical skills:

- no employee may be hired, nor may he/she/it receive a career advancement or salary increase, based on reports from third parties (including public officials) in exchange for favors, bonuses or other personal benefits and/or benefits to hGears:
- all processes shall be traceable, decisions formalized and documentation complete and correct.

hGears allows for adequate professional growth of Human Resources based on professional skills and competences, enhancing productivity and innovative spirit in compliance with the individual limits of responsibilities and skills.

The growth programs developed are implemented with fairness and good faith to provide equal employment opportunities for all types of activities and for all organizational levels of the workforce.

Employees are required to be honest, professional and execute their activities with full integrity since these are values and conditions that determine the achievement of hGears' objectives.

It is also required to work together to maintain a climate of decorum and mutual respect for the dignity of each individual.

2.5 Freedom of association

The basic right of all employees to establish and join unions and employee representations is acknowledged. Compliance with this human right must not, however, contravene national statutory regulations and existing agreements in so far as these do not violate ILO Conventions No. 87 (Freedom of Association and Protection of the Right to Organise) and No. 98 (Right to Bargain Collectively).

hGears, the unions and employee representatives respectively work together openly and in the spirit of constructive and cooperative conflict management.

2.6 Respect for the environment

hGears is committed to an active policy aimed at promoting environmental protection also in the performance of the daily activities of its employees.

In particular, throughout the production cycle, it promotes where possible:

- reduction of waste, conservation of natural resources and recycling of materials;
- correct management of waste;
- limitation of energy consumption and greenhouse gas emissions;
- assessment of the impact of its products and systems on the environment and on neighboring communities with a view to continuous improvement.

CODE OF CONDUCT

3. INTEGRITY IN ECONOMIC CONDUCT

An ethical conduct of commercial relations constitutes the foundation for the proper development of hGears' business activities and ensures the current and future economic sustainability of the Group.

hGears promotes fair competition on the market, transparency and honesty and all values and actions to protect the Group from anti-competitive practices, bribery and corruption.

3.1 Relations with customers and suppliers

The success of hGears depends on building relationships with customers and suppliers based on trust, integrity, fairness, non-discrimination, mutual respect, reliability and value. The Group therefore promotes a commitment of the various partners on the issues of human rights, fair sales practices, adherence to the strictest ethical standards, protection of confidential and personal information, intellectual property and the fight against corruption along the entire value chain.

In addition, within the context of relationships with third parties, employees and managers are not permitted to:

- act as a consultant or employee in any capacity with a competitor, supplier or customer;
- hold significant securities or financial interests in any competitor, supplier or customer.

3.2 Compliance with trade laws and regulations

hGears is committed to complying with applicable laws and regulations that define the regulatory framework for the export and import of goods, services, information and technology, including parallel trade and reexport.

Furthermore, hGears ensures that it does not violate any restrictive measures, which restrict import or export to sanctioned territories or sanctioned parties.

hGears complies with the laws and regulations that are applicable in the country of manufacture, applicable EU directives and regulations.

hGears requires its commercial partners to comply with said regulations.

3.3 Fair behaviour in competition

hGears is committed to complying with applicable laws and regulations that protect fair competition and prohibit anti-competitive practices. Employees are required to adhere to applicable regulations under competition and antitrust law. Any agreements and collusion with other companies that could prevent, limit, or distort competition are prohibited, particularly concerning price agreements or arrangements that aim to allocate customers, markets, products, or personnel. Exchanging this type of information with competitors is also prohibited.

3.4 Fighting corruption and money laundering

hGears adopts a "zero tolerance" approach to acts of corruption and is committed to complying with applicable anti-corruption laws in all countries in which it operates. As a general principle to prevent and monitor any violations of applicable laws and regulations relating to corruption, hGears requires anyone involved in the

- ensure the formalization and traceability of the decision-making process;
- comply with the applicable policies and procedures;

performance of the Group's daily business activities to:

- ensure the accuracy, correctness and completeness of the accounting records of each business transaction;
- avoid situations of conflict of interest, with particular reference to personal or family interests that may influence the ability to judge or interfere with the ability to make impartial decisions in the best interests of the Group companies.

In business transactions, Recipients are required to be particularly cautious in receiving and using currency, debt securities and securities in general, in order to avoid the danger of placing counterfeit or altered securities on the market.

Recipients, with particular reference to employees, must never carry out or be involved in activities that involve the receipt, recycling and use of revenues, goods or benefits deriving from criminal activities in any form or manner. To this end, employees must check the information normally available (including financial information) on commercial counterparties, consultants and suppliers in advance, in order to ascertain their integrity, their respectability and the legitimacy of their activity before establishing business relations with the latter.

hGears complies with the applicable legislation on anti-money laundering and the fight against organized crime, both nationally and internationally, and employees are required to strictly observe the laws, policies and procedures of the company in any economic transaction, including intra-group transactions involving them, ensuring full traceability of incoming and outgoing financial flows and full compliance of these operations with the aforementioned anti-money laundering laws.

3.5 Receiving and giving gifts

Employees are permitted, in some circumstances, to exchange gifts of modest value, to offer lunches and dinners and invitations to events in order to promote good business relations without exerting any kind of conditioning on the persons involved. Some forms of hospitality, such as lunches and dinners and invitations to events, are also a legitimate contribution to the establishment or maintenance of good partnership relationships.

Compensation or unofficial payments for the provision of specific services may not be accepted or offered.

It is prohibited to offer or accept, even on special occasion events, for oneself or for others, gifts, hospitality, entertainment, transport and any excessive tangible or intangible "valuable object."

hGears employees may offer gifts or compensations to customers or suppliers or receive them from customers or suppliers in connection with the Group business, provided that the following guidelines are followed:

- that the gifts/presents do not violate any laws, official rules, normal market practices and customs or the known policy of the employers of the parties involved;
- that they are of modest value;
- that they are appropriate due to the circumstances;
- that they do not abnormally affect the opinion of the recipient;
- that they do not compromise the integrity or reputation of the parties.

3.6 Relations with Public Administration, Judicial Authority and the Political World

At hGears, relations with the Public Administration and the Judicial Authority must be based on maximum transparency, clarity and fairness and must comply with the applicable legal and regulatory provisions.

Only those who are specifically and formally authorized by hGears may have contact with the local or foreign Public Administration, with public officials, bodies, organizations and/or institutions.

The following is strictly prohibited:

- promising or offering, whether directly or indirectly, money or gifts of any kind or other benefits to executives, officials or employees of the Public Administration, the Judicial Authority or their relatives;
- promoting employment and/or commercial opportunities, which may benefit Public Officials and/or Public Service Officers and their relatives;

- soliciting, obtaining and/or exchanging confidential information that may compromise the integrity and reputation of the parties;
- performing any other act aimed at inducing Public Officials and/or Public Service Officers to do or omit doing something in violation of the laws of the legal system to which they belong;
- allocating to purposes other than those for which they were granted, the grants, subsidies or financing obtained from the State or other public body, even if of modest value, and/or amount.

hGears acts in compliance with the law and supports, within the limits of its purview, the correct administration of Justice. When carrying out its activity, the Group operates in a lawful and proper manner, cooperating with representatives of the Judicial Authority, police force and any public officer with powers of inspection.

In the event of any type of access made by the Public Administration or the Judicial Authority at hGears, the employees involved must immediately inform their superior and/or the Human Resources Manager and scrupulously follow any instructions or indications that the latter may issue. In any case, the immediate superior and/or Human Resources Manager or the persons appointed/delegated by them, will directly manage the relationship with the members of the Public Administration or the Judicial Authority.

hGears requires employees to provide maximum availability and cooperation to anyone who carries out inspections and controls on behalf of the Public Administration or Judicial Authority. It is prohibited to destroy or alter records, minutes, accounting records and any type of document, to lie or to make false statements to the competent authorities.

hGears' funds or resources may not be used to provide direct or indirect contributions, in any form, to support political actors or political parties anywhere in the world. Employees are not permitted to use hGears' facilities or resources for political campaigns or fundraising for political purposes.

3.7 Managing conflicts of interest

hGears requires that any situation in which personal interests conflict with the interests of the Group, and vice versa, must be avoided.

Employees have a duty of loyalty to the Group and must ensure that their personal interests do not conflict with the interests of hGears.

Conflicts may arise when a Recipient or a member of his or her family receives inappropriate personal benefits as a result of such Recipient's position with respect to hGears. Employees are free to engage in outside activities of their choice. These activities must not affect or discredit the hGears name. By way of example, but not limited to, the following is a list of prohibited cases of conflict of interest:

- having a personal financial interest (in addition to one's own normal remuneration) in any transaction involving the purchase or sale of any product, materials or service by hGears:
- using confidential information for one's own benefit or that of third parties;
- using hGears' assets, materials, business equipment or computer systems or other assets for any unauthorized purpose.



4. PROTECTION OF ASSETS AND RESOURCES

Constantly investing in research and development is a strategic lever that allows hGears to consistently perform in the market and maintain a sustainable business model. Such research and development activities produce projects, intellectual property (IP) and/or patents that must remain strictly confidential and protected and must be used by employees with due awareness for activities of a strategic nature.

In particular, the following must be protected:

- intellectual property;
- confidential information:
- data storage media;
- equipment, machinery and tools;
- strategic assets.

Therefore, each employee must refrain from disclosing or using, for their own benefit or for the benefit of third parties, any news or confidential information relating to the company's activities.

Information and other materials obtained by employees based on their work may not be disseminated externally unless duly and previously authorized.

By way of example, but not limited to, the following is considered confidential information:

- work projects, including business, industrial and strategic plans;
- information on know-how and technological processes including passwords and access codes;
- financial transactions, operational strategies, investment and divestment strategies;
- accounting, financial and economic data before they are made public:
- personal data of employees and databases relating to customers, suppliers, collaborators.

The obligation not to disclose private and confidential information remains even after termination of the company office or termination of the employment and/ or collaboration relations. All the documentation present within hGears, any information and other materials obtained by the Recipients according to their position within the Group or because said Recipients are involved in business relationships with the latter, are and shall remain the exclusive property of hGears.

All Recipients must provide hGears with the aforementioned documents, information and materials at the request of the latter and, in any case, upon termination of the employment or business relations with the same.

The shares or any other type of traded securities of hGears or of any Group company, including those of hGears' suppliers or customers, shall not be handled based on non-public insider information acquired by the Recipients.

hGears also respects the intellectual property rights, industrial secrets, copyrights, software, images and publications of its business partners.

4.1 Confidentiality, protection and security of personal data

hGears ensures a high level of security, confidentiality and protection of personal data by selecting and using its information technology systems for the processing of personal data and confidential information.

In fact, in carrying out its business, hGears collects a significant amount of information and data that may be personal and confidential and that it pledges to process in compliance with the laws in force on data protection. Employees must comply with these laws when processing personal and confidential information.

hGears respects the subjective right to the protection of the personal data of data subjects, whether employees, customers or suppliers. It provides them with complete and up-to-date information on the processing of data acquired or acquirable by hGears during the course of the activity, further requesting the release of their informed consent whenever necessary, and exclusively for the purposes for which the processing of data is intended.

4.2 Fairness and regularity of accounting operations

The Group's accounting and administrative documentation must produce reliable and accurate reports for management and shareholders, creditors, government bodies and third parties. In relation to the preparation of financial statements and the keeping of accounts, hGears follows the specific regulations and generally accepted accounting principles. Consequently, the official company documentation must be accurate, truthful and complete.

All operations of the Group must comply with applicable laws. To this end, employees are required to be honest, objective and loyal in keeping accounts. Secret, unrecorded or undeclared transactions are prohibited. All financial transactions must be accurately entered, must include appropriate supporting documentation and be promptly recorded in the company ledgers.

No employee shall take fraudulent measures to induce, coerce, manipulate or mislead hGears' independent auditors.

All employees are required to prepare accurate and truthful documentation regarding personnel costs, warehouse and goods handling, orders and invoicing and, in general, with regard to the management of events that are reflected in the hGears' financial statements.

WE ARE RELIABLE AND TRANSPARENT PARTNERS



5. ETHICAL MANAGEMENT OF COMMUNICATION

hGears is deeply convinced that internal and external communication processes are crucial for the success of the company and for the consolidation of the values, vision and its public image. Through good and effective communication with the outside world, long-term relationships may be built with business partners, thus allowing hGears to respond specifically to the expectations of different stakeholders. Therefore, an efficient internal communication process that involves employees also contributes to ensuring the achievement of company objectives.

hGears is aware that the communication aimed to stakeholders must be clear, consistent and honest, designed and addressed based on different Recipients. It can be conveyed through the company's official publications, social media, website, press office activities, investor relations and the more traditional information and communication methods. The PR & IR functions, which report directly to the Management Board, are responsible for defining the hGears guidelines and managing communication.

5.1 Insider information and trading

hGears AG is a market-listed company and subject to the obligations of capital market law. This includes the ban on insider trading.

Insider information is defined as non-public information about hGears or its business partners which a reasonable investor would consider important in deciding whether to buy or sell the company's shares. Employees who learn about insider information in the performance of their duties, whether intentionally or by coincidence, are considered insiders.

Insider information must be kept strictly confidential and may not be disclosed to any non-insider within or outside the company. Insiders must not buy, sell or otherwise trade hGears shares and use this information to gain personal advantage.

<u>5.2 Careful and prudent use of</u> social media

hGears uses social media (e.g. LinkedIn and YouTube) to communicate with different stakeholders. There are risks that must be taken into account when using these tools. The information can be seen and analyzed by a wide audience and the lack of attention could lead to the distortion of communication messages and the disclosure of confidential information by both hGears and its stakeholders.

For this reason, only personnel designated by the PR & IR functions can communicate through company social media profiles.

In the use of corporate social media, it is necessary to act responsibly in verbalizing the message, carefully evaluating the need and appropriateness of what is communicated, in compliance with corporate ethics and sensitive and strategic information.



6. DISSEMINATION AND CULTURE OF AWARENESS

The existence and content of this Code is made known to the Recipients through:

- delivery of the Code to employees, with the possibility of consultation with the Human Resources function;
- dissemination outside of hGears to agents, collaborators and commercial partners by sending a digital message;
- publication on the company website.

www.hgears.com

The Human Resources function promotes knowledge of the Code to all employees of the Group who, therefore, are required to observe it and contribute to its implementation. To this end, Human Resources organizes training and awareness programs necessary to strengthen a culture of compliance within the Group regarding business ethics, anti-corruption and human rights issues, focusing on illegal practices and relevant legislation. hGears' suppliers, agents, collaborators and business partners are also invited to become aware of and adopt the principles and practices contained within this Code of Conduct.



7. COMPLIANCE WITH AND APPLICATION OF THE CODE OF CONDUCT

The adoption of a business conduct model adhering to the principles of ethics, transparency, integrity and honesty has the objective of preventing the emergence of problems and managing the risks of hGears and its employees in commercial relations with third parties.

It is essential to identify any potential risks and any real critical areas or issues to avoid breaking the law and hGears Policies. In the event of a violation, immediate action must be taken to prevent the recurrence of such situations.

Any exceptions to any of the provisions of this Code may only be made by hGears' management and such exceptions will be promptly disclosed by the relevant functions.

7.1 Employee commitments and obligations

hGears requires that all employees be aware of the laws and regulations applied to their company activities and that company activities be conducted fairly.

Each employee is responsible for knowing, respecting and enforcing this Code. The Management of each hGears company is responsible for the application of this Code within its area of competence.

If, in other countries, there should be more stringent and more precautionary laws or regulations for safeguarding rights, with respect to this Code, these will prevail.

Some company activities may not be regulated by any law. Some laws and ordinances may set standards below hGears' expectations.

In such cases, each employee, before intervening, must carry out a careful analysis of the situation and, in case of doubt, must contact the department manager.

This Code or other hGears policies and procedures will be updated or changed as necessary.

Employees are required to adapt to any updates and changes to this Code, subject to information provided by the relevant function that will communicate the changes made through company tools (shared network folders and/or the company or Group Intranet and/or the company website www.hgears.com).

If employees have questions about the ethics of any situation and/or behavior, they should feel free to discuss the issue with their direct manager, department manager or HR manager. They will be assured of confidentiality.

8. REPORTING

Anyone who believes that an action may lead to or has led to a violation of law, this Code and the Group's principles, is invited without any due to report the problem (even anonymously) and without fear of punishment or retaliation, by sending a communication to the Human Resources Manager through the official local or Group communication channels, even if the action reported would have negative consequences for the hGears activity.

9. SANCTIONS

Compliance with the guidance of the Code of Conduct must be considered an essential part of the contractual obligations of hGears employees, pursuant to and for the purposes of the applicable legislation. Therefore, violation of the provisions of the Code shall constitute an employees' breach of the primary obligations of the employment relations or a disciplinary offence, with every legal consequence, also with regard to the preservation of the workplace itself and may also involve actions for compensation for damages deriving thereof.

For Recipients who are not employees and for whom the above sanctions apply, compliance with the Code is a prerequisite for the continuation of the commercial/professional/collaborative relations with hGears; therefore, violation of the provisions of the Code may constitute a breach of contractual obligations with all legal consequences, also with regard to the termination of the contract and/or assignment, and may result in compensation for damages incurred by hGears.

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...Our values should be lived in practice.

They should be always in the back of our mind.

In every decision we take or act we do...

Daniel Basok, CFO







hGears.



the **heart** of your performance

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