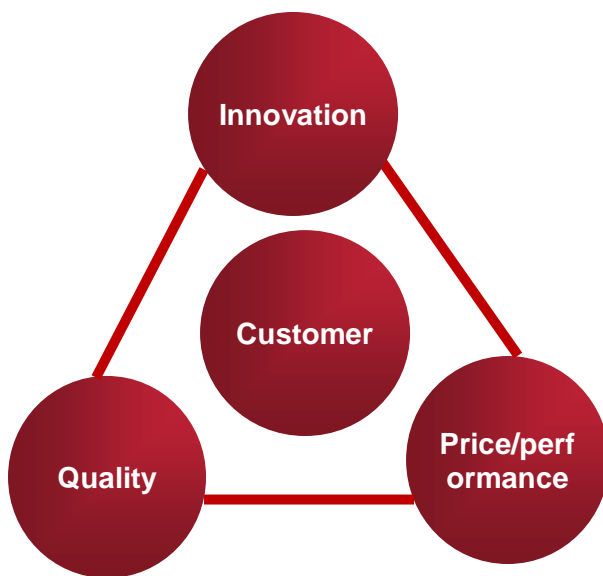


The sustainable and technological progress of our customers simplifies life for us humans. Our customers therefore consistently require more sustainable and better systems. These systems that contain gearboxes are energy-efficient and low-noise.

We are the systems supplier needed for drive technology in an electrified and automated world. Together with our gear systems, we are successfully setting standards. Our customers are excited about our gear systems and products, and with our entire service, which they consider competitive on a global comparison.



Mission

We are the best bevel gear system, and build the best gearboxes

Corporate strategy

MS-GRAESSNER develops and produces high-quality **bevel gears**, **bevel gear systems** and **gearboxes** for our demanding customers in all industries. **System products** supplement and strengthen the product portfolio.

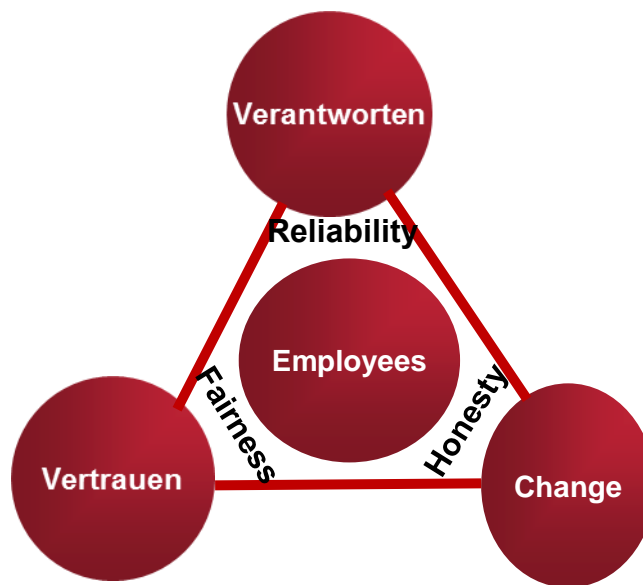
The **future viability** of MS-GRAESSNER as an **independent** company is our top priority! Together we will achieve sustainable returns. MS-GRAESSNER works together with its stakeholders on a partnership basis. We accept the Principles for Responsible Cooperation.

Our highest purpose is to create an attractive workplace and secure the future viability of MS-GRAESSNER.

Company motto: We create movement through expertise

Values

Appreciation, honesty and openness define our external and internal relationships. Our **employees** are **committed** and **competent**, they enjoy working at MS-GRAESSNER and are **proud** of their company. All of our business partners value our **fairness**. We all live up to the Principles for Responsible Cooperation.



Verantworten = Responsibility

Vertrauen = Trust

Market strategy

MS-GRAESSNER employees and trade partners form the sales organisation. The national market is cultivated by our own employees. We are appreciated by our sales partners around the world. Our innovative services in the field of application technology and customer service represent competitive advantages, and will be further improved in future.

We continuously analyse the national and international market.

The proportion of direct exports exceeds 40%.

The proportion of turnover accounted for by our largest customer is below 15%.

Market penetration and brand recognition are increasing.

HR strategy

Our qualified employees are working in the right positions, and they receive remuneration appropriate to performance. They have technical competence, social skills and an understanding of formal etiquette. Occupational safety is ensured in an attractive workplace. Education – training – ongoing professional development.

Quality strategy

For us, quality and service are a matter of course.

The quality management system is certified under DIN EN ISO 9001.

Our motto: We want our customers to come back, not the product.

Production and material management strategy

Our manufacturing costs and the delivery times for high-quality bevel gears and bevel gear systems are competitive in a global market.

Simultaneous engineering ensures that all process participants are involved in good time.

We do not want to disappoint our customers, and if necessary parts can be bought in worldwide!

Financial strategy

Adequate liquidity and credit ratings are ensured by means of sustainable and successful corporate development.

An informative risk management system helps to safeguard the company. Profits stay within the company and remain available for investments.

Environmental strategy

The reduction of our environmental footprint takes place sustainably. As we produce locally, no additional environmental footprint is generated through logistics. We manage our resources responsibly.

The environmental management system is certified under DIN EN ISO 14001.

Product strategy

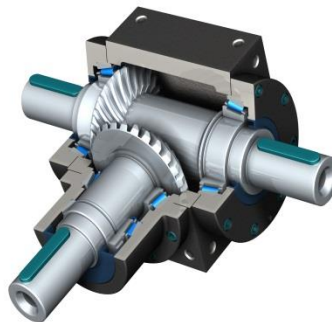
Core competency:

We develop and produce bevel gears and bevel gear systems

DYNA  FAR



POWER  FAR



BEVEL  FAR



DESIGN  FAR



We view application technology as a competitive advantage by supplying system products:

- Servo gearbox
- Planetary gearbox
- High-ratio gearbox
- Spur gearbox
- Worm gearbox
- Toothed rack + pinion
- Spur gears
- Couplings and shrink discs

Customer-specific designs:

- marketable and economical

MS-GRAESSNER has defined Principles for Responsible Cooperation, and abides by these principles. These principles and our values form the basis for responsible dealings with each other.

This Code of Conduct is binding for all employees and stakeholders of MS-GRAESSNER around the world.

It defines fundamental standards of conduct that apply around the world, and describes what conduct is expected of you. However, it does not describe every single law and each internal directive that could apply to the individual case. Please ensure that you understand the standards of the Code of Conduct and the corresponding local laws and internal company directives, that you always comply with these, and where required that you participate in all necessary training courses. It is the task of line managers to support their employees in this process.

A legal violation by just one single employee can seriously damage the reputation of our company and cause significant damage to MS-GRAESSNER, including financial losses. Our company does not tolerate such legal violations, and shall not protect anyone responsible from official sanctions. Violations of the law, international standards and internal regulations can result in disciplinary sanctions (including termination of the employment relationship), and may be subject to civil or criminal prosecution.

Legal violations can almost always be avoided by seeking advice at an early stage. If you are unsure what requirements exist or whether your conduct is legally and ethically irreproachable, we expect you to consult your line manager or the department responsible (e.g. HR, Finance, or the executive management). Furthermore, any suspected or actual violation of laws or corporate policies must be reported.

These principles are based on the 10 principles of the Global Compact of the United Nations. We have summarised the most important principles for cooperation with our employees and partners in our Principles for Responsible Cooperation, and these are described below.

Principles for Responsible Cooperation

Introduction

MS-GRAESSNER GmbH & Co. KG refers to the principles of the Global Compact of the United Nations, and supports the principles relating to human rights, labour standards, environmental protection, competition law, corruption, gifts and invitations, conflicts of interests, information protection, data protection, imports and exports, protection of company property and money laundering.

MS-GRAESSNER considers it important to live up to its role as an economic and social stakeholder, and to stand out for its conscientious and responsible conduct and integrity.

These principles define the high standards to which MS-GRAESSNER holds itself, and compliance with which it requires from its stakeholders. The business relationships of MS-GRAESSNER are based on mutual respect and trust, and on these Principles.

These Principles apply worldwide. The stakeholders of MS-GRAESSNER are responsible for developing their own principles in order to optimally communicate and promote these principles within their own company.

1. Human rights, labour and social standards

MS-GRAESSNER wishes to ensure that all employees act in compliance with the internationally recognised human rights and the major labour and social standards.

These standards include the Universal Declaration of Human Rights, the OECD Guidelines for Multinational Enterprises, and the Declaration of Principles Concerning Multinational Enterprises and Social Policy of the International Labour Organisation (ILO).

MS-GRAESSNER is in particular committed to the abolition of all forms of child labour and slavery, the principle of non-discrimination, the recognition of freedom of association, collective labour agreements and social partnerships, fair payment and additional benefits in accordance with local market conditions, safe and healthy workplaces, appropriate working hours and paid holiday time, and proportionality in disciplinary and security measures.

MS-GRAESSNER is committed to equal opportunities on the labour market, and complies with all corresponding laws prohibiting discrimination, in particular on the grounds of age, ethnicity, skin colour, gender, sexual orientation, identity or expression, origin, religion or disability. This principle applies to all human resources decisions such as recruitment, employment, training, job changes, promotions, remuneration, additional benefits, disciplinary measures and termination. Furthermore, sexual harassment and other harassment in the workplace are strictly prohibited. We promote a diverse and integrative working environment in which all employees are required to treat one another with respect and dignity.

For companies whose registered office is in Germany, the following applies:

Assurance of compliance with statutory provisions, rights and obligations of disclosure at MS-GRAESSNER and its stakeholders

1. During business relationships or the performance of orders from MS-GRAESSNER, the stakeholders of MS-GRAESSNER are obliged to comply with the regulations of the general law regarding minimum wage (Minimum Wage Act), where applicable.
2. If a stakeholder of MS-GRAESSNER assigns third parties to fulfil its obligations under the contractual relationship, in particular subcontractors or personnel agencies under the Personnel Leasing Act, the former shall likewise subject the third parties thus assigned to an obligation to comply with the statutory minimum wage regulations.
3. Upon request from MS-GRAESSNER, the contractor shall provide evidence of the fulfilment of the obligations under Para. 1 and Para. 2. In the process, MS-GRAESSNER shall in particular be authorised to check the proper payment of wages to the employees assigned to implement the contractual relationship by means of viewing the payroll accounting and the contracts concluded with those third parties, or to have it checked by persons assigned to do so by MS-GRAESSNER.

2. Environmental protection, health and safety

At MS-GRAESSNER, we promote sustainable solutions and accept economic, ecological and social responsibility.

Safety is always our top priority. Our economic interests never result in compromises in safety, health or environmental protection.

Compliance with all laws regarding the protection of personnel and the environment is one of our key principles. This applies both to our products and to our procedures and work processes.

It is your obligation to use natural resources responsibly, and to protect the environment within your work area. Health and safety are of elementary importance to us. We act responsibly in accordance with the principles of responsible care, in order to protect and ensure the health of our employees, neighbours and business partners. Every employee is responsible for working safely at all times, and for complying with all applicable laws, regulations, and internal company directives on environmental protection and occupational health and safety. All line managers have an obligation to instruct and support their team in assuming their personal responsibility. Where no explicit statutory or internal company regulations exist for environmental protection or occupational health and safety, you must make your own reasonable decision, consulting your line managers for advice if necessary.

It is only permitted to use air, water and soil for commercial purposes within the framework of the approvals issued by the responsible public authorities.

The same applies where production facilities are built, operated, modified or extended. Any unlicensed discharge of substances must be avoided.

Waste must be disposed of in compliance with the statutory regulations. Where the services of third parties are utilised, it must be ensured that these also fulfil the environmental protection regulations and our internal company standards.

The requirements of MS-GRAESSNER often go beyond the minimum requirements of the existing laws. We always attempt to optimise our procedures and processes in such a way that the environmental impact is minimised and health risks are avoided. If harmful incidents or plant disruptions nevertheless occur, the responsible operational offices must be informed immediately and comprehensively. The aim is to initiate the necessary emergency and repair measures as rapidly and as purposefully as possible.

In addition, the responsible units must immediately contact the public authorities, and inform them in accordance with the legal provisions. If necessary, the responsible units must also warn and inform the people living nearby.

Employees who report such harmful incidents in good faith need not fear any adverse consequences. On the contrary, failure to report, or delayed or incomplete reports, are not in the interests of the company.

3. Competition law

Our business policy is to promote fair competition. We therefore expect that all employees comply strictly with the applicable competition law.

Violations are associated with severe penalties or fines, and may lead to the invalidity of the respective agreement.

Agreements between competitors

Agreements and concerted practices between competitors ("horizontal agreements") are prohibited, where they are intended to prevent or restrict competition, or result in this.

This includes for example agreements on prices, tenders, customer allocation, terms of sale or purchase, production or sales quotas, or the carving-up of geographical markets.

Not only explicit contractual agreements are prohibited, but also mutually coordinated actions as the result of unilateral declarations (e.g. announcements of price increases, which aim to trigger similar reactions from competitors).

Any direct or indirect exchange of information between competitors (this may also include non-exclusive traders) is prohibited, for example the exchange of information about customers, pricing, costs, salaries, conditions of sale, distribution methods, market shares, production volumes, quotation specifications or strategies (e.g. business and research strategies).

In the course of contacts with competitors, you must always ensure that no information is received or disclosed that could permit any conclusions to be drawn regarding the current or future market behaviour of the party providing the information.

In horizontal agreements, the strict regulations of European competition law must be complied with worldwide, irrespective of possibly non-existing or less strict local regulations.

Vertical agreements

Many types of vertical agreements, i.e. agreements between suppliers and customers or patent owners and licence holders, are prohibited in the EU, the USA and other countries. They can result in fines or the corresponding agreements being nullified.

Such agreements include restrictions of the customer's freedom to set prices or delivery conditions for their business partners (geographical restrictions, restrictions relating to customers or product applications), certain most-favoured-customer clauses, exclusivity arrangements such as total requirement coverage or exclusive supply, and bans on competition.

In many cases, the admissibility and thus also the effectiveness of the restraint depend on the duration and intensity, and on the market position of those involved.

Furthermore, various legal systems assess the admissibility of vertical agreements differently. In contrast to horizontal restrictions on competition, what matters here are the local laws, which must be checked.

Abuse of market dominance

Because of its market position, MS-GRAESSNER is often subject to special regulations in many product areas. Fundamentally, the abuse of a dominant market position is prohibited in the EU, the USA, China and other countries – albeit with minor differences – and results in the imposition of fines or the ineffectiveness of the underlying agreements. Such an abuse could consist for example in the different treatment of customers without objective grounds (prohibition of discrimination), in refusing deliveries, in selective sales, the assertion of inappropriate purchase or sale prices and conditions, or in combined service transactions without objective justification for the additional service demanded.

The definition of market dominance is dependent on the individual situation, as are the limits of what is still admissible. In addition, different regulations apply in different legal systems. These have priority in each case and must be complied with.

In cases of doubt regarding the permissibility of a certain course of action under competition law, you must consult your line manager at an early stage.

4. Corruption

Our business partners, and in particular our suppliers, customers, joint venture partners, contractors and traders, must be treated fairly.

MS-GRAESSNER expects the same from its business partners. Our relationships with all business partners should be based solely on objective criteria, in particular on quality, reliability, competitive prices, compliance with ecological and social standards, and the principles of good business management. In most countries around the world, there are laws prohibiting bribery of domestic and foreign officials and of employees of domestic and foreign companies in the private sector.

MS-GRAESSNER is intensively committed to fighting corruption of all kinds. MS-GRAESSNER therefore forbids its employees, trade representatives, and others acting on behalf of MS-GRAESSNER to engage in any form of bribery. In dealings with business partners or officials, they are never permitted to demand or accept material advantages (e.g. cash, gifts, offers of entertainment or other personal advantages) where this could create the impression of influencing (or attempting to influence) business decisions. Likewise, employees of other companies or officials must never be promised or granted personal advantages with the intention of obtaining an order, securing a transaction, or generating an unjustified advantage for MS-GRAESSNER.

All employees are obliged to inform their line manager if a business partner or official offers or demands a corresponding personal advantage.

Furthermore, the payment of bribes (i.e. smaller sums of money or payments in kind to officials to simplify or accelerate administrative processes or official actions such as customs clearances) is not permitted. If refusal to pay a bribe could jeopardise your personal safety, however, you are permitted to make such a payment; however you are required to subsequently inform your line manager.

5. Gifts and invitations

Gifts and invitations in business life are handled a great deal more restrictively today than just a few years ago. We welcome and support this development.

It is therefore only permitted to give or accept gifts or invitations where this gesture of politeness corresponds to customary business conduct, and where the inappropriate influencing of a business decision or official act can be excluded from the start.

This also applies to gifts and invitations on the occasion of or within the framework of official company events or business conferences.

If it is not possible to tactfully refuse inappropriate gifts, they may be accepted. In such cases, your line manager must subsequently be informed, who is then required to decide on the further action to be taken (e.g. donation to a charitable organisation).

Offering, giving, demanding or accepting cash or cash-equivalent benefits is never permitted.

In most countries, gifts and invitations above a certain value are viewed as taxable non-cash benefits. You must ensure that the applicable tax regulations are strictly complied with. In cases of doubt, you should consult your line manager or the Tax department.

In certain countries or units of MS-GRAESSNER, and in compliance with the principles described above, special directives for gifts and invitations may apply (e.g. in Purchasing). In cases of doubt, please ask your line manager.

6. Conflicts of interests

It is expected of you that you will act in the best interests of our company and protect its reputation.

To this end, conflicts of interests must be avoided. Personal relationships or interests must not be permitted to influence your business activities. This means that your personal interests must not be in conflict with the interests of MS-GRAESSNER, or be permitted to influence your decision-making processes, and that such an impression must not be permitted to arise.

For example, you should not make investments, hold interests or join organisations that could lead third parties to doubt your fairness, integrity or objectivity.

You must inform your line manager regarding any existing or potential conflict of interests, and jointly seek a solution by which the conflict of interests may be avoided or at least minimised.

7. Protection of information and insider trading

All unpublished information regarding MS-GRAESSNER that, if it became known, could be disadvantageous for the company or would create an unfair business or personal advantage for someone, is the confidential property of the company.

Inventions, patents and expert knowledge are particularly important for the long-term success of MS-GRAESSNER. You must keep confidential information secret at all times, and protect it against unauthorised access by third parties. In addition, you are not permitted to use the knowledge of such information for your personal benefit or for the benefit of third parties. This also applies to confidential information that you have received from third parties.

The respectively applicable regulations and internal company directives must be strictly complied with, for example the minimum requirements for information protection and the directives regarding the use of the intranet, internet and external social media. If you are unsure which information is the property of the company, you should consult your line manager, the responsible Data Protection Officer, or the Legal department.

As an employee of MS-GRAESSNER, you may have access to important unpublished information regarding MS-GRAESSNER or the business activities of third parties, which if it became public knowledge could influence the value of publicly listed stocks and bonds, and in particular the value of MS-GRAESSNER shares. Insider trading laws prohibit the use of such information for one's own benefit, or disclosing it to third parties, including friends and family members. Examples of this include information regarding the planned sale of significant parts of the company, the acquisition or merger of businesses, unpublished data regarding profits, or particularly promising research results.

Anyone violating insider trading laws can be made personally liable for this under civil or criminal law.

8. Data protection

MS-GRAESSNER undertakes to respect the private lives and integrity of its employees and business partners.

We adhere to strict standards when processing the personal data of our employees and business partners. All personal data collected and stored by MS-GRAESSNER are processed exclusively for specific purposes, transparently, carefully, and in compliance with the respectively applicable data protection laws.

Access to personnel files is restricted to MS-GRAESSNER employees and persons who have corresponding authorisation and a justified business interest in viewing them. It is not permitted to disclose confidential employee data to anyone outside the company without corresponding authorisation or a legal basis.

In cases of doubt, the Data Protection Officer or line manager must be consulted for advice.

9. Imports and exports

Different national and international trade control laws restrict or prohibit the import and export of goods and services.

These restrictions relate not only to the type of product, but also to the country of origin or destination, and in some cases the personal identity of the customer (embargoes). Similar restrictions may affect the export of technology or software. Country-specific embargoes exist for certain states.

As soon as a country imposes an embargo on another country, both private individuals and companies of the former country are prohibited to export goods and services to the latter country (or to its citizens or residents), or to import from that country, or to participate in such export or import.

Furthermore, the provisions of the Chemical Weapons Convention, and the laws and international conventions on trade and handling of narcotics, psychotropic drugs and addictive substances, are of particular importance for our company. None of our employees are therefore permitted to purchase, produce or sell chemicals or other substances if they violate the applicable regulations. Without an explicit permit from the responsible public authorities and the voluntary declaration of the final destination (end-use statement), which MS-GRAESSNER requires for certain products, it is not permitted to export or sell any substance or technology that is subject to statutory monitoring or voluntary self-monitoring by MS-GRAESSNER. Where required by law, the products must be stored under lock and key.

10. Protection of company property and the property of business partners

Every employee must treat company property responsibly, and protect assets of MS-GRAESSNER against loss, damage, theft, abuse and unauthorised use.

Company property also includes intangible assets such as company knowledge, intellectual property rights and copyright-protected works.

Company computers and other equipment serve for company purposes and are not intended for personal use. For this reason, only properly licensed software may be installed on them.

Without the explicit permission of the responsible department, it is not permitted to use company property for private purposes or to remove it from the company premises.

All employees must comply with the relevant company directives for the protection of company property.

11. Money laundering

Money laundering means the channelling of assets (not only cash) resulting from crimes into regular financial and economic circulation.

Money laundering is a crime in the member states of the EU, the USA, China, and various other countries.

No employee is permitted to undertake actions, either alone or in cooperation with third parties, that violate the applicable laws against money laundering.

If dubious financial transactions are requested, involving the provision of cash or other assets, this must be checked and approved by your responsible Finance department.