

e.GO  
a movement towards  
a better future.



**CODE OF CONDUCT**

**e.GO**

THE TIME IS NOW



**Next.e.GO N.V.  
and its subsidiaries**

**Dear employees,**

as a pioneer of electric mobility, Next.e.GO N.V. ("**Company**") and its subsidiaries (within the meaning of section 2:24a of the Dutch Civil Code) collectively or, where the context so requires, any of them individually (hereinafter referred to as "**Next.e.GO**") is a manufacturer of electric vehicles and sustainable mobility systems for the urban mobility of tomorrow. Our reputation and quality are central factors for lasting success. We are therefore committed to conducting all business according to fundamentally ethical principles.

This Code of Conduct contains important principles and rules to which we commit ourselves. It serves as a guideline and is intended to help us in our daily work and when making necessary decisions to act correctly as well as appropriately and professionally. It also serves to answer legal questions in a way that meets our ethical requirements.

Next.e.GO is a company with planned international production sites and country subsidiaries. We expect our employees to comply with the laws and rules applicable in the respective countries. We work together in a spirit of respect and trust. Respect, friendliness, team spirit as well as mutual helpfulness are important attributes for us in our daily cooperation.

We respect human rights at all times. For us, assuming responsibility as a company means respecting and honoring local or national traditions and customs as well as social norms and rules, and facing up to social, economic and ecological demands. This Code of Conduct is not intended to provide exact instructions for every conceivable situation. Rather, we want to provide all employees and managers with a basic understanding and ask them to act conscientiously and virtuously so that these actions are legally compliant and morally sound at all times.

Should questions or uncertainties arise in individual cases, please contact your respective manager or one of the senior executives in whose area of responsibility this matter falls or contact the Compliance Office.

This Code of Conduct is binding for all employees of Next.e.GO and contains important principles and rules for our daily work. If you notice any violations of legal, regulatory or internal company requirements and standards of conduct, please contact your responsible manager or one of the senior executives in whose area of responsibility the violation falls.

We are committed to compliance with the Code of Conduct and also expect strict compliance from all employees, as the good reputation of our Next.e.GO and our standing in society depend on it.

The board of directors of the Company ("**Board**")



## **Our values**

Our values determine our daily actions. They form the basis for this Code of Conduct. Our values serve as a guide for our behaviour at work and towards other people. These values are the basis for the success of Next.e.GO.

### **1.1 Respect**

Appreciation and mutual respect are the prerequisites for positive, humane interaction with each other. We respect each person as an individual and do not tolerate any discrimination. Different opinions, perspectives and interests enrich our exchange with clients and employees. Fair dealings with each other are essential for successful cooperation so that we can develop our potential in the best possible way.

### **1.2 Innovative spirit**

We live in a world characterized by technical innovations and innovations that dominate our economic life and economic success. Therefore, new ideas and innovative solutions are of central importance to us. We continuously strive to improve our products and processes and support the personal and professional development of our employees. Therefore, we want to create a performance-promoting working atmosphere in which innovations can flourish in order to achieve our ambitious goals.

### **1.3 Environmental protection and sustainability**

Next.e.GO is aware of the importance and necessity of protecting the environment. Sustainability creates values and trust. It guides us in our dealings with customers and employees as well as in the development and manufacture of our products. In this way, we contribute to the protection of the environment in order to leave future generations a planet worth living on. Durable, resilient products increase customer satisfaction and conserve resources. For this reason, we expect all employees to act responsibly and help maintain a safe and clean environment for future generations. Our employees are encouraged to use natural resources wisely, sparingly and carefully in order to maintain a safe and clean environment.

We develop, produce and distribute vehicles worldwide to ensure personal mobility. We take responsibility for continuously improving the environmental compatibility of our products and reducing the use of natural resources while taking economic aspects into account. Therefore, we provide environmentally friendly, advanced technologies worldwide and apply them throughout the entire life cycle of our products. We are a partner in social and political issues at all our locations when it comes to shaping and promoting socially and ecologically sustainable, positive development.



## **1.4 Compliance with laws and regulations**

Next.e.GO participates in global competition. To ensure fair and equitable competition, we are committed to complying with all applicable local laws and company-wide regulations (e.g. company agreements and processes). This also applies to all employees. We expect all employees and business partners to comply with applicable laws and to avoid any violations of the law. Irrespective of possible legal sanctions, a violation of the law by employees of Next.e.GO may result in disciplinary measures, up to and including dismissal for violation of the employment contract.

This Code of Conduct is an expression of Next.e.GO's desire to align its actions with ethical principles. Our business decisions are made transparently, in accordance with laws and regulations and in line with our culture and values. Integrity is an essential prerequisite for long-term success.

## **2 Integrity in societies and communities**

### **2.1 Responsibility for fundamental social rights and principles**

The observance of human rights is of particular concern to us. We respect and promote the fundamental principles laid down in the conventions of the International Labor Organizations (ILO). We avoid any form of discrimination in the selection, recruitment, employment and promotion of employees and recognize the fundamental right of all employees to form employee representatives. We reject any knowing use of forced or compulsory labor. Child labor is prohibited. We maintain the minimum age for admission to employment in accordance with legal requirements.

The remuneration and benefits paid or provided for the time worked shall at least comply with the respective national statutory minimum standards or the minimum standards of the respective economic sectors.

### **2.2 Equal opportunities and mutual respect**

We guarantee equal opportunities and equal treatment, regardless of ethnic origin, skin color, gender identity, disability, world view, religion, nationality, sexual orientation, social origin or political attitude, as long as this is based on democratic principles and tolerance towards those who think differently.

Our employees are selected, hired and promoted based on their qualifications and skills. We advocate a diverse workforce, which we value as an enrichment to our corporate culture.

All our employees are required to treat each other with respect and in a spirit of partnership. Any form of discrimination (e.g. disadvantage, (sexual) harassment, mobbing) will not be tolerated.

### **2.3 Employee representation**

We are committed to working openly and in a spirit of trust with the respective employee representatives and to engaging in constructive and cooperative dialogue, thus achieving a fair balance of interests. We create a performance- and team-oriented environment that opens up



personal and professional perspectives for our employees, in which excellent performance and results can be achieved.

We invest in the qualifications and skills of all our employees, including our managers.

## **2.4 Corporate Governance**

All managers are responsible for their employees. They all have a role model function and must align their actions to a particular extent with our Code of Conduct. As role models, managers encourage their employees to behave in accordance with the rules in personal discussions. In addition, they regularly inform and explain the duties and powers relevant to the area of work.

As part of their special responsibility, managers shall ensure that the conduct of their employees complies with the Code of Conduct. They shall ensure that no breaches of the rules occur in their area of responsibility, which could have been avoided or made more difficult by appropriate supervision.

Positive and trusting cooperation is reflected in mutual, open information and support. Managers and employees provide each other with complete and sufficient information about operational contexts so that they can act and make decisions. Employees, and especially managers, ensure that information is exchanged quickly and smoothly. Knowledge and information are shared impartially, promptly and completely within the scope of the authority granted in order to promote cooperation.

## **2.5 Safety and health at work**

We take our responsibility for the health and safety of our employees very seriously. We ensure safety and health in the workplace within the framework of applicable national regulations and on the basis of occupational health and safety specifications. We maintain and promote the health, performance and job satisfaction of our employees through continuous improvement of the working environment and a variety of prevention and health promotion measures.

Next.e.GO and all our employees contribute to the promotion of their individual health and comply with occupational health and safety regulations. If employees notice potential hazards in the work environment, they are required to inform their managers and the occupational health and safety officer and take action to avert the hazard.

## **2.6 Avoiding conflicts of interest**

It is important to us that our employees do not come into conflict between their private interests and those of Next.e.GO in the performance of their professional duties. Private interests and Next.e.GO's interests must be strictly separated in order to avoid situations from which conflicts of interest may arise. To protect employees and Next.e.GO, we create binding internal rules of conduct and a system for advising, detecting and prosecuting corresponding actions and violations (anti-corruption).



All employees make their labor fully available to the Next.e.GO in order to fulfil the tasks assigned to them to the best of their knowledge and ability. Secondary employment requires formal approval by Next.e.GO to prevent it from interfering with the fulfilment of contractual obligations. We welcome voluntary activities by our employees.

## **2.7 Investment in companies**

All of our employees who participate in companies that have a business relationship with Next.e.GO, work for them or provide services for them must notify the Human Resources Department or another responsible office (Compliance Office) of this in writing on their own responsibility. The same applies to participation in competitors of Next.e.GO. If there is a risk of conflicts of interest, participation must be avoided.

## **3. Competitive behavior and fair competition**

### **3.1 Fair competition**

We are expressly committed to fair competition in accordance with competition and antitrust law and undertake to deal honestly with our business partners as well as with third parties.

All our employees are obliged to comply with the provisions of competition and antitrust law. This means, for example, that our employees are not allowed to have conversations with competitors in which prices or capacities are discussed. Also inadmissible are agreements with business partners and third parties on a waiver of competition, on the submission of sham bids in tenders or on the division of customers, territories or production programs. The unlawful preferential treatment or exclusion of contractual partners is also inadmissible.

### **3.2 Product safety and regulatory compliance**

We ensure that our products offer the greatest possible safety for our business partners and third parties. Our products are manufactured in compliance with legal regulations and meet legal standards. If employees become aware of a possible violation of legal regulations, they should immediately inform our Compliance Office or the Legal Department.

### **3.3 Combating corruption and money laundering**

With the goal of successful and sustainable business activity, we convince the competition through the quality and value of our products and services. We support national and international efforts not to influence or distort competition through bribery. Next.e.GO does not tolerate corrupt, criminal or business-damaging behavior.

Money laundering refers to the smuggling of illegally generated funds or illegally acquired assets into the legal financial and economic cycle. We combat all forms of money laundering, take precautions to avoid becoming involved in money laundering matters and comply with applicable national and international sanctions, embargo regulations and other foreign trade restrictions.



Our employees are prohibited from exploiting business connections of the Next.e.GO for their own or another's benefit or to the detriment of Next.e.GO. This means in particular that our employees are prohibited from granting or accepting private benefits (e.g. money, material assets, services) in the course of business transactions that are likely to influence an informed decision.

All our employees are obliged to seek advice or help in case of suspicion or legal doubts regarding the existence of corruption or white-collar crime. They can obtain advice or assistance from their managers or the relevant internal departments (e.g. Legal and Compliance or Human Resources). All employees may also contact the relevant employee representative body.

If someone offers or demands personal benefits, the Compliance Office or the Legal Department must be informed immediately.

### **3.4 Dealing with gifts and other benefits**

In order to avoid legal consequences for Next.e.GO, for involved business partners as well as for itself, the company will instruct employees in regular compliance training. This applies, for example, to the acceptance of gifts, invitations or hospitality.

Invitations from business partners may only be accepted if the occasion and scope are appropriate, refusal of the invitation would be impolite and the invitation is in accordance with internal rules.

All employees are obliged to contact the responsible manager or the relevant internal departments (e.g. Legal and Compliance or Human Resources) if they have any doubts or questions.

It is prohibited to grant, promise, demand or accept money or other benefits, with the exception of socially appropriate benefits that are in line with politeness or courtesy and are both socially customary and generally and internally approved. Accepting or extending invitations, for example to hospitality, sporting and cultural events, is only permitted within reasonable limits.

The Compliance Office must be notified of donations with a value of up to EUR 25. Benefits exceeding the value of EUR 25 are subject to approval. They may not be accepted without prior approval. If the value of the donation is unclear, the Compliance Office must be informed in advance in order to determine the actual value.

### **3.5 Protection of interests**

We represent and promote our interests as a company and as part of society. In doing so, we include the wishes and demands of various interest groups in our considerations.

We respect and uphold the principles of freedom of expression, the principles of the right to information, the independence of the media and the protection of personal rights. All our employees who appear in public on behalf of the company must ensure that their appearance and expressions of opinion do not harm the reputation of Next.e.GO. Any statement on behalf of the company must be made in accordance with the Communications Policy and must be agreed in advance with the Communications Department or Investor Relations.





Private expressions of opinion should not refer to a person's own position or activity in the company.

#### **4. Protection of the assets and reputation of Next.e.GO**

##### **4.1 Responsibility for the reputation of Next.e.GO**

The reputation of Next.e.GO is significantly influenced by the appearance, actions and behavior of each individual employee. Inappropriate behavior by even one employee can cause considerable damage to the company.

All our employees should ensure that their public appearance does not harm the reputation of the company. The performance of their duties shall be guided by this in every respect.

##### **4.2 Using social networks and the media**

Employees should refrain from making statements that could damage the reputation of Next.e.GO, its employees or partners on social networks and in the media. Interview requests must be forwarded to the Press and Communications Department. Talks with representatives of the press about Next.e.GO, its employees and partners are only permitted with the prior approval of the Press and Communications Department. In all other respects, the contents of the Communications Policy apply.

##### **4.3 Management of the assets of Next.e.GO**

Our employees may only use the assets of Next.e.GO for business purposes, unless special provisions permit private use. Our employees must treat the assets of Next.e.GO with due care and protect them from loss and damage.

##### **4.4 Reporting**

All our reports, records and disclosures are accurate, up-to-date, understandable, comprehensive and truthful. Our employees ensure that these requirements are met.

We also inform all shareholders about the current financial and earnings situation as well as the course of business. We publish our annual financial statements promptly, which are prepared in accordance with national and international accounting standards.

##### **4.5 Data protection and data security**

The protection of confidential, secret and personal data is one of the principles on which we base our relationships with our employees (including former employees) and their relatives and applicants, customers, suppliers and other groups of people.

We collect, process or use personal data only insofar as this is necessary for specified, clear and lawful purposes. We ensure that the use of the data is transparent for the data subjects and that their rights to information and correction and, if applicable, to objection, blocking and deletion are safeguarded.





All our employees are obliged to comply with the provisions of data protection law as well as the legal and internal company regulations on information security, and to protect the confidential, secret or personal data entrusted to Next.e.GO from misuse.

We undertake to protect the data during processing in accordance with the applicable legal regulations. All components of data processing shall be secured in such a way that the confidentiality, integrity, availability and verifiability of the information worthy of protection is guaranteed and unauthorised internal and external use is prevented.

#### **4.6 Communication with media and investors**

All our employees are obliged to maintain secrecy about business and trade secrets that have been entrusted to them or otherwise become known to them in the course of their work or beyond. Business-relevant information may only be passed on by employees authorised to do so (as a rule via Investor Relations & Corporate Communications).

Work and processes in the company that are of essential importance to Next.e.GO or its business partners and which have not been made accessible to the public, such as company and product developments, plans and tests, are to be treated confidentially. If information is passed on to external partners, the principles of transparency, timeliness, openness, comprehensibility, the required equal treatment and the corporate design guidelines must be observed.

#### **4.7 Insider Trading**

The applicable restrictions and prohibitions on market abuse, including concerning the unlawful use and disclosure of inside information, tipping and market manipulation, are specific and complex. Employees and officers should refer to the Company's insider trading policy, which contains detailed rules on the possession of, and conducting and effecting transactions in, the Company's shares and certain other financial instruments.

### **5. Compliance management system**

#### **5.1 Scope**

This Code of Conduct applies Next.e.GO and sets out the basic principles.

#### **5.2 Responsibility for compliance**

All our employees are required to comply with the relevant laws and regulations in their working environment as well as the internal rules and to align their actions with the company values and the Code of Conduct. In difficult situations, the following questions may help you:

- Is the act/decision lawful?
- Does it comply with the provisions of this Code of Conduct?
- Is it free from personal conflicts of interest?
- Would my action/decision stand up to evaluation by the public?



- How would it look in a newspaper?
- Does my action/decision protect Next.e.GO's reputation as a company with high ethical standards?

If you answer "yes" to all of these questions, the action/decision is in line with Next.e.GO's Code of Conduct and is most likely the right one.

All managers should ensure that employees in their respective areas are aware of and comply with the Code of Conduct. In addition, the Legal and Compliance Department reviews compliance with the Code of Conduct on a case-by-case and random basis, taking into account the co-determination rights of the respective responsible employee representation.

### **5.3 Role model function of managers**

Board members, managing directors, senior executives as well as managers play an important role in the implementation of this Code of Conduct, because:

- They have a role model function for ethical behavior.
- They encourage their staff to raise issues and speak up.
- They convey a positive attitude towards ethics and compliance.
- They promote our values and compliance with the Code of Conduct and the law.
- They actively support ethics and compliance training and awareness programs.
- They listen and respond appropriately to staff concerns.
- They find solutions to ethical problems.
- They escalate concerns when additional support is required.

### **5.4 Reporting a breach, protection of complainants**

If you become aware of a possible problem with compliance with this Code of Conduct or a breach of the law, we encourage you to raise it. All concerns will be taken seriously and the person raising their concerns will not face disciplinary action or sanctions, even if the alleged misconduct is not confirmed. The identity of the complainant will be kept confidential. Investigations will be initiated immediately to clarify the facts, with the involvement of the relevant employee representatives, and appropriate action will be taken. The complainant will receive information on the handling of their concerns upon request.

### **5.5 Contact person**

The first point of contact for employees with questions or uncertainties is their respective manager. In addition, our compliance contact person is available to all employees for further enquiries. Complaints can be sent to the following e-mail address:

**E-mail:** [compliance@e-go-mobile.com](mailto:compliance@e-go-mobile.com)

In addition, all employees can also contact the relevant employee representative body.



## 5.6 Whistleblower policy

Current and former employees, managers and directors, or any other officer who is not an employee of Next.e.GO may report an irregularity of a general, operational or financial nature which is detected, or is suspected on reasonable grounds, within Next.e.GO's organisation, including the imminent or actual: (a) performance of criminal acts, such as fraud, bribery or corruption; (b) violation of applicable laws and regulations; (c) violation of ethical or professional standards, including the standards set out in this policy; (d) endangerment of public health, safety or the environment; and/or (e) suppression, destruction, withholding or manipulation of information on the irregularity concerned, ("**Alleged Irregularity**") to the Company's compliance officer ("**Compliance Officer**") or through a dedicated whistleblowing platform.

Alleged Irregularities concerning the functioning of:

- a. the Compliance Officer may be reported to any of the Company's directors;
- b. a Company director who is not the chairman of the Board may be reported to the chairman of the Board; and
- c. the Chairman of the Board may be reported to the CEO (if elected).

Alleged Irregularities shall be reported in writing or in person. Anyone reporting an Alleged Irregularity should provide as much relevant and concrete information as possible in order for the Alleged Irregularity to be investigated properly. Each reported Alleged Irregularity shall be treated seriously.

Each person reporting an Alleged Irregularity as described in this article ("**Whistleblower**") has the right, and shall be given the opportunity by Next.e.GO, to consult with an independent confidential counsellor concerning the Alleged Irregularity reported by such Whistleblower. Such counsellor shall be designated by the Compliance Officer. The Company also provides information on external reporting bodies to any Whistleblower.

Next.e.GO shall treat and safeguard as private and confidential the identity of each Whistleblower, as well as any Alleged Irregularity reported by such Whistleblower. Such information shall not be disclosed by Next.e.GO, unless required and in compliance with applicable law.

Next.e.GO shall not take disciplinary action or other adverse employment action against a Whistleblower in retaliation for properly reporting Alleged Irregularities in good faith, or for providing truthful information in good faith in connection with any investigation, inquiry, hearing or legal proceedings involving Alleged Irregularities. However, a Whistleblower who knowingly reports Alleged Irregularities in a manner which is not truthful and in good faith, or does so in a reckless or frivolous manner, may be subject to legal and/or disciplinary action, including dismissal.



## **6. Amendments and deviations**

Pursuant to a resolution to that effect, the Board may amend or supplement this Code of Conduct and allow temporary deviations from this policy, subject to ongoing compliance with applicable law and stock exchange requirements.