



CODE OF CONDUCT VAG GROUP

1. INTRODUCTION

Purpose and Scope

The VAG Code of Conduct contains general guidelines for conducting the business of VAG (“Company”) consistent with the highest standards of business ethics. This code applies to all Company directors, officers, associates and agents, wherever they are located and whether they work for the Company on a full or part-time basis.

Seeking Help and Information

This code is intended to be as comprehensive as possible, but cannot address every situation you may encounter. If you are faced with a difficult business decision that is not addressed in this code, ask yourself the following questions:

- Is it legal?
- Is it honest and fair?
- Is it in the best interests of the Company?
- How does this make me feel about myself and the Company?
- Would I feel comfortable if an account of my actions were published with my name in the newspaper?

If you still feel uncomfortable about a situation or have any doubts about whether it is consistent with the Company’s high ethical standards, seek assistance. We encourage you to first contact your supervisor. If your supervisor cannot answer your question, or if you do not feel comfortable contacting your supervisor, contact the Legal Department.

Reporting Violations of the Code

All associates have a duty to report any known or suspected violation of this code, including any violation of laws, rules, regulations or policies that apply to the Company. Reporting a known or suspected violation of this code by others should not be considered an act of disloyalty, but an action to safeguard the reputation and integrity of the Company and its associates. If you know of or suspect a violation of this code, immediately report the conduct to your supervisor or use our [Whistleblower Tool](#). Your supervisor will investigate your concern. If you do not feel comfortable reporting your concern to your supervisor or you do not get a satisfactory response, you may report to another supervisor or manager or a Human Resources (HR) associate. Should your concern not be addressed at the management or HR level, you may contact the Legal Department. You may remain anonymous, although providing your identity may assist the Company in investigating your concern. It is imperative that you adhere to this code. Any associate who violates this code will be subject to appropriate discipline, including potential termination of employment. Furthermore, associates who violate the law or this code may expose themselves to substantial civil damages, criminal fines and imprisonment. The Company may also face substantial fines and penalties in such situations, not to mention damage to the Company’s reputation and standing in the community. In short, your conduct as an associate of the Company, if it does not comply with the law or with this code, can result in serious consequences for both you and the Company.

Confidentiality and Policy Against Retaliation

All questions and reports of known or suspected violations of the law or this code will be treated with sensitivity and discretion. Your supervisor, the Legal Department and the Company will protect your confidentiality to the extent possible consistent with law and the Company’s need to investigate your concern. The Company strictly prohibits retaliation against an associate who, in good faith, seeks help or reports known or suspected violations. Any reprisal or retaliation against an associate as a result of the associate, in good faith, seeking help or filing a report will be subject to disciplinary action, including potential termination of employment.

2. CONFLICTS OF INTEREST

Identifying Conflicts of Interest

The Company respects the rights of associates to manage their personal affairs and investments. At the same time, associates should avoid any situation that may involve a conflict between personal interests and the interests of the Company. A conflict of interest occurs when an associate's private interest interferes, or appears to interfere, in any way with the interests of the Company. You should actively avoid any private interest that may influence your ability to act in the best interests of the Company or that makes it difficult to perform your work objectively and effectively. The following situations are examples of conflicts of interest:

Outside Employment

No associate may be employed by, serve as a director of, or provide any services to a company that is a customer, supplier, service provider or competitor of the Company.

Financial Interests

No associate may have a significant financial interest (ownership or otherwise) in any company that is a customer, supplier, service provider or competitor of the Company. A "significant financial interest" means (i) ownership of greater than 1% of the equity of a customer, supplier, service provider or competitor or (ii) an investment in a customer, supplier, service provider or competitor that represents more than 5% of the total assets of the associate.

Related Party Transactions

The Company recognizes that associates may have immediate family members (which include your spouse, siblings, children, step-children, parents, step-parents and dependents) who work with suppliers, customers, service providers or competitors of the Company. No associate should make Company related decisions on the basis of personal relationships with immediate family members where such relationships affect or even have the appearance of interfering with the best interests of the Company.

Loans or Other Financial Transactions

No associate may obtain loans or guarantees of personal obligations from, or enter into any other personal financial transaction with, any company that is a customer, supplier, service provider or competitor of the Company. This guideline does not prohibit arms-length transactions with recognized banks or other financial institutions.

Service on Boards and Committees

No associate should serve on a board of directors or trustees or on a committee of any entity (whether profit or not-for-profit) whose interests reasonably could be expected to conflict with those of the Company. Associates must obtain prior approval from the Legal Department before accepting any such board or committee position.

Disclosure of Conflicts of Interest

The Company requires that associates fully disclose any dealings that reasonably could be expected to give rise to a conflict of interest, in advance of entering into such transaction. If you suspect that you have a conflict of interest, or something that others could reasonably perceive as a conflict of interest, you must report it immediately to your supervisor or the Legal department. While such situations are not automatically prohibited, they are not desirable and may only be waived by an executive officer of the Company at the request and with the concurrence of the Legal department.

You are obliged to report any potential conflict of interest through our [Conflict of Interest Tool](#).

3. BUSINESS OPPORTUNITIES

If you discover a business opportunity that is in the Company's line of business, you must first present the business opportunity to the Company before pursuing the opportunity in your individual capacity. No associate may use company property, information or his or her position for personal gain, and no associate may compete with the Company either directly or indirectly. The Company requires that you fully disclose to your supervisor the terms and conditions of each business opportunity covered by this code that you wish to pursue. Your supervisor will contact the Legal Department and the appropriate management personnel to determine whether the Company wishes to pursue the business opportunity. If the Company waives its right to pursue the business opportunity, which must be authorized by an executive officer of the Company with the concurrence of the General Counsel, you may pursue the business opportunity on the same terms and conditions offered to the Company and consistent with the other ethical guidelines set forth in this code. Business opportunities available to directors, executive officers and other principal officers may only be waived by the Company's Board of Directors or the appropriate committee of our Board of Directors. For more information, please read [VAG Internal Purchasing Policy](#).

4. CONFIDENTIAL INFORMATION

Associates often have access to a variety of confidential information while employed at the Company. Confidential information includes all non-public information that might be of use to competitors, that the Company considers confidential or that may be harmful to the Company or its customers, if disclosed. Associates have a duty to safeguard all confidential information, except when disclosure is authorized or legally mandated. An associate's obligation to protect confidential information continues after an associate leaves the Company. Unauthorized disclosure of confidential information could cause competitive harm to the Company and could result in legal liability to you and the Company. Associates should not discuss Company business in the presence of associates or others who do not have a right or need to know. In appropriate circumstances, disclosure of confidential information may be authorized by your supervisor or other appropriate Company personnel. Any outside requests for Company information should only be handled by authorized persons. Any question or concern regarding whether disclosure of Company information is legally mandated should be immediately referred to the Legal Department. As a result of the Company's business relationships with customers, suppliers and others, Company associates may also have access to and be entrusted with confidential information of other companies. In these cases, other companies' confidential information must be afforded the same protection as the Company's confidential information.

Insider Trading

By law, persons, including associates of publicly-traded companies such as Aurelius, may not purchase or sell Aurelius securities when they are aware of material non-public information affecting the Aurelius, nor may they provide such information to others (i.e., "tipping") if they believe such other person(s) will trade in Aurelius securities. Material information includes any information that an investor might reasonably consider important when making a decision to buy or sell Aurelius securities; some examples, which are not exhaustive, include information about the Aurelius's sales and earnings results, acquisition activity, major new contract or product information, loss of business, and significant management changes. Information is generally considered non-public if it has not been announced or otherwise disseminated by the Aurelius or others to the general public. Similarly, our associates may not purchase or sell securities of our customers, suppliers or others when they are aware of material non-public information about them, whether the information is obtained through employment with the Aurelius or otherwise. Our associates are expected to comply with all laws, and any additional applicable Aurelius policies, prohibiting or otherwise relating to insider trading on the basis of or while in the possession of material non-public information, as well as our policies relating to maintaining non-public information as confidential. Associates (including directors and executive officers) who are subject to our policies for trading in Aurelius stock must also comply with those policies. You should contact the Legal department if you are unsure of whether you possess such material information, or are subject to additional policies, prior to making any transaction in stock of the Aurelius, or customers, suppliers or others.

5. COMPETITION AND FAIR DEALING

Relationships with Customers

Our business success depends upon our ability to foster lasting customer relationships. Trust is the cornerstone of these relationships. To build trust, the Company is committed to dealing with customers fairly, honestly and with integrity. Specifically, you should keep the following guidelines in mind when dealing with customers:

- Information we supply to customers should be current, accurate, and complete to the best of our knowledge. Associates should never deliberately misrepresent information to customers.
- Associates should not refuse to sell, service, or maintain products the Company has produced simply because a customer is buying products from another supplier.
- Customer entertainment should never exceed reasonable and customary business practice. Associates should never provide entertainment or other benefits that could be viewed as an inducement to or a reward for, customer purchase decisions. Please see “Gift, Entertainment, Hospitality” below for additional guidelines in this area.

Relationships with Suppliers and service providers

The Company deals fairly and honestly with its suppliers and service providers. This means that our relationships with suppliers and service providers are based on price, quality, service and reputation. All suppliers have to be entered in our [Business Partner Tool](#) for review before entering into a business relationship with them. Associates dealing with suppliers and service providers must carefully guard their objectivity. Specifically, no associate should accept or solicit any personal benefit from a supplier or service providers or potential supplier or service providers that might compromise, or appear to compromise, their objective assessment of the products and prices. Associates may give or accept promotional items of nominal value or moderately scaled entertainment within the limits of responsible and customary business practice. Please see “Gift, Entertainment, Hospitality” below for additional guidelines in this area.

Relationships with Competitors

The Company is committed to free and open competition in the marketplace and throughout all business dealings. Associates must avoid all actions that reasonably could be construed as being anti-competitive, monopolistic or otherwise contrary to laws governing competitive practices in the marketplace. This includes misappropriation and/or misuse of a competitor’s confidential information, tampering with a competitor’s products or making false statements about the competitor’s business and business practices.

6. COMPLIANCE WITH LAWS AND REGULATIONS

Each associate has an obligation to comply with the laws of the cities, states and countries in which the Company operates. The Company will not tolerate any activity that violates any laws or regulations applicable to the Company. This includes, without limitation, laws covering commercial bribery and kickbacks, copyrights, trademarks and trade secrets, information and data privacy, illegal political contributions, antitrust prohibitions, foreign corrupt practices, offering or receiving gratuities, environmental hazards, employment discrimination or harassment, occupational health and safety, false or misleading financial information or misuse of corporate assets. You are expected to understand and comply with all laws, rules and regulations that apply to your job position. If any doubt exists about whether a course of action is lawful, you should seek advice immediately from your supervisor and the Legal Department.

7. ANTITRUST LAWS

Antitrust laws of the EU and other countries are designed to protect consumers and competitors against unfair business practices and to promote and preserve competition. All associates should be familiar with the general principles of antitrust laws applicable to the jurisdictions in which they do business. Violations of antitrust laws carry severe consequences and may expose the Company and associates to substantial civil damages, criminal fines and, in the case of individuals, imprisonment. For more information, please read [VAG Antitrust Policy](#).

8. ANTICORRUPTION LAWS

Various countries in which the Company operates, have enacted laws, rules and regulations that prohibit bribery of government officials in international and national business transactions. The U.S. version of such is the Foreign Corrupt Practices Act (“FCPA”). Anticorruption laws generally prohibit companies and their officers, directors, associates, agents or other persons acting on behalf of the Company from corruptly providing, offering, promising or authorizing the conveyance of money or anything of value, including gifts, travel or entertainment, to a government official, directly or indirectly through third parties (including agents, consultants, joint venture partners or distributors), in order to influence a government official in his or her official capacity to obtain or retain business or obtain some other improper advantage. Certain laws, including the German Criminal Code (StGB) or the U.K. Bribery Act, extend the prohibition of making improper payments in business transactions to payments made to associates of purely commercial enterprises with no affiliation with the government. This is commonly referred to as “commercial bribery” and is also prohibited by the Company. All associates must abide by the FCPA and all applicable anticorruption laws. For more information, please read [VAG Anticorruption Policy](#) and [VAG AML Policy](#).

9. GIFTS, ENTERTAINMENT, HOSPITALITY

The giving and receiving of hospitality (including travel, lodging, meals and entertainment) is a common business practice. Appropriate business hospitality are courtesies designed to build relationships among business partners. However, hospitality must never compromise, or appear to compromise, the business relationship or your ability to make objective and fair business decisions. It is your responsibility to use good judgment in this area. As a general rule, you may give or receive hospitality to or from customers or suppliers only if the hospitality could not be viewed as an inducement to or reward for any particular business decision. Unless part of a Company sanctioned program, under no circumstances can hospitality, whether given or received, take the form of cash or cash equivalents (e.g., gift cards). All hospitality expenses must be properly accounted for on expense reports and they also have to be documented in our [GEH Tool](#). The following specific examples may be helpful:

Meals and Entertainment

You may occasionally accept or give meals, refreshments or other entertainment if they are:

- Reasonable in value (i.e., not extravagant / excessive) and appropriate to the circumstances;
- in accordance with customary courtesies; and
- related to a legitimate business purpose (i.e., directly related to the promotion, demonstration or explanation of products or services, or to the performance of a contract).

Prohibition of Gifts

Please note that our associates are prohibited from giving and accepting gifts in any form except for branded promotional items.

If there is no chance of refusing the gift (for example gift received per post), the gift has to be reported to Legal and Compliance.

Braded Promotional Items

Tangible branded promotional items (for example pens, caps, t-shirts, mugs, calendars, bags, key chains with company logo on it) are still allowed.

Hospitality through Third Parties

Hospitality may not be offered or exchanged, directly or through a third party, under any circumstances, to or with any associates of governments. If you conduct business in other countries, you must be particularly careful that hospitality are not construed as bribes, kickbacks or other improper payments.

NOTES: If you have questions regarding whether it is permissible to accept hospitality or something of value, contact your supervisor or the Legal Department.

10. DATA PRIVACY

The Company is subject to data privacy laws, including the EU's General Data Protection Regulation ("GDPR"). GDPR was designed to harmonize data privacy laws across the European Union in an effort to further protect EU residents' personal data. Personal data includes a person's name, home address, email address, usernames and passwords, identification card number or associate ID, location data, IP address, or any communication identifying an individual. GDPR places restrictions on how personal data can be collected, accessed, used, distributed and stored, and applies to all Company businesses receiving / processing the personal data of EU residents (including customers, associates (prospective, current and former), suppliers and other business partners), regardless of the business's geographical location. The Company is also responsible for ensuring its third party vendors that receive / process such personal data comply with GDPR. Violations of data privacy laws carry severe consequences and may expose the Company to substantial damages. All associates should be familiar with the general principles of data privacy, and must abide by GDPR.

NOTES: To further assist Company associates with understanding data privacy in general, and GDPR, the Company has created a standalone [Data Privacy Policy](#), and accompanying standard operating procedures.

11. TRADE CONTROLS

The Company is subject to various EU, and international trade regulations covering imports, exports and supply chain security. To ensure compliance, all shipments of product, software, or technical data must be cleared through the appropriate personnel at the originating facility. This requirement also applies to all samples, products, documents, or data to be hand-carried during foreign travel. Contact the Trade Compliance Department with questions regarding shipment or transport of product, software, or technical data. Associates whose jobs directly relate to international business are expected to have a working knowledge of the laws and regulations applicable to their job positions. The Company might also be subject to various anti-boycott laws and regulations that prevent companies and certain of their subsidiaries from taking action in support of a boycott imposed by a foreign country. Boycott laws often change and must be closely monitored. Associates should not rely on our representatives or agents to determine what constitutes compliance with such laws. To ensure compliance, any boycott issue must be referred to the Legal Department.

12. PROTECTION AND USE OF COMPANY ASSETS

All associates should protect the Company's assets and ensure their efficient use for legitimate business purposes only. Theft, carelessness and waste have a direct impact on the Company's profitability. The use of the funds or assets of the Company, whether for personal gain or not, for any unlawful or improper purpose is strictly prohibited. To ensure the protection and proper use of the Company's assets, each associate should:

- Exercise reasonable care to prevent theft, damage or misuse of Company property.

- Promptly report the actual or suspected theft, damage or misuse of Company property to a supervisor.
- Use the Company's voicemail, e-mail and other electronic communication systems for business-related purposes and in a manner that does not reflect negatively on the Company or its customers.
- Never use these systems for unlawful or illicit purposes, such as for gambling or to access pornography.
- Safeguard all electronic programs, data, communications and written materials from inadvertent access by others.
- Use Company property only for legitimate business purposes, as authorized in connection with your job responsibilities

13. COMPANY RECORDS

Accurate and reliable records are crucial to our business. Our records are the basis of our earnings statements, financial reports and other disclosures to the public. In addition, our records are the source of essential data that guides business decision-making and strategic planning. Company records include payroll, timecards, travel and expense reports, e-mail, accounting and financial data, measurement and performance records, electronic data files and all other records maintained in the ordinary course of our business. All Company records must be complete, accurate and reliable in all material respects. There is never a reason to make false or misleading entries. In addition, undisclosed or unrecorded funds, payments or receipts are strictly prohibited. You are responsible for understanding and complying with our record keeping policy. Ask your supervisor if you have any questions.

14. POLITICAL CONTRIBUTIONS AND ACTIVITIES

The Company encourages its associates to participate in the political process as individuals and on their own time. However, various contribution and lobbying laws severely limit the contributions the Company can make to political parties or candidates. It is Company policy that Company funds or assets shall not be used to make a political contribution to any political party or candidate. The following guidelines are intended to ensure that any political activity you pursue complies with this policy:

Contribution of Funds

You may contribute your personal funds to political parties or candidates. The Company will not reimburse you for personal political contributions.

Volunteer Activities

You may participate in volunteer political activities during non-work time. You may not participate in political activities during working hours.

Use of Company Facilities

The Company's facilities may not be used for political activities (including fundraisers or other activities related to running for office). The Company may make its facilities available for limited political functions, including speeches by government officials and political candidates, with Legal Department approval.

Use of Company Name

When you participate in political affairs, you must make it clear that your views and actions are your own, and not made on behalf of the Company. Company letterhead should not be used to send out personal letters in connection with political activities.

These guidelines are intended to ensure that any political activity you pursue is done voluntarily and on your own resources and time. Please contact the Legal Department if you have any questions about this policy.

15. PUBLIC COMMUNICATIONS

Public Communications Generally

The Company places a high value on its credibility and reputation in the community. What is written or said about the Company directly impacts our reputation. It is our policy to provide timely, accurate and complete information in response to public requests (media, analysts, etc.), consistent with our obligations to maintain the confidentiality of competitive and proprietary information and to prevent selective disclosure of market-sensitive financial data. To ensure compliance with this policy, all news media or other public requests for information regarding the Company should be directed to the Company's Director of Marketing.

16. ENVIRONMENT, HEALTH AND SAFETY

The Company is committed to providing a safe and healthy working environment for its associates and to avoiding adverse impact and injury to the environment and the communities in which we do business. Company associates must comply with all applicable environmental, health and safety laws, regulations and Company standards. It is your responsibility to understand and comply with the laws, regulations and policies that are relevant to your job. Failure to comply with environmental, health and safety laws and regulations can result in civil and criminal liability against you and the Company, as well as disciplinary action by the Company, up to and including termination of employment. You should contact the local management if you have any questions about the laws, regulations and policies that apply to you.

Environment

All Company associates should strive to conserve resources and reduce waste and emissions through recycling and other energy conservation measures. You have a responsibility to promptly report any known or suspected violations of environmental laws or any events that may result in a discharge or emission of hazardous materials. Associates whose jobs involve manufacturing have a special responsibility to safeguard the environment. Such associates should be particularly alert to the storage, disposal and transportation of waste, and handling of toxic materials and emissions into the land, water or air. These environmental standards must be complied with, as a matter of Company policy, even if there is no legal requirement in your location which compels such compliance.

Health and Safety

Numerous laws and regulations cover associate health and safety. The Company is committed not only to comply with all relevant health and safety laws, but also to conduct business in a manner that protects the safety of its associates. All associates are required to comply with all applicable health and safety laws, regulations and policies relevant to their jobs. If you have a concern about unsafe conditions or tasks that present a risk of injury to you, please report these concerns immediately to your supervisor or the Human Resources Department. For more information, please read [our Environmental, Social and Governance Policy](#).

17. EMPLOYMENT PRACTICES

The Company pursues fair employment practices in every aspect of its business. The following is intended to be a summary of our employment policies and procedures. Copies of our detailed policies are available from your Human Resources Department. Company associates must comply with all applicable labor and employment laws. It is your responsibility to understand and comply with the laws,

regulations and policies that are relevant to your job. Failure to comply with labor and employment laws can result in civil and criminal liability against you and the Company, as well as disciplinary action by the Company, up to and including termination of employment. You should contact the Legal Department or the Human Resources Department if you have any questions about laws, regulations and policies that apply to you.

Harassment and Discrimination

The Company is committed to providing equal opportunity and fair treatment to all individuals on the basis of merit, without discrimination because of race, color, religion, ancestry, national origin, sex, sexual orientation, gender identity, age, disability, genetic information, veteran status or other characteristic protected by law. The Company prohibits harassment in any form, whether physical or verbal and whether committed by supervisors, non-supervisory personnel or non-associates. Harassment may include, but is not limited to, offensive sexual flirtations, unwanted sexual advances or propositions, verbal abuse, sexually or racially degrading words, or the display in the workplace of sexually suggestive objects or pictures. If you have any complaints about discrimination or harassment, report such conduct to your supervisor or your Human Resources Department. All complaints will be treated with sensitivity and discretion. Your supervisor, the Human Resources Department and the Company will protect your confidentiality to the extent possible, consistent with law and the Company's need to investigate your concern. Where our investigation uncovers harassment or discrimination, we will take prompt corrective action, which may include disciplinary action by the Company, up to and including termination of employment. The Company strictly prohibits retaliation against an associate who, in good faith, files a complaint. Any member of management who has reason to believe that an associate has been the victim of harassment or discrimination or who receives a report of alleged harassment or discrimination is required to report it to the Human Resources Department immediately.

Substance Abuse in the Workplace

The Company is committed to maintaining a drug-free work place. All Company associates must comply strictly with Company policies regarding substance abuse in the workplace. Possessing, using, selling or offering illegal drugs and other controlled substances is prohibited under all circumstances while on duty or on the premises of the Company. Likewise, you are prohibited from reporting for work, or driving a Company vehicle or any vehicle on Company business, while under the influence of alcohol or any illegal drug or impairing substance (including prescription or non-prescription drugs).

Violence Prevention and Weapons

The safety and security of Company associates is vitally important. The Company will not tolerate violence or threats of violence in, or related to, the workplace. Associates who experience, witness or otherwise become aware of a violent or potentially violent situation on Company property or affects the Company's business must immediately report the situation to their supervisor or the Human Resources Department. The Company does not permit any individual to have weapons of any kind on Company property or in Company vehicles, while on the job or off-site while on Company business, as consistent with applicable law. This is true even if you have obtained legal permits to carry weapons.

18. CONCLUSION

This Code of Business Conduct and Ethics contains general guidelines for conducting the business of the Company consistent with the highest standards of business ethics. If you have any questions about these guidelines, please contact your supervisor or the Legal Department. We expect all Company associates, regardless of their level or location, to adhere to these standards. Each associate is separately responsible for his or her actions. Conduct that violates the law or this code cannot be justified by claiming that it was ordered by a supervisor or someone in a higher management position. If you engage in conduct prohibited by law or this code, you will be deemed to have acted outside the scope of your employment. Such conduct will subject you to disciplinary action, up to and including termination of employment.