

**bioconstruct's  
CODE OF CONDUCT**

**VERSION 2025\_11**

**ADOPTED AND AGREED by the board of directors on Friday, the 14<sup>th</sup> November 2025**

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## **1.1. INTRODUCTION**

bioconstruct is an owner-managed company committed to conducting business in an ethical, transparent, and responsible manner. We believe that long-term success depends on respecting people, the environment, and the communities in which we operate.

The Company operates several internal policies to ensure that it is conducting business in an ethical and transparent manner. The Company requires all its sub-contractors and suppliers and any third parties who perform services for or on behalf of the Company to confirm (in writing) that they have policies and procedures in compliance with current regulations and good industry practice including but not limited to this Code of Conduct (hereinafter referred to as the "Code") and will provide copies of such policies and procedures upon request.

This Code seeks to outline the Company's conduct during its day-to-day activities. It applies to all employees, managers, and representatives of bioconstruct, as well as to suppliers and contractors working on our behalf.

The Company seeks to maintain the highest standards of propriety and professionalism and avoid being exposed to the suspicion of improper acts or compromising situations of a financial nature including receipt of extravagant hospitality.

The Company aims to implement systems and controls to ensure where possible all and any external partners (suppliers, consultants, contractors and other engaged parties representing the Company (referred to as the "Third Parties")) are compliant with this Code.

The board of directors, in particular Kai H Roth, is assigned to implement the Code, monitoring compliance with it and ensuring that systems and procedure are effective and that it is not violated.

Where our ESG standards and mandatory German law differ, we commit to applying whichever sets the higher standard.

## **1.2. STATEMENT**

- The Company does not accept use of slavery or child labour in its internal operations or within its supply chain across Third Parties. The Company shall not engage in bribery, corruption, fraud, and money laundering.
- Gifts and hospitality that the Company and its representatives offer and accept are transparently dealt with in accordance with the German law.
- The Company's Third Parties should not act in conflict with the Company's interests. The Company shall maintain a Conflict of Interests register.
- The Company and its Third Parties shall not use confidential information and/ or the personal data of the Company's representatives and Third Parties' employees without prior authorisation. The Company shall not inappropriately disclose confidential or personal information and must ensure it is duly managed and protected.
- The Company's representatives and Third Parties are obliged to report potential or actual breaches of the Code as is set out below.

If such a reported case is reviewed and found to be misconduct this can lead to:

- The requirement for remedial plans to rectify the breach, or potential breach; additional monitoring and or auditing of the party in breach and ultimately

- to the termination of contractual agreements with Third Parties, subject to contractual rights.
- Prosecution due to violation of law (including without limitation anti-bribery, corruption etc legislation) and consequent fines and/or imprisonment.

### **1.3. ANTI-BRIBERY AND ANTI-CORRUPTION**

The Company follows the principles and guidance of the German Anti-Corruption Act ("Gesetz zur Bekämpfung der Korruption" (KorrBekG) of 20.11.2015) when considering its conduct in relation to the below situations.

The Company shall comply with the law when offering or accepting a gift or hospitality from Third Parties and other external organisations.

A bribe is defined as the offering, promising, giving, accepting or soliciting of an advantage as an inducement for an action which is illegal and unethical.

A bribe includes money, gifts and hospitality, offer of a contract, political contributions, financing of lobbying activities as well as charities or any direct or indirect benefit or consideration.

A bribe is illegal under German law, and as such offering or requesting of a bribe of any amount directly or via third person is a criminal offence. Unless an organisation has adequate procedures in place to deter acts of bribery, its senior management could also be liable to be prosecuted, as well as the individual(s) concerned.

The Company should never allow itself to be put in a position where it could have the opportunity of, or be suspected of, offering and/or accepting bribes or inducements to/from Third Parties and/or Authorities or other individuals/ organisations for the request and/or receipt of special services, treatment or favours.

Corruption is an abuse of a position of trust in order to gain an undue advantage. The risks of corruption are not always obvious. Accordingly, the directors, managers and the Company's representatives shall always follow the principles set out below:

- Do not make payments to someone (or favour them in any other way) if you know that this will involve someone in the misuse of their position (or them performing their functions improperly).
- Do not misuse your position (or perform your functions improperly) in connection with payments (or other favours) to yourself or others.
- Do not deliberately use advantages to try to influence public officials for business reasons.

Facilitation Payments (otherwise known as "grease payments") typically involve a small payment to a government or public official, whether directly or indirectly, to allow some administrative procedure to occur more quickly or at all, e.g., issuing permits or licenses. Facilitation payments to an Authority representative or Public Official is prohibited and may be considered illegal and treated as a bribe. Hence, the Company has a zero-tolerance policy for this activity.

If a Company or Third-Party representative believe that there has been an incident related to bribery and corruption, please refer to the Whistleblowing section below for further guidance on reporting serious concerns and contact details.

#### **1.4. POLITICAL CONTRIBUTIONS AND CHARITIES**

Any political donation or charitable donation made by the Company and any donations made by the Company in supporting the communities in which it operates shall be approved by the Company's Board.

If a Company or Third-Party representative believes that there has been an incident related to political contributions, please refer to the Whistleblowing section below for further guidance on reporting serious concerns and contact details.

#### **1.5. FRAUD AND MONEY LAUNDERING**

Fraud is theft, misappropriation of assets or false accounting, and/or making fraudulent statements for personal gain, and is a crime.

The Company does not tolerate fraud of any kind.

Examples of fraudulent activities include (without limitation):

- theft of the Company property, including data or information.
- forgery or alteration of documents.
- purposeful destruction of records.
- falsification of expense claims or invoices.
- Misrepresentation of any kind of material information about The Company to its Board of Directors, Investors, or any regulatory authority

Money laundering is a crime by way of concealing the nature of illegal funds or by way of making them look legal.

Money laundering is often associated with other financial crimes such as bribery, fraud, and / or tax evasion.

The Company shall not participate in any transaction if they know or suspect that fraud or money laundering is taking place.

The Company will manage the fraud and money laundering risk by:

- the design, implementation, and maintenance of internal controls to prevent and detect fraud.
- investigating all incidences of actual, attempted, or suspected fraud, and all instances of major control breakdown.
- encouraging Third Parties to be vigilant and raising fraud-awareness at all levels.
- ensuring controls are complied with.
- ensuring Third Parties have effective confidential reporting mechanisms.
- taking appropriate legal and/or disciplinary action against perpetrators of fraud and/or money laundering.
- co-operating with the appropriate authorities in the investigation and prosecution of those suspected of fraud and/or money laundering.

If a Company or Third-Party representative believes that there has been an incident related to fraud and money laundering, please refer to Whistleblowing section below for further guidance on reporting serious concerns and contact details.

#### **1.6. GIFTS AND HOSPITALITY**

A **'gift'** is any item of cash or goods which is provided for personal benefit at less than its commercial value.

The Company's representatives shall be aware that gifts offered by them to Third Parties and/or Authorities or accepted by them from Third parties might place the Company in a position of misconduct even if/when offered and accepted in innocence, as others may misconstrue the intention behind such gifts.

If a Company representative is offered a gift by a Third Party or other person, or is thinking of offering the same to representatives of a Third Party, the Company's representative shall be mindful of the below:

- The receipt/offering of gifts to/from Third Parties where value of such gift does not exceed 50€ and is not of a repeated nature is acceptable and registration of those in the Company's Gifts and Hospitality Register is not required.

**Hospitality'** is defined as food, drink, entertainment, or other services provided for personal benefit at less than their commercial value.

A Company representative may offer conventional hospitality to representatives of Third Parties or sometimes receive conventional hospitality or attend, in an official capacity, a non-extravagant social event organised by Third Parties for promotional or influential purpose subject to the provisions below.

The following forms of hospitality should be avoided (either offered or received):

- Inducements that could lead to a contractual position between the Company and a Third Party.
- Travel and accommodation expense and offers to attend high-value social functions.
- Repeated (more than once) acceptance of meals, tickets, and invitations to sporting, cultural or social events, particularly from the same source.

If a Company representative is offered hospitality by a potential or existing Third Party or other person, or is thinking of offering the same to representatives of the Third Parties, the Company's representative shall be mindful of the below:

- The receipt/offering of hospitality to/from Third Parties where value of such hospitality does not exceed €150 per head] and is not of a repeated nature is acceptable and they should be registered in the Company's Gifts and Hospitality Register.
- The receipt/offering of hospitality to/from Third Parties exceeding the value of €150 per head shall be referred to the Company's Board for advice upon whether such hospitality can be accepted, refused, or offered and the applicable communication with the representatives of Third Parties/ Authorities who is proposing the gift/reward/hospitality or will be receiving it, if accepted it shall be recorded in the Company Gifts and Hospitality register.

Providing business gifts, hospitality and/or entertainment to an Authority representative or Public Official is prohibited and may be considered a bribe.

In the interests of openness and integrity, the Company's Gifts and Hospitality Register M:Verwaltung\ESG\overview\HospitalityGiftRegister\_KR\_251111.xls is where all gifts and hospitalities received and offered shall be recorded.

The purpose of the Register is to protect the Company and its representatives from accusations of impropriety.

If a Company representative or Third Party' representative believes that there has been a breach of policy related to gifts and hospitality, please refer to Whistleblowing section below for further guidance on reporting serious concerns and contact details.

#### **1.7. CONFLICTS OF INTEREST**

A conflict of interest is case when private interests are conflicted or seem to be conflicted with the interests of the Company.

The Company expects all its representatives and Third Parties' representatives to disclose any potential conflicts of interest so that these can be properly considered, and action taken if needed.

Not declaring a potential conflict of interest can become a problem if an issue later arises.

If a Company's representative has spouse/partner, children, parents, siblings, other close relatives/ friends who work for a Third Party and/or hold decision-making position with a Third Party and/or offer/receive gifts and hospitality because of such position such relationship should be disclosed to the Company's Board as this would be potentially considered a conflict of interest.

If a Company or Third-Party representative believes that there has been a breach related to conflicts of interest, please refer to Whistleblowing section below for further guidance on reporting serious concerns and contact details.

#### **1.8. ANTI-SLAVERY AND HUMAN TRAFFICKING**

Modern slavery and human trafficking are deemed criminal offence as are a violation of fundamental human rights.

Modern slavery means slavery, forced and compulsory labour, bonded and child labour where victims are forced against their free will into providing work or services.

Human trafficking comprises a situation where a person arranges or facilitates the travel of another person with a view to that person being exploited against their free will.

The Company does not tolerate slavery, human trafficking, or forced labour conditions of any kind.

The Company prohibits the use of modern slavery or human trafficking in the Company's operations and supply chain by means of rigid and transparent due diligence process, tender and procurement processes, and procedures.

If a Company or Third-Party representative believes that there has been an incident related to modern slavery and human trafficking by engaged Third Parties or supply chain, please refer to Whistleblowing section below for further guidance on reporting serious concerns and contact details.

#### **1.9. CYBERSECURITY, CONFIDENTIALITY AND DATA PROTECTION**

The Company shall comply with the German law in relation to data protection and shall store personal data responsibly and securely and only use it for the disclosed purposes with prior authorisation of such person.

Personal data includes any data by which, alone or in conjunction with other data, a person may be uniquely identified. Examples include, without limitation, full names, bank details, addresses, date of birth, telephone numbers and email addresses.

If a Company or Third-Party representative believes that there has been an information security incident, please refer to Whistleblowing section below for further guidance on reporting serious concerns and contact details.

## **1.10. WHISTLEBLOWING PROCEDURE**

### **1.10.1. Company's representatives**

The Company wants to make sure that all and any of its representatives and Third Parties work in an environment where they are able to raise legitimate concerns about any wrongdoing without fear of criticism, discrimination or reprisal.

The Company's representatives are entitled to raise a serious concern about something that has happened, that is happening at the moment, or that they suspect is about to happen in relation to the Company.

All concerns must be reported in good faith. If it is found out that a reported concern is a malicious allegation, this may result in disciplinary action to one submitting such concern.

Alternatively, any reporting can be conducted anonymously.

Concerns shall be reported using the contact details provided in the General Rules of Employment at bioconstruct ("M:\Verwaltung\Interne Anweisungen\ aktuell\ Pflichtlektüre\01\_Interne Arbeitshinweise\_MH\_250429.pdf"), in which the Whistleblowing reporting is referred to in section 18.

The email is **info@dso-datenschutz.de**

### **1.10.2. Stakeholders and Communities**

The Company is committed to appropriate stakeholder and community engagement and acknowledge the potential for grievances to be raised associated with Company's activities.

Such grievances include concerns or complaints raised by an individual or a group within stakeholders and communities affected by the operations of Company. Both concerns and complaints can result from either real or perceived impacts of a Company's operations.

This grievance mechanism is designed to enable stakeholders (including community members) to register concerns and grievances, either real or perceived, with the aim of these being resolved.

If an individual, or group of stakeholders have a potential concern and/or grievance associated with our activities, please email us at:

**info@bioconstruct.de**

The Company will then proceed to handle grievance as follows:

- Will enter the grievance into a complaints log and assign a number / tracker.
- The grievance will be assessed and assigned to an appropriate representative of the Company to classify it into a category such as environmental, cultural heritage, land disturbance, health and safety, noise, dust, traffic etc.

If the alleged grievance or whistleblowing is not related to of the Company's activities, or is outside the scope of this policy, the Company reserves the right to reject the claim, and after a response, below, no further action will be taken.

- Within 14 business days of receiving the grievance the designated Company's representative will write back to the complainant, acknowledge their grievance, and provide information of future steps and timings for resolution and actions.

If any additional information is required to help reach a resolution, consideration of community preferences, or opportunities for stakeholder engagement, this will be requested by the Company.

- The Company will decide (in its sole discretion) if it deems it necessary to engage specialist technical advisors to identify underlying causes and potential solutions.
- If required the Company will implement an action plan, to remedy the incident and/or prevent similar incidents occurring in the future.
- If an action plan is required, the Company will monitor the plan and continue to implement measures to help prevent the grievance from reoccurring.
- If the complainant/community is not satisfied with the resolution, the Company may choose to escalate it to a third party for mediation for further investigation.

Concerns that may be considered and investigated include, but are not limited to:

- criminal activity
- failure to comply with any legal or regulatory requirements.
- financial malpractice, impropriety or fraud
- bribery or corruption
- non-financial misconduct
- unauthorised disclosure of confidential information
- dangers to health & safety or the environment
- the deliberate concealment of any of these

### **1.11. DISCIPLINARY SANCTIONS**

Any proven instance of a Company representative violating the terms set out in this Code of Conduct is likely to be considered an act of gross misconduct and we would expect their employer to take the appropriate disciplinary action. Any Third Parties who perform services for or on behalf of the Company and breach this Code of Conduct, if relevant, will be reported to the appropriate authorities and the Company reserves the right to terminate their appointment, subject to the contractual rights in place.

This Code of Conduct will be made available to the Company's representatives and Third Parties.

## 1.12. REVIEW AND CONTACT DETAILS

This Code comes into force from the date is it approved by the Board of Directors and will remain valid for 5 years unless it is reviewed and amended earlier.

Signed for and on behalf of the board of directors of

Bioconstruct GmbH



Kai H Roth, 15<sup>th</sup> November 2025

Director