



Aareal Bank
Group

Code of Conduct

Code of Conduct for Suppliers to Aareal Bank Group

agreed between

XXX

– hereinafter referred to as the “Supplier” –

and

XXX

– hereinafter referred to as “Aareal Bank Group companies” or the “Principal” –



I. PREAMBLE

Aareal Bank Group's success depends not least on the trust placed in it by its clients, business partners, shareholders, investors and employees. This Code of Conduct for Suppliers provides an additional basis for maintaining and extending this trust.

It defines the principles adopted and requirements set out by the Principal and companies affiliated with it in accordance with section 15 of the German Stock Corporation Act (Aktiengesetz – AktG) ("Aareal Bank Group") that providers of products and services must meet with respect to their responsibility for people and the environment.

Aareal Bank Group expects its suppliers to comply with the following values and principles themselves and to ensure that their pre-suppliers also do so.

II. COMPLIANCE WITH STATUTORY REQUIREMENTS AND ETHICAL BEHAVIOUR

It goes without saying for Aareal Bank Group companies that their suppliers must respect and observe the laws and official regulations that apply in their jurisdictions. Aareal Bank Group's suppliers should behave lawfully, honestly and in an ethically correct manner. This means in particular that they should act in a responsible, careful, prudent, competent and committed manner, and that they should not be guided by irrelevant considerations. Among other things, the Supplier is required to ensure fair pay and to observe the national statutory minimum wage, i.e. it shall not employ, have employed, or tolerate the employment of anyone who has not yet reached the minimum age of 15, or 14 in cases in which such persons work in countries that are covered by the exception for developing countries provided for in Convention 138 of the ILO (International Labour Organization), under which the minimum age can be reduced to 14.



III. BRIBERY AND CORRUPTION

Areal Bank Group companies support international efforts to prevent bribery and corruption, and expect their suppliers not to tolerate any form of corruption and to actively pursue anti-corruption measures within their own organisations.

IV. MONEY LAUNDERING AND TERRORIST FINANCING

Areal Bank Group companies are committed to the goal of preventing and combating money laundering and terrorist financing. They only do business with partners who have been properly identified. In line with this, they expect their suppliers to comply with the relevant statutory anti-money laundering provisions and not to participate in money laundering.

V. RESPECT FOR EMPLOYEES AND THIRD PARTIES

Suppliers shall not employ anyone against their will and shall respect all persons regardless of their ethnic origin, religion, ideology, disabilities, sexual identity, gender or age. They shall respect their dignity, rights and privacy, and shall take pains to be aware of and understand the beliefs and needs of others.

Suppliers shall have taken appropriate measures (e.g. in the form of internal guidelines and standards, by implementing processes and by entering into agreements with their contract partners) to ensure that no forced labour, slavery or human trafficking takes place either in their own businesses or in their supply chains [see the UK's Modern Slavery Act].

Insofar as is legally permissible, suppliers shall recognise employees' rights to freedom of association and employees shall not be put at either an advantage or a disadvantage as a result of their membership of labour organisations or trades unions.



VI. ENVIRONMENTAL PROTECTION AND SAFETY

Taking responsibility for the environment is a matter of course for Aareal Bank Group companies' suppliers. This means not only that they observe environmental protection legislation, but that they also take pains to protect natural resources and to identify and give preference to environmentally friendly solutions.

Additionally, the Supplier shall accept its health and safety responsibility with respect to employees, shall ensure compliance with the statutory maximum working times, and shall take all necessary precautionary measures to prevent accidents and occupational diseases.

VII. COMPLIANCE

Aareal Bank Group companies are entitled to demand written information about compliance with the Code of Conduct by the Supplier once a year after appropriate advance notice, as well as ad hoc where there are indications of more than minor infringements. All requests for information should be made in writing and should protect the Supplier's legitimate interests, and in particular its operating and business secrets, as well as respecting employees' rights, especially in the area of data protection.

Aareal Bank Group companies are entitled to cancel individual contracts or all contracts with the Supplier without notice in writing if the Supplier seriously infringes the Code of Conduct and further cooperation would be unreasonable. Serious infringements of the Code of Conduct include in particular infringements of the prohibition against child labour, bribery and corruption. In the case of other infringements of the Code of Conduct, the Principal is entitled to exercise the above-mentioned right of termination if the Supplier has been given an opportunity to eliminate the infringement within a reasonable period and this period has expired without the infringement having been eliminated. This Code of Conduct does not affect any other contractually agreed rights or claims existing between Aareal Bank Group companies and the Supplier.



Place, Date
for the **Principal**

Name:
Titel:

Name:
Titel:

Place, Date
for the **Supplier**

Name:
Titel:

Name:
Titel: