

Code of Conduct

The Bertelsmann Code of Conduct

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1.0 Foreword

Dear Colleagues,

Entrepreneurial responsibility and integrity are essential elements of Bertelsmann's corporate culture. We aspire to be commercially successful in compliance with all internal and external rules and regulations.

For us, the Executive Board, compliance is a priority. And for this, we need your support. We can only ensure comprehensive compliance by working together. As members of the Bertelsmann Executive Board, we are aware of our function as role models in this regard.

The relationships among our employees, and with our business partners, are defined by mutual respect and trust. We do not tolerate violations of the law, and harassment or discrimination are prohibited.

This Bertelsmann Code of Conduct outlines standards for our business activities, includes a guide for making difficult decisions and provides an overview of contact persons who are available to answer questions and with whom to raise concerns. All of us at Bertelsmann—Supervisory Board, Executive Board, employees at all levels—are obligated to adhere to the principles defined in this Code.

At Bertelsmann, we place great value on entrepreneurial freedom, and we trust our employees to use this freedom responsibly. Openly addressing potential issues is expressly welcomed. It is the responsibility of all managers to be open to discussions about company practices, the working environment, their own conduct, or the conduct of other employees.

Should you have a problem or notice an issue, there is always someone who can help you — locally or through alternative channels, which are described in this Code of Conduct.

We thank you for contributing to the compliance culture at Bertelsmann through your personal conduct.

The Executive Board



A handwritten signature in blue ink, appearing to read 'Thomas Rabe'.

Thomas Rabe
Chairman and Chief Executive Officer of Bertelsmann and Chief Executive Officer of RTL Group



A handwritten signature in blue ink, appearing to read 'Markus Dohle'.

Markus Dohle
Chief Executive Officer of Penguin Random House



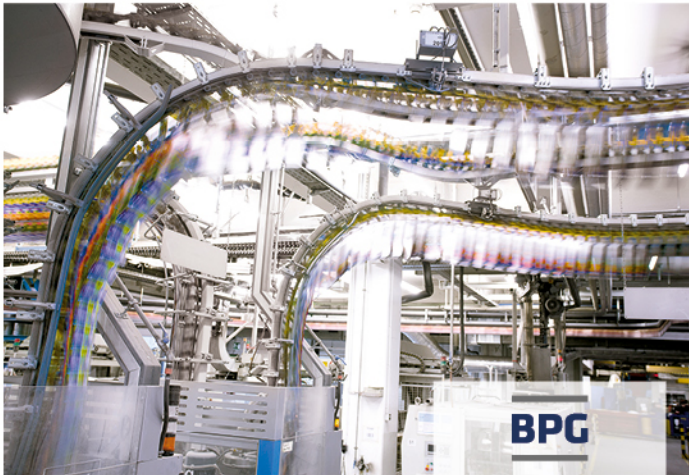
A handwritten signature in blue ink, appearing to read 'Rolf Hellermann'.

Rolf Hellermann
Chief Financial Officer of Bertelsmann



A handwritten signature in blue ink, appearing to read 'Immanuel Hermreck'.

Immanuel Hermreck
Chief Human Resources Officer of Bertelsmann



2.0 Principles



2.1

Basic requirements

2.1.1

Compliance with the law

- Compliance with all applicable laws and regulations is a matter of course for us and critically important to the success of our companies worldwide. Any violation of laws or regulations can have severe consequences for both the company and its employees, such as criminal convictions, disciplinary actions, fines, and reputational damage.
- We investigate all reports of misconduct. Violations are stopped and appropriate measures are taken.
- Managers (employees with budget or personnel responsibilities) in particular must be familiar with the fundamental laws, regulations, and corporate policies that are relevant to their areas of responsibility.
- In specific countries, industries, or markets, as well as with specific business partners, stricter rules than those described in this Code of Conduct may exist. In such cases, employees shall apply the stricter standard.
- If there is any doubt whether a decision is legally sound, the relevant legal department or another appropriate person listed in section 4 (“Raising concerns and reporting violations”) shall be consulted for assistance and clarification.

We comply with all applicable local, national and international laws and regulations wherever we do business.

2.1.2

Freedom to speak up

- Being able to speak up freely helps to prevent misconduct, and to detect and correct it, should it occur. We encourage critical and imaginative thinking and value an open work environment where employees can approach their supervisors or senior management to raise issues or voice criticism without any concerns. Managers encourage open dialogue, support their employees and address their concerns in a fair and impartial manner.
- Intimidation or retaliation against employees who report suspected or actual misconduct in good faith will not be tolerated. "In good faith" means that an individual believes that what he or she asserts is true, whether or not a subsequent investigation proves that report to be true.
- Knowingly making an untruthful report of misconduct with the aim of willfully and falsely accusing another person constitutes a compliance violation and will result in appropriate measures being taken.
- If employees feel uncomfortable raising concerns with a contact person in their local working environment, or if doing so has been ineffective, they are encouraged to contact one of the persons listed in section 4 ("Raising concerns and reporting violations").

We encourage our employees to speak up freely and without fear of retaliation. Retaliation against individuals who raise good-faith concerns about misconduct occurring in the company is prohibited.

2.1.3

Mutual respect and trust

- Every individual shall be treated fairly, respectfully and with dignity. We are committed to diversity, inclusion, and equal opportunities and encourage a respectful and tolerant workplace in which everyone's unique value is recognized. Sexual harassment, discrimination, racism, bullying, abuse of power, intimidation, threats, or any other form of harassment are not tolerated.

We treat each other with mutual respect and trust and do not tolerate harassment or discrimination.

- We do not allow discrimination on the basis of race, national or ethnic origin, gender, gender identity or gender expression, sexual orientation, pregnancy, marital or parental status, age, disability, religion or belief, or any other characteristic specified under applicable anti-discrimination law or company policy.



2.1.4

Conflicts of interest

We disclose potential or actual conflicts of interest and resolve them as quickly as possible.



More information can be found in the Bertelsmann Guidelines on **Anti-Corruption and Integrity**.

- In our day-to-day work we may be faced with situations in which a business decision that is in the best interest of the company is in conflict with our personal interests.
- A conflict of interest can make it difficult to make impartial decisions that are in the best interest of the company.
- Employees with a potential or actual conflict of interest must quickly disclose it to their supervisor or their company's senior management for prompt resolution.

2.1.5

Protection of company assets

- We treat company assets of all kinds, such as products, work materials, IT equipment, or intellectual property, carefully and responsibly.
- Company assets are used for their intended business purposes and not for unreasonable or improper personal purposes.
- Every form of fraud, embezzlement, theft, misappropriation, or tax evasion is prohibited, regardless of whether company assets or third-party assets are affected.

We treat company property and other company assets responsibly.



2.2

Corporate responsibility

2.2.1

Human rights

- We respect the human rights, individual rights, and dignity of employees and all third parties.
- We uphold both the right to freedom of association and the right to engage in collective bargaining in accordance with applicable laws and regulations.
- Forced or child labor, all forms of modern slavery and human trafficking, and any form of exploitation are prohibited at Bertelsmann, and we strictly comply with applicable laws.

We are committed to the principles of the Universal Declaration of Human Rights and the United Nations' Global Compact. We likewise expect our suppliers and business partners to share and commit to these values.

2.2.2

Fair and healthy working conditions

- We comply with regulations that ensure fair working conditions, including those regulating compensation, working hours, and privacy.
- Our compensation systems are consistent and transparent. They ensure remuneration that reflects the market, function and performance, while also considering conditions that are specific to the business.
- We comply with all applicable health and safety laws and standards and provide a healthy and safe workplace for our employees.

Ensuring fair working conditions and a safe and healthy workplace is an integral part of our corporate culture.

2.2.3

Environment and climate protection

- We comply with all applicable environmental regulations and with our internal environmental guidelines, for example regarding climate protection and paper procurement.
- We strive to increase our resource and energy efficiency in the production and distribution of our products and services, to minimize negative impacts on the environment, and to achieve climate neutrality by 2030.
- We procure and use resources such as energy and water responsibly.

Protecting the environment and the climate is an essential part of our corporate responsibility.

Climate Neutral by
2030



2.3

Business partners and third parties

2.3.1

Dealings with business partners

- Our business partners (such as customers, clients, suppliers, agents, and consultants) expect to be able to rely on Bertelsmann as a business partner that complies with the law. This also requires us to be well informed about our contractual obligations towards our business partners.
- We carefully check the identity and integrity of potential business partners (due diligence). If in this process, or later in the course of collaboration, we find that the business partner engages in inappropriate or illegal business practices, we immediately consult the Integrity & Compliance department.
- We make fair and unbiased procurement decisions based on objective criteria such as quality, price, service, reliability, availability, technical performance, contract fulfillment, resource and energy efficiency, and environmental impact.
- We take adequate measures to ensure that transactions with third parties do not violate current economic embargos, sanction lists, or regulations of trade, import or export controls, or regulations for the prevention of terrorism financing.
- We comply with our obligations regarding the prevention of money laundering and minimize general money laundering risk by conducting adequate due diligence of third parties.

We act with integrity in our dealings with others, and also expect our business partners to obey the law.



For more information, see the Bertelsmann Guideline **BeTrade Compliance**.



2.3.2

Anti-corruption and anti-bribery

- We do not tolerate offering or accepting bribes, in any form, whether to or from public officials or business partners.
- Gifts and hospitality are permissible under certain conditions, provided that they are either associated with promotional measures or are intended to foster business relations or present products or services.
- Such advantages may only be given or accepted if they serve a legitimate business purpose and are not intended as compensation in exchange for an unlawful or improper advantage. The advantage must not have an unreasonably high value and must not exceed the limits of customary business practice or the recipient's normal standard of living. When accepting or offering gifts or entertainment, the internal rules, in particular the approval requirements, must be observed.
- Donations and sponsoring activities are generally permitted but must not be used to obtain an unlawful business advantage. We do not conceal any benefits or advantages that could lead to corruption risks.

We condemn all forms of
corruption and bribery.



For more information, see the Bertelsmann
Guidelines on **Anticorruption & Integrity and
Donations, Sponsoring & Memberships.**

2.3.3

Fair competition

We are committed to the principle of fair competition. We comply with applicable antitrust and competition laws and consult with the Bertelsmann Legal department on antitrust and competition issues.



For more information, see the Bertelsmann Guideline on **Antitrust Law Compliance**.

- In virtually all countries, laws prohibit relationships or arrangements with competitors, suppliers, distributors, or dealers that may interfere with competition in the marketplace. These laws apply to a wide range of activities, including price fixing, allocations of customers or sales territories between competitors, anti-competitive boycotts, and other unfair methods of competition.
- We put a stop to any infractions without delay.

2.3.4

Governmental and regulatory relations

- Business relationships with governmental bodies are often subject to particularly strict requirements. In all our dealings with government and regulatory authorities and officials, we conduct ourselves honestly and transparently and comply with applicable laws and our internal rules. Dealings with governmental entities may occur, for example, in the ordinary course of business (obtaining necessary licenses or approvals or entering into contracts), while engaging in political lobbying, or when responding to governmental or regulatory requests or inquiries (including subpoenas, investigations and legal proceedings).
- We do not offer gifts to public officials. We limit invitations to public officials to low-priced hospitality and obtain the necessary guidance and approvals in advance.
- In the event of governmental inquiries of any kind, the company's senior management and the relevant legal department must be contacted immediately.
- If an official license is required (either for the entity or for an employee) we do not conduct any business activity in the respective business area until we have obtained this license. If a license is revoked or expires (including applicable grace periods, where applicable), we will stop the business activity until it has been reissued.

We maintain proper and legally irreproachable relations with all governmental and regulatory authorities.



For more information, see the Bertelsmann Guidelines on **Anticorruption & Integrity**.

2.3.5

Product safety

We develop and produce safe products for our customers.

- We are committed to providing our customers with safe, high-quality products.
- Our products must not contain defects or unsafe features that could have adverse effects on health or property.



2.4

Content, information and finance

2.4.1

Independent reporting and content responsibility

- Editorial and journalistic independence is the foundation of our publishing, reporting and broadcasting activities in digital media, radio, and television.
- We are aware that as a media company we can influence public opinion and we handle that responsibility carefully. We are committed to the truth and the highest degree of transparency in our reporting.
- We can cite reporter's privilege in refusing to give testimony or provide information to protect our sources at any time, provided that such privilege exists under local law.
- We do not exert internal influence on journalistic news reporting and do not succumb to external political or economic influence.
- We do not let advantages given by external parties, such as discounts for members of the press, influence our journalistic work.
- We comply with existing rules regarding the separation of editorial content and commercial advertising.
- Senior management in particular does not interfere with editorial decision-making or restrict the independence of our editorial staff.
- Editorial journalistic staff are committed to respecting privacy and to the accurate and responsible treatment of information, opinion, and images.
- We place a great importance on the protection of children and youth in our production and distribution of content, and we comply with the relevant restrictions.
- Fictional content and content intended for entertainment purposes can also influence public opinion. We recognize this responsibility and treat it with care.

We observe editorial and journalistic independence and are aware of our responsibility regarding the content we produce and distribute.

2.4.2

Protection of intellectual property

- As a media company, the protection of intellectual property is of particular importance for our business.
- Protected intellectual property includes any products of the human mind irrespective of their commercial value. This includes, but is not limited to, literary and journalistic works, music, films, TV programs, visual works, and software and its components. Intellectual property is protected under relevant laws (copyright, trademark, or patent rights) or as a trade secret.
- Intellectual property infringement includes, but is not limited to, the display, distribution, or performance of copyrighted material without permission and the unauthorized creation and distribution of copies of protected intellectual property.

We respect and protect all forms of intellectual property and protected content.

2.4.3

Data privacy and protection

- When we collect, retain, process, or transmit personal data (such as names, addresses, phone numbers, dates of birth, health information) relating to employees, customers, or other third parties, we do so with great care and strict confidentiality and in compliance with applicable law and policy.
- Employees involved in the collection, retention, processing, or transmission of personal data receive advice and support from the relevant legal departments and data protection officers.

We collect, retain, process, and transmit personal data and information in compliance with applicable law and policy.

2.4.4

Financial integrity

- All transactions and records relating to our business must be maintained accurately and properly. All transactions, assets and liabilities must be properly documented and, recorded in accordance with the Bertelsmann SE & Co. KGaA Financial Reporting Guidelines and legal requirements.
- Proper recordkeeping requires high standards of accuracy, completeness, and accountability in all business dealings.
- Financial accounts, documents, contracts, and other company information may not knowingly include incorrect or misleading entries.
- We comply with tax regulations and fulfill our tax obligations. For any questions we consult the Bertelsmann Tax department.

We conduct our business and manage recordkeeping and financial reporting properly and with transparency.



For more information, see the [Bertelsmann Group Tax Guidelines](#).

2.4.5

Insider trading

- The law prohibits the use of insider information when trading in securities or other tradable financial instruments as well as the disclosure of insider information to others for such purposes.
- Insider information is information about any circumstance that is not publicly known which, if made public, could significantly influence the price of, or market for, any securities or similar financial instruments. Examples of such circumstances include higher/lower earnings, major contracts, plans to merge with or acquire a company, important new products, or significant personnel changes in company management.
- The scope of the regulations on insider trading may vary from country to country. Employees faced with such a situation should seek the advice and support of the relevant legal department.

We comply with applicable insider trading laws and company policy regarding insider information about our own or other businesses.



For more information, see the Bertelsmann Guideline on **Capital Market Compliance**.

2.4.6

Statements regarding products and services

- We always make truthful statements about our products and services.
- Misleading or false information regarding products or services can harm our customers as well as our reputation. This violates our principles and is prohibited

When marketing and advertising our products and services, we do not make intentionally misleading or false statements.



2.4.7

Information technology use and security

- In our daily business, we use information technology and process data on a regular basis. This requires appropriate security practices (password protection, approved technology, and licensed software) to protect intellectual property and personal data. Ignoring appropriate security practices can lead to serious consequences, such as data loss, theft of personal data, or copyright infringement.
- Because digital information can be distributed rapidly, and is easily replicated and practically indestructible, we exercise care in the content of any e-mails, recorded voice-mails, attachments, or downloaded information that we receive or send.
- We commit to using company-provided IT systems for legitimate business purposes and not for unreasonable or improper personal use.

We make proper business use of workplace information technology and help to protect systems and equipment against internal and external threats and abuse.

2.4.8

Confidentiality and communication

- Confidential information is non-public information that is intended for specific recipients only, not for internal dissemination or external release. It may involve records, reports, contracts, financial and personnel data, investigations, disputes, court records, creative work, intellectual property, or plans relating to business or products.
- Discussing confidential information in public places or engaging in unauthorized sharing of company or customer information with third parties constitutes a breach of confidentiality obligations and may constitute a violation of applicable antitrust laws.
- In particular, employees with access to especially sensitive information (including information relating to the areas of finance, human resources, employee representation, legal, mergers and acquisitions, corporate communications, corporate development, and insider information on other companies) must observe strict confidentiality, even with colleagues.
- When using social media we are aware of our responsibility to our company's reputation. We do not share confidential or sensitive company information and we respect the privacy of our colleagues and business partners.
- We comply with Bertelsmann's One Voice Policy and immediately refer media inquiries to Corporate Communications or the responsible press office.
- Bertelsmann employees are provided with comprehensive, transparent, and up-to-date information about the company in accordance with our rules concerning confidentiality.

We protect confidential information from unauthorized disclosure and use. We protect the reputation of our company in our public statements.



For more information, see the Bertelsmann One Voice Policy Guidelines for Public Statements.

3.0 Decision- making guide



3.0

Decision-making guide

If you are ever uncertain whether a particular action or decision complies with the requirements of the Code of Conduct, ask yourself the following questions.

If you can confidently answer yes to each of these questions, it is likely that your action or decision is appropriate. Should you have any doubts regarding one of these questions, then you should consult one of the contact persons listed in the next section.

To the best of my knowledge, have I taken all relevant factors into account and carefully considered them?

Can I assume that my decision complies with legal and internal requirements?

Can I make an impartial decision that is in the best interest of the company and free from any competing personal interests?

Can I make the decision in good conscience?

Could I easily defend my decision to third parties?



4.0

Raising concerns and reporting violations



4.0

Raising concerns and reporting violations

Concerns about workplace conduct can often be resolved by raising them constructively with the persons directly involved or by seeking assistance from local contact persons. Other issues, such as illegal business practices, might be better addressed confidentially with somebody outside your local environment. Retaliation against employees who raise concerns in good faith about suspected or

actual misconduct is prohibited (see 2.1.2 “Freedom to speak up”). When investigating reports of misconduct, the rights of everyone involved are protected and decisions on disciplinary measures are made fairly, appropriately, confidentially, and transparently.

The following resources are available both for employees and for third parties.



4.1

Contacts in your local working environment

You can contact a person in your local working environment to discuss questions regarding the Code of Conduct or to report violations of the Code of Conduct or Compliance guidelines; for instance:

- Your supervisor
- The senior management of your company
- Your local Compliance Officer or Compliance Manager
- The Human Resources, Legal, Finance or Audit departments,
- or, if applicable, your employee representatives.

You can find a list of people to contact for each Bertelsmann subsidiary on the Bertelsmann Intranet.

4.2

Contacts in the Bertelsmann Corporate Center

If you are uncomfortable addressing your concern locally, or if doing so has been ineffective, you may also contact the appropriate department at the Bertelsmann Corporate Center, in particular the Integrity & Compliance department. Your concern will be handled with the greatest possible regard for confidentiality and in compliance with all applicable data protection requirements. All reports of suspected compliance violations will be investigated.

Integrity & Compliance

Germany:

Phone +49 (0) 52 41-80-76000

USA:

Phone +1 212 782-10 57

integrity@bertelsmann.com

www.integrity.bertelsmann.com

Corporate Audit

Phone +49 (0) 52 41-80-72239

audit@bertelsmann.com

Corporate Data Protection

Phone +49 (0) 5241 80-894 76

data-protection@bertelsmann.com

Corporate Legal

Phone +49 (0) 52 41-80-2192

legal@bertelsmann.com

Corporate Legal — Antitrust

Phone +49 (0) 52 41-80-2192

antitrust@bertelsmann.com

Corporate Human Resources

Phone +49 (0) 52 41-80-41800

corporateHR@bertelsmann.com

Corporate Tax

Phone +49 (0) 52 41-80-2237

tax@bertelsmann.com

Corporate Communications

Phone +49 (0) 52 41-80-71450

corporatecomms@bertelsmann.com

The postal address for all these departments is: Bertelsmann SE & Co. KGaA | Carl-Bertelsmann-Straße 270 | 33311 Gütersloh | Germany | www.bertelsmann.com

4.3

Speakup system

You may also report substantial violations against the Code of Conduct, particularly illegal business practices, using a Speakup system. The system is available in multiple languages and accessible by phone or internet. It allows for a confidential dialogue with the Bertelsmann Integrity & Compliance department, secured by special encryption and anonymous if desired.

www.reportconcerns.com

4.4

Ombudsperson

You may also contact an external ombudsperson appointed by Bertelsmann. The ombudsperson's role is to provide a neutral and independent contact person for inquirers seeking guidance and support in raising and resolving any suspected substantial violations against the Code of Conduct. The ombudsperson holds all communications with those seeking assistance in strict confidence, and does not disclose any content of the communications, or the identity of the inquirer, unless given explicit permission to do so by the inquirer.

**Ombudsperson for Europe, Africa, Asia,
and Australia (located in Germany)**

ombuds@discussconcerns.com

Phone +49 (0) 32-211 11 23 39

Toll-free (from Germany only):

0800-664 7879



Annette Parsch, Ombudsperson

**Ombudsperson for North and
South America (located in the USA)**

ombuds2@discussconcerns.com

Phone +1 646-981-0753

Toll-free (from USA only):

877-278-0303



Dina Jansenson, Ombudsperson

4.5

Reporting obligation for significant compliance violations

Managers and employees whose role or position holds them particularly responsible for ensuring compliance are obligated to report specific evidence or suspicion of a significant compliance violation immediately to a suitable department in the Bertelsmann Corporate Center, in particular the Integrity & Compliance department. All other employees are encouraged to do the same.

In general, a compliance violation is considered significant, and evidence or suspicion thereof must be reported, if it can cause the company significant financial or reputation damage.



For more information, see the Bertelsmann Guideline on **Handling Suspected Compliance Violations**.

This includes:

- Fraudulent acts such as corruption, fraud, embezzlement, theft, or misappropriation
- Violations of antitrust law or foreign trade law
- Human rights violations, sexual harassment, or violations of antidiscrimination laws
- Violations that could result in action by a regulatory or law enforcement body (such as a regulator or a public prosecutor's office).

If you are unsure in a particular situation whether a compliance violation must be reported, you should consult the Integrity & Compliance department.



5.0 Further information

Bertelsmann Integrity & Compliance

The Code of Conduct cannot address all questions that can arise in the course of your work at Bertelsmann. Therefore, the general rules in the Code of Conduct are further specified in the group-wide Bertelsmann corporate guidelines.

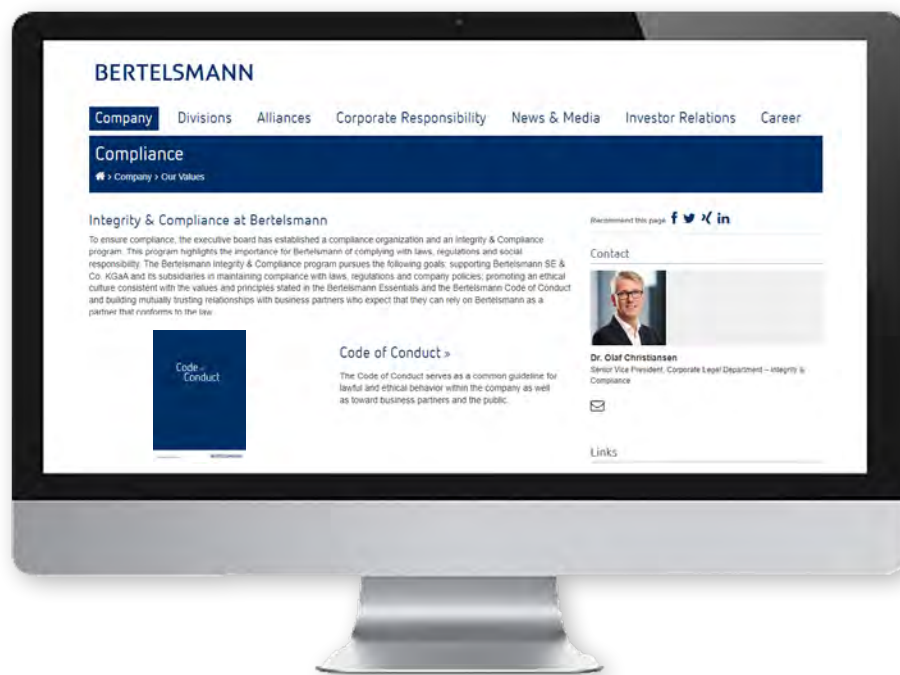
These guidelines are available on the Bertelsmann intranet at <http://executiveboardguidelines.bertelsmann.com>

The Bertelsmann Essentials can be found at <https://www.bertelsmann.com/company/essentials/essentials/>.

More information on the Code of Conduct and Integrity & Compliance at Bertelsmann can also be found at <http://integrity.bertelsmann.com> and on the intranet at <http://benet.bertelsmann.com/integrity&compliance>.

The Integrity & Compliance department is available for questions by phone or e-mail: integrity@bertelsmann.com
Phone +49 (0) 52 41-80-76000 (Germany)
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www.integrity.bertelsmann.com



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