

DSLH HOLDING GMBH

Hohenstaufenstraße 32 · D-42287 Wuppertal · Germany
Wuppertal Local Court, Commercial Register HRB 26895

COMPLIANCE GUIDELINES

Compliance Guidelines

Principles and rules for lawful and rule-compliant conduct

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Approved by: Management of DSLH Holding GmbH

1. PURPOSE AND SCOPE

These Compliance Guidelines set out the principles and rules for lawful and rule-compliant conduct within DSLH Holding GmbH (the "Company").

They apply to:

- all employees (including part-time staff, interns and freelancers)
- management, shareholders and other governing bodies
- external advisors and service providers, to the extent contractually agreed

Objectives:

- Compliance with all applicable laws and internal rules, in particular German law
- Avoidance of legal, financial and reputational risks
- Promotion of a culture of integrity, accountability and transparency
- Support of a professional, trustworthy image vis-à-vis investors, portfolio companies and business partners

2. CORE PRINCIPLES OF COMPLIANCE

- **Legality:** All activities of the Company must comply with applicable laws and regulations, in particular German corporate, supervisory, tax and anti-money-laundering law (HGB, GmbHG, AktG, GwG, KWG, AO, UStG), EU law and relevant foreign jurisdictions for international business.
- **Integrity:** Decisions are made according to high ethical standards, not merely formal legal requirements.
- **Transparency:** Relevant matters are documented openly and traceably internally; externally, appropriate communication is conducted within the framework of statutory requirements.
- **Accountability:** Each person is responsible for their own conduct and is expected to address potential violations or risks at an early stage.

3. ORGANISATION AND RESPONSIBILITY

3.1 Responsibility of Management

Management, represented by Managing Director Dirk Meissner,

- bears overall responsibility for the establishment and oversight of an adequate compliance-management system
- sets a clear "tone-from-the-top" culture (zero tolerance for legal violations)
- ensures that sufficient resources are available for compliance matters
- decides on serious compliance cases and any resulting consequences

3.2 Compliance Officer

The Compliance Officer of DSLH Holding GmbH is Managing Director Dirk Meissner. Tasks include in particular:

- Further development, maintenance and oversight of these guidelines
- Advising management and employees on compliance matters
- Receiving and processing reports of potential violations
- Conducting or coordinating training

3.3 Responsibility of All Employees and Governing-Body Members

- Acknowledgement and observance of these guidelines and of relevant statutory requirements
- Participation in mandatory training and instruction
- Immediate reporting of actual or suspected violations
- Cooperation in the investigation and prevention of compliance risks

4. PROHIBITION OF CORRUPTION AND BRIBERY

DSLH Holding GmbH tolerates no form of corruption or bribery. The relevant statutes include in particular Sections 299, 331 et seq. of the German Criminal Code (StGB) and the International Bribery Act (IntBestG).

Prohibited in particular are:

- offering, promising or granting advantages (gifts, invitations, payments) to improperly influence decisions
- soliciting or accepting such advantages by employees or governing-body members of the Company

Gifts and invitations:

- must remain within an appropriate, socially customary framework (benchmark: max. EUR 100 per occasion)
- must not establish any quid pro quo or expectation of preferential treatment
- cash or cash-equivalent benefits are generally not permitted
- higher-value invitations require prior approval from the Compliance Officer

5. CONFLICTS OF INTEREST

Conflicts of interest may compromise the independence and objectivity of decisions.

- Employees and governing-body members must immediately disclose actual or potential conflicts of interest to management.

Examples:

- personal stake in customer, supplier or portfolio companies
- close personal relationships with decision-makers at business partners
- secondary employment for competitors or business partners

In cases of conflicts of interest, affected persons must recuse themselves from the relevant decision-making (cf. Section 181 BGB and corporate-law fiduciary duties).

6. DEALING WITH BUSINESS PARTNERS

DSLH Holding GmbH only works with business partners that comply with basic legal and ethical standards.

- Selection based on objective criteria: professionalism, reliability, reputation, legal compliance and ESG standards
- Background checks (KYC, sanctions screening, reputation research) are conducted where necessary
- Contracts include compliance clauses where appropriate (anti-corruption, sanctions, termination rights for violations)

7. ANTITRUST AND COMPETITION LAW

As a family office, investment and holding company, the Company operates in markets where antitrust and competition-law rules (Act against Restraints of Competition, GWB; Articles 101 et seq. TFEU) may be relevant.

Not permitted in particular are:

- agreements with competitors regarding prices, terms, margins, market allocation or customers
- concerted practices that restrict competition
- exchange of sensitive, non-public competitive information

8. ANTI-MONEY LAUNDERING AND SANCTIONS

Given DSLH Holding GmbH's focus on participations and financing, the prevention of money laundering and terrorist financing is of particular importance.

Know Your Customer (KYC) / Know Your Partner

- Identification and verification of key business partners, investors and target companies pursuant to legal requirements (Sections 10 et seq. GwG)
- Clarification of beneficial ownership in complex structures (Section 3 GwG; German Transparency Register)

Red Flags

- unusual payment channels or instruments (e.g. large cash payments, layered payment flows)
- opaque offshore structures without a comprehensible economic rationale

- Compliance with relevant sanctions and embargo regulations (EU, German Federal Government / BAFA, UN, OFAC)
- Suspected cases must be reported internally immediately; statutory reporting obligations to the FIU at the General Customs Directorate must be strictly observed (Section 43 GwG)

9. DATA PROTECTION AND INFORMATION SECURITY

DSLH Holding GmbH processes personal data (e.g. of employees, business partners and investors) as well as confidential business and financial information.

- Compliance with the EU General Data Protection Regulation (GDPR, Regulation (EU) 2016/679) and the German Federal Data Protection Act (BDSG)
- Collection and processing of personal data only for legitimate, clearly defined purposes on a legal basis under Article 6 GDPR
- Confidential information is to be protected by appropriate technical and organisational measures (Article 32 GDPR)
- Data-protection incidents must be reported without undue delay (Article 33 GDPR: to the competent supervisory authority / BfDI or relevant State data-protection authority within 72 hours)

10. LABOUR LAW, HUMAN RIGHTS AND OCCUPATIONAL SAFETY

- Respect for fundamental human rights and labour-law standards
- Zero tolerance for discrimination on grounds of gender, origin, religion, age or other legally protected characteristics (AGG)
- Promotion of a respectful, inclusive and fair working environment
- Zero tolerance for bullying, harassment or violence in the workplace

11. ENVIRONMENTAL AND SUSTAINABILITY RESPONSIBILITY

- Compliance with all relevant environmental regulations and authority requirements
- Consideration of environmental and sustainability aspects in investment decisions (ESG criteria, EU Taxonomy, CSRD)
- Promotion of sustainable business practices in portfolio companies where influence exists

12. HANDLING OF INFORMATION, CONFIDENTIALITY AND INSIDE INFORMATION

- Confidential information may only be passed on to authorised persons and used for legitimate business purposes
- Trade secrets, financial data, valuations, strategies and confidential contract content must be protected from unauthorised disclosure (German Trade Secrets Act, GeschGehG)
- For capital-market-relevant transactions: price-sensitive inside information must not be used for trading in financial instruments (Articles 7 et seq., 14 MAR / WpHG)

13. REPORTING CHANNELS, WHISTLEBLOWER PROTECTION AND INVESTIGATION OF VIOLATIONS

- All employees are encouraged to report actual or suspected violations of laws or these guidelines

Reporting channels:

- direct report to the Compliance Officer / Managing Director: info@dslh-gmbh.com (subject: Compliance)
- report to the Shareholders' Meeting
- if necessary: report to the competent supervisory authority (BaFin, FIU)
- Whistleblowers acting in good faith are protected under the German Whistleblower Protection Act (HinSchG) and must not suffer any retaliation

- Reports are treated confidentially; the Company reviews each report and initiates appropriate measures

14. CONSEQUENCES OF VIOLATIONS

- Violations of these guidelines or applicable law may result in employment-law measures (warning, formal reprimand, termination) as well as civil and criminal consequences
- For serious violations by business partners, DSLH Holding GmbH may restrict or terminate business relationships

15. TRAINING, COMMUNICATION AND DOCUMENTATION

- Relevant employees receive appropriate training on key compliance topics (corruption, AML, data protection, ESG)
- New employees are informed about these guidelines as part of their onboarding
- Important compliance-relevant decisions and reviews are appropriately documented

16. REVIEW AND UPDATE

- These Compliance Guidelines are reviewed at least once a year and updated as necessary
- Amendments are decided by Management and communicated to the relevant persons
- The current version is kept accessible to all employees



Managing Director — DSLH Holding GmbH

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