

capiton

Code of Conduct

1. Introduction

The objective of this document is to state the requirements for personal conduct and business practice. The target group is all of capiton AG's ("capiton" or the "Company") employees, as well as members of the Board of Directors of capiton-related companies, funds and Investor Board and Advisory Board members. (Collectively; "supervised persons")

We believe that capiton has three assets –people, capital and reputation. If any of these are ever compromised, reputation is the most difficult to restore. It can take years to build but one wrong decision to ruin. We shall therefore, in all we do, ensure that we do not compromise our reputation and firm.

2. The Code of Conduct

capiton's Code of Conduct describes our ethical standard and requirements. capiton shall be known for its high ethical standards. A breach of laws and our ethical requirements are therefore a threat to our competitiveness' and reputation. The code does not cover every legal or ethical issue that may arise in the course of the Company's business, but it provides basic principles to guide all supervised persons in the performance of their duties and obligations.

3. Code of Personal Conduct

capiton sets high ethical standards for everyone who acts on behalf of the Company. The supervised persons must abide by applicable laws and regulations and carry out their duties in accordance with the requirements and standards that apply to caption. They shall not assist in any breach of laws by business associates. capiton expects the supervised person to treat everyone with whom they come into contact through their work or work related activities with courtesy and respect. The supervised person must refrain from all conduct that can have a negative effect on colleagues, the working environment or capiton. This includes any form of harassment, discrimination or other behavior that colleagues or business associates may regard as threatening or degrading. The supervised person must not behave in a manner that can offend local customs or culture.

3.1. Use of capiton's assets

Each supervised person must protect the Company's assets to ensure that they are used efficiently and properly for legitimate business purposes. Each employee is personally accountable for the use of any Company assets over which he or she has control. Incidental personal use of telephones, fax machines, copy machines, personal computers and similar equipment is generally allowed if there is no significant cost to the Company, it does not interfere with a supervised person's duties to the Company and the Company Funds, and it is not related to any illegal activity.

3.2. Confidentiality

All supervised persons are obliged to sign a confidentiality agreement as part of the employment agreement. Proprietary and confidential information generated and gathered in our business is a valuable capiton asset. Protecting this information is critical to capiton's reputation for integrity and its relationship with its clients, and ensures compliance with the complex regulations governing the financial services industry. Accordingly, all supervised persons should maintain all proprietary and confidential information in strict confidence, except when disclosure is authorized by capiton's Managing Partners or required by law.

"Proprietary information" includes all non-public information that might be useful to competitors or that could be harmful to caption, its investors, portfolio companies or other connections if disclosed. It includes, for example, intellectual property, business plans, personal employee information, unpublished financial information and identification of target companies. Supervised persons should also respect the property rights of other companies. "Confidential information" is information that is not generally known to the public about capiton, its clients, or other parties with whom capiton has a relationship and that have an expectation of confidentiality.

3.3. Gifts, hospitality and expenses.

The purpose of entertainment and gifts in a business setting is to create and enhance goodwill and working relationships to better serve the Company's clients and investors, and not to gain an unfair business advantage. Specifically, no gift, entertainment, or preferential treatment should ever be solicited, provided or accepted by an individual unless (i) it is a non-cash gift, (ii) it is consistent with customary business practices, (iii) it is not excessive, (iv) it cannot be construed as a bribe, payoff or kickback, and (v) it does not violate any laws.

3.4. Conflict of interest

The supervised person must behave impartially in all business dealings and not give other companies, organisations or individual's improper advantages. The supervised person must not become involved in relationships that could give rise to an actual or perceived conflict with capiton's interest or could in any way have a negative effect on their own freedom of action or judgement. No one must work on or deal with any matter in which they themselves, their spouse, partner, close relative, or any other person with whom they have close relations, has a direct or indirect financial interest. Nor may the supervised person work on or deal with any matter where there are other circumstances that might undermine trust in the employee's own impartiality or to the integrity of the work. All supervised persons have an obligation to act in the best interests of capiton.

3.5. Directorship, employment or other assignments

Supervised persons must not engage in other paid directorships, employment or assignments of any significance outside capiton except by agreement with capiton. Should a conflict of interest arise, or if the supervised person's ability to perform their duties or fulfil their obligations to capiton is compromised, such approval will be evaluated and could be withdrawn.

4. Code of Business Practice

4.1. Ethical guidelines in terms of nature of companies we invest in

We will not invest in companies or participate in business relations that endanger us in participating in serious unethical actions such as:

- Have contributed to the systematic denial of basic human rights
- Demonstrate a pattern of non-compliance with environmental regulations
- Show a pattern of engaging in child labour or forced labour.
- Is primarily engaged in the manufacturing, sales, or marketing of weapons, artillery, and ammunition to be used in the act of war or military conflict, (collectively, "Military Products") or components of the same, if the primary purpose of such component is to be included as a component in any Military Products.
- Having its principal business activities in the field of:
 - I. the manufacturing, distribution or sale of hard core pornography
 - II. the manufacturing, processing, distribution or sale of tobacco products
 - III. the operation of casinos or other gambling facilities

4.2. Correct information, accounting and reporting

capiton's business information will be communicated accurately and fully, both internally and externally. All accounting information must be correct and registered and reproduced in accordance with laws and regulations, including relevant accounting standards. Any intentional act that results in material misstatements in financial statements will be treated as fraud.

4.3. Fair competition and anti- trust laws

capiton will compete in a fair and ethically justifiable manner within the framework of the anti-trust and competition rules in the markets in which the Company operates.

4.4. Corruption includes bribery and trading in influence.

Corruption undermines legitimate business activities, distorts competition, ruins reputations and exposes companies and individuals to risk. capiton is against all forms of corruption and will make active efforts to ensure that it does not occur in the Company's business activities.

4.5. Use of Intermediaries and interacting with sellers of businesses

4.5.1. Intermediaries include agents, consultants and others who, in the Company's business activities, act as links between capiton and a third party. capiton expects that intermediaries and sellers act in accordance with its ethical requirements.

4.5.2. In our interaction with intermediaries and sellers capiton will always be honest and fair in terms of how we act in processes and "only promise what we can deliver".

4.6. Political activity

capiton must not use assets of the company or the company funds directly or indirectly for contributions of any kind to any political party, political committee, or candidate for or holder of any public office. Supervised persons may participate in political activities solely in their personal individual capacity and not as an employee or representative of the company.

4.7. Equality and Diversity

capiton will show respect for all individuals and make active efforts to ensure a good working environment characterised by equality and diversity.