

# **Corporate Governance Codex of Messe Düsseldorf GmbH**

- Standards for increasing transparency and control -

## **Preamble and area of application**

Messe Düsseldorf GmbH recognises its social responsibility. Its actions and those of its employees are based in particular on the values integrity and fairness, in both internal and external dealings.

The corresponding underlying standards are laid down in these guidelines under the title “Corporate Governance Codex of Messe Düsseldorf GmbH”; this in turn is based on the “Public Corporate Governance Codex for the participatory interests of the Federal State Capital Düsseldorf”.

The aim of the Corporate Governance Codex is

- to determine and define a standard for the interaction of all participants
- to ensure the promotion of responsible corporate management and supervision oriented towards the purpose and the economic success of the company
- to improve corporate transparency.

### **1. Rights and laws, internal regulations**

Messe Düsseldorf GmbH as well as its employees undertake to live up to their social responsibility in all business activities or in their work areas.

They will observe the respectively applicable statutory provisions as well as the internal company regulations in all business dealings and decisions that concern their work.

### **2. Social responsibility**

**2.1** Messe Düsseldorf GmbH respects internationally recognised human rights.

**2.2** Messe Düsseldorf GmbH undertakes to oppose any form of discrimination within the scope of the applicable statutory provisions, in particular the General Equality of Treatment Act. In particular, it does not tolerate any disadvantaging of employees on the basis of race, ethnical background, gender, religion, outlook on life, disability, age or sexual identity.

- 2.3** Messe Düsseldorf GmbH ensures and pays attention to the existence of fair working conditions for its employees. Wherever possible, it will encourage and support such conditions in the respective working areas. It ensures health and safety at the place of work. To this end, it complies with the statutory provisions applicable in the Federal Republic of Germany. For this purpose, it has, in particular, set up committees.
- 2.4** Messe Düsseldorf GmbH observes the applicable statutory data protection provisions.
- 2.5** It considers itself obliged to continue to improve the existing, high environmental standards in its company and thus to promote environmental and climate protection in a sustainable manner. It actively encourages its employees to conduct themselves in an environmentally-conscious way.
- 2.6** Messe Düsseldorf GmbH as well as its employees have an obligation of confidentiality. Consequently, they will not forward either business secrets or confidential documents to unauthorised parties or enable such parties to gain knowledge of business secrets and confidential documents. The only exception concerns information that can or must be forwarded on the basis of existing statutory regulations and/or legitimate ordering.

### **3. Statutory fundamentals**

#### **3.1 Corruption**

Messe Düsseldorf GmbH as well as its employees make a strict distinction between professional and private dealings within the scope of their respective activities. As such, private interests are separated from the interests of Messe Düsseldorf GmbH as a company. Personal interests and unrelated considerations play no part in any decisions and actions by employees within the scope of their professional work.

### **3.1.1 Criminal offences in connection with holders of office**

Neither Messe Düsseldorf GmbH nor its employees grant holders of office (e.g. civil servants, public sector employees) advantages of a personal nature in order to obtain advantages for Messe Düsseldorf GmbH or themselves.

### **3.1.2 Criminal offences in business dealings**

The acceptance of personal advantages in business dealings in return for preferential treatment by Messe Düsseldorf GmbH or its employees is not practised. No such advantages are granted, promised, offered or approved.

Messe Düsseldorf GmbH has issued binding internal guidelines informing its employees in this respect.

## **3.2 Competition law / cartel law**

Messe Düsseldorf GmbH as well as its employees are committed to ensuring fair competition. They comply with the relevant statutory provisions. No agreements are made with either competitors, suppliers or customers of Messe Düsseldorf GmbH which could promote or support competition in an unfair manner. In particular, no price fixing agreements are made.

## **3.3 Data protection**

Messe Düsseldorf GmbH as well as its employees comply with the statutory provisions on data protection. They are obliged to observe the principle of data economy.

Messe Düsseldorf GmbH has appointed a company data protection officer.

## **4. Management**

### **4.1 Fundamental aspects**

#### **4.1.1**

The Management is made up of several persons. It has a Chairman. Rules of Procedure regulate the allocation of business and collaboration within the management, in particular representation. The Rules of Procedure have been approved by the Supervisory Board.

#### **4.1.2**

The Management manages the company's business and exercises the diligence of prudent businessmen in company matters. The Management ensures that the four-eyes principle is applied when making all decisions within the company that are not of only immaterial importance.

#### **4.1.3**

The Management concentrates on complete implementation of the object of the company and on its public mandate.

### **4.2 Duties and responsibility**

#### **4.2.1**

The Management fulfils its obligations with respect to the shareholders and the Supervisory Board to develop new strategic targets in an active manner, e.g. within the scope of the business planning.

#### **4.2.2**

The Management ensures appropriate risk management and risk controlling, including an effective internal auditing/control system; internal auditing is carried out as an independent body.

#### **4.2.3**

The Management has implemented a reporting system. It informs the Supervisory Board regularly, promptly and extensively in accordance with the Shareholders' Agreement on all matters of relevance to the company concerning planning, business developments, the risk position and risk management. It reports on deviations between the development of business and the agreed plans and targets, stating reasons.

#### **4.2.4**

The Management prepares the Annual Financial Statements and the Management Report in accordance with the regulations of the Third Book of the Commercial Code (HGB) for large incorporated firms and subject to compliance with the regulations of the Budgetary Principles Act (HGrG). The content of the Management Report and of the Notes is based on that applied to listed companies.

#### **4.2.5**

When taking decisions, the Management also orients itself towards overall communal objectives, thus fulfilling its public responsibility.

#### **4.2.6**

The Management manages business and its shareholdings in accordance with the law, the Shareholders' Agreement and the shareholding guidelines of the local authorities.

#### **4.2.7**

The Management ensures that the company's other expenses, in particular for consulting, representation measures and sponsoring, professional excursions, small presents as well as for events, are justifiable from the point of view of economy and thriftiness.

## **4.3 Conflicts of interest**

### **4.3.1**

The members of the Management respect a comprehensive prohibition to compete during their work for the company.

### **4.3.2**

Members of the Management only assume secondary occupations – in particular supervisory board mandates outside of the company – with the consent of the Supervisory Board of Messe Düsseldorf GmbH.

### **4.3.3**

Members of the Management (as well as employees) must not request or accept gifts or other advantages from third parties, either for themselves or for others, in connection with their work, and must not grant third parties unjustifiable advantages.

### **4.3.4**

Members of the Management are obliged to safeguard the interests of the company. When making decisions, no member of the Management must pursue personal interests and use business opportunities, to which the company is entitled, for himself.

### **4.3.5**

Each member of the Management must disclose conflicts of interests, in particular the existence of reasons for partiality as per Section 31 paragraph 1 and 2 GO (Local Authorities Ordinance) NRW, to the Supervisory Board immediately and must also inform the other members of the Management. All business dealings between the company and the members of the Management, as well as persons and companies personally affiliated to them, must conform to normal industry standards. Significant business transactions require the consent of the Supervisory Board.

#### **4.4 Interaction between Management and Supervisory Board**

##### **4.4.1**

The Management and the Supervisory Board work together closely and trustingly for the benefit of the company, subject to fulfilment of the public purpose and ensuring the economic success of the company.

##### **4.4.2**

The provision of sufficient information to the Supervisory Board is a joint task of Management and Supervisory Board.

##### **4.4.3**

Good corporate management presupposes an open dialogue between Management and Supervisory Board. The comprehensive maintaining of confidentiality is of decisive importance in this respect.

##### **4.4.4**

All organ members ensure that the employees involved by them maintain confidentiality in the same manner.

##### **4.4.5**

Management and Supervisory Board report annually on the company's Corporate Governance within the framework of the presentation of the Annual Financial Statements.