

SUPPLIER CODE OF CONDUCT

DIEBOLD NIXDORF, INCORPORATED AND ITS WORLDWIDE AFFILIATES (“DN”) ARE COMMITTED TO THE HIGHEST ETHICAL, SOCIAL AND ENVIRONMENTAL PRINCIPLES, CONSISTENT WITH OUR CODE OF BUSINESS ETHICS AND THIS SUPPLIER CODE OF CONDUCT (“CODE”). ALL DN SUPPLIERS AND THEIR OWN SUPPLIERS (EACH A “SUPPLIER”) MUST SHARE THIS COMMITMENT.

As a DN Supplier you are expected to comply with all applicable laws, including anti-corruption laws, around the world; promote diversity and good corporate citizenship; meet and exceed environment, health, and safety standards; respect human rights; support a sustainable and transparent supply chain, including responsible mineral sourcing practices; and utilize management systems and processes necessary to enable compliance with this Code. This Code is based on international, recognized standards, such as the Global Compact¹, the ILO core labour standards² and the United Nations Universal Declaration of Human Rights of the United Nations³.

If you fail to comply with this Code this may jeopardize your business relationship with DN.



KEY POINTS ABOUT THIS CODE

DN Suppliers must have management systems in place to enable compliance with this Code

- As a DN Supplier you must maintain management systems and processes necessary to enable compliance with applicable laws and all elements of this Code, including, training, monitoring, record keeping and reporting. DN expects you to respond fully and honestly and to participate in any reasonable surveys and audits as part of our risk assessment process. We also expect you to carry out appropriate risk assessment and due diligence on your own suppliers and subcontractors and third parties working for you to make sure that they also comply with this Code.

Potential Wrongdoing Must Be Reported. Speak up if you have a concern

- We expect all of our Suppliers to contact us if they suspect any wrongdoing or violation of this Code. We never retaliate against anyone who raises concerns in good faith, and we fully and fairly investigate all matters raised.
- We have a [DN Complaints Procedure](#). You can contact your DN sourcing manager, our ethics and compliance team (compliance@dieboldnixdorf.com) or the Diebold Nixdorf EthicsPoint whistleblowing hotline at <http://www.ethicspoint.com>.

LABOR, HUMAN RIGHTS & MODERN SLAVERY

Suppliers must recognize everyone's dignity and equality wherever they are in the world and maintain a respectful work environment.

- You must comply with applicable laws, regulations and standards and all relevant International Labour Organisation (ILO) conventions. If there is any conflict between national laws and any supplier obligations in this Code, you must follow the standard that promotes the higher level of protection for workers.
- All DN Suppliers shall ensure that their workers freely chose to work. No form of modern slavery is acceptable within DN or within companies who work with or for us. You must not engage in human trafficking, slavery, child labor or any other form of involuntary labor. Freedom of association and a right to collective bargaining must be respected.
- You must ensure that there are no underage workers; working hours are in line with local laws; all your workers receive a fair and reasonable wage and benefits; and your workers are treated with dignity and respect.
- You must not allow or engage in unlawful discrimination or harassment in the workplace. DN does not tolerate conduct that might harass, disrupt, or interfere with another person's ability to work. This includes any form of harassment or discrimination based on sex, race, color, religion, national origin, disability, sexual orientation, gender identity, or veteran status or any other form of harassment or discrimination prohibited under local law.

ENVIRONMENT, HEALTH & SAFETY

Suppliers must be committed to a safe working environment.

- DN's global environmental, health and safety (EHS) policy ensures our employees enjoy a safe workplace with the goal of having zero injury, incident, and health impact. We aim to provide customers with products and services that have minimal impact on the environment; and to have no adverse effects on public health or the communities where we operate.
- We partner with our Suppliers in these efforts. As our Supplier you must
 - comply with all applicable EHS regulations and contractual obligations - protecting human health and the environment is paramount.
 - implement appropriate incident management processes to reduce risk and improve working conditions for your employees.
 - provide safe and healthy working conditions for your employees, partners, and workers, including emergency preparedness, industrial hygiene, and machine safeguarding, among other things.
 - conduct operations with an objective of reducing waste, preventing pollution, promoting recycling and conserving resources.

SUSTAINABILITY

Suppliers must be committed to sustainable development and protecting the environment.

- DN seeks to be a leader and significant driver of positive change in society. We work with our suppliers to address sustainability management.
- We require our Suppliers to:
 - comply with applicable statutory and international standards regarding the environment.
 - develop, implement, and maintain environmentally responsible business practices.
 - obtain, keep current, and comply with all required environmental permits and with any reporting requirements.
 - identify, manage, reduce, and responsibly control Greenhouse Gas (GHG) emissions from its operations. You shall regularly quantify, monitor progress, and reduce your emissions of greenhouse gases through conservation, use of clean energy, or other measures.
 - comply with DN's Restricted and Prohibited Substances Specifications for all goods you manufacture, or provide to, DN.
 - implement a systematic approach to identify, manage, reduce, and responsibly dispose of or recycle hazardous waste and non-hazardous waste.

CONFLICT MINERALS

Suppliers must aim to eliminate conflict minerals from the supply chain.

- Conflict minerals are defined as columbite – tantalite (tantalum ore), cassiterite (tin ore), gold, wolframite (tungsten ore) or their derivatives (tantalum, tin, tungsten, and gold) that directly or indirectly finance or benefit armed groups in the Democratic Republic of the Congo or an adjoining country.
- DN conducts due diligence on its supply chain to enhance transparency and identify the country and smelter or refiner of origin of the conflict minerals that may be used in its products. Suppliers must participate in DN's due diligence processes and provide complete and accurate information when requested.
- You must perform similar due diligence on your own supply chain.
- You must be willing to participate in supplier surveys and audits as part of a standard due diligence process.

TAX

Suppliers must comply with tax laws

- You must not engage in any form of tax evasion or fraudulently evading tax laws by a deliberate act or omission with dishonest intent.

TRADE, IMPORT & EXPORT

Suppliers must follow international trade laws.

- You must comply with the letter and spirit of all applicable import, export, customs, sanctions, embargoes, boycott, and other trade compliance laws. In the course of your business with DN, you must follow all trade laws of the US, EU, and any country where you are working with DN

ANTI-CORRUPTION

Suppliers must not permit or tolerate any improper payments of any kind.

- As a DN Supplier you are prohibited from directly or indirectly paying anything of value to any person, entity, government official, government agency or other third party to:
 - Obtain or retain business or to improperly influence any act or decision; or
 - Gain an improper business advantage.
- You must avoid corrupt practices and follow all applicable anti-corruption laws, including the U.S. Foreign Corrupt Practices Act (“FCPA”) and the UK Bribery Act. You must also ensure that any third parties acting on your behalf also avoid any corrupt practices.
- You must ensure that all invoices and other financial statements provided to us are accurate and transparent. Do not mischaracterize, falsify, attempt to hide, or obscure, or otherwise disguise any transactions or requests for payment.

CONFLICTS OF INTEREST

Suppliers must avoid conflicts of interest.

- A conflict of interest arises when personal interests or activities conflict with, or appear to conflict with, the best interests of us as organizations.
- You must disclose to DN any actual or potential conflicts of interest regarding your relationship with DN. For example, any connections you may have with any person working at DN, must be disclosed to DN.

GIFTS & ENTERTAINMENT

Gifts, travel, and entertainment offered by Suppliers must be non-lavish and for a legitimate business purpose

- If you are representing DN we ask that you follow our DN Gifts Travel and Entertainment Policy. You may not provide gifts, entertainment, or travel on behalf of DN in connection with obtaining or retaining business for DN.
- You must not provide gifts or entertainment to DN employees in an attempt to influence buying decisions.
- On an infrequent basis, DN employees may accept token gifts, modest entertainment, or other business courtesies from you, but only if there is a legitimate business purpose.
- The following situations do not have a legitimate business purpose, and you must not:
 - Give a gift, entertainment, or preferred treatment with the intention of trying to influence the decision-making objectivity of a DN employee, partner, or worker.
 - Offer a gift, entertainment or preferred treatment while involved in a current purchasing or contracting decision process with DN (e.g., RFI, RFQ, RFP, RFS).
 - Give a gift in the form of cash, including gift cards or certificates.
 - Offer extravagant or lavish recreational outings, travel, or lodging.
 - DN employees are not permitted to solicit gifts, entertainment, or other gratuities from you.
 - You must not offer an opportunity to purchase products, services, or a financial interest to any DN employee under terms not available to all DN employees.

PRIVACY & DATA PROTECTION

Suppliers must safeguard personal data and confidential information.

- Suppliers must adopt and maintain processes to provide reasonable protections for personal data and confidential information, including data you access, receive or process on behalf of DN.
- You must have robust cybersecurity processes and controls in place to protect personal data and confidential information, including data you access, receive or process on behalf of DN.
- You must comply with all applicable privacy, data protection and information security laws and regulations and your agreements with DN when processing personal data of anyone you do business with, including suppliers, customers, consumers, and employees.
- Suppliers must only process the minimum amount of personal data necessary to perform your obligations to DN and only for the purposes set out in your agreements with DN. You must keep personal data confidential and secure at all times.
- The unauthorized use or disclosure of personal data may have personal, legal, reputation or financial consequences for you as the Supplier; the individuals whose personal data is impacted; and for DN.

ACCURACY OF BUSINESS RECORDS

Suppliers must maintain accurate books and records

- You must maintain accurate books and records that reflect actual and legitimate transactions and payments. You must not create false, inaccurate, incomplete, or misleading documents.
- All financial books and records must conform to generally accepted accounting principles.
- Records must be legible and transparent.

IP & CONFIDENTIAL INFORMATION

Suppliers must protect confidential information.

- Suppliers must comply with all applicable laws regarding fair competition and antitrust.
- You must keep all information learned from DN strictly confidential including the confidential information of our customers. Do not share or disclose DN's intellectual property, confidential information, or any other proprietary information that you acquire with any third party (including information developed by you and information relating to products, customers, pricing, costs, know-how, strategies, programs, processes, and practices).
- Exchanges of confidential information between us must be for the limited purpose of fulfilling contractual performance requirements and set out in a non-disclosure agreement
- You must not disclose material, non-public information or trade in DN securities based on material, non-public information.

USE OF ARTIFICIAL INTELLIGENCE

Suppliers must use artificial intelligence (AI) ethically and follow all laws and regulations.

Suppliers who use AI in their dealings with DN must

- conduct an assessment of their use of AI before its deployment or use, and periodically thereafter, to identify and address the potential risks and impacts of such systems on DN, our customers, and employees.
- use AI in a manner that respects and protects the interests of DN, our customers and employees, including rights and interests related to privacy, data protection, intellectual property, diversity and inclusion.
- use AI transparently and provide clear and accurate information and communication to DN about its use.
- publish internal guidance on the use of AI and ensure that their people are appropriately trained in its use.
- ensure that they have effective procedures for oversight, feedback, and complaints of their use of AI, including procedures to prevent, detect, and respond to any unauthorized, unlawful, or malicious access, use.

ADDITIONAL RESOURCES

You can learn more from DN policies, which include the following:

- Anti-Corruption Policy
- Whistleblower Non-Retaliation Policy
- Conflicts of Interest Policy
- Fair Competition Policy
- Global Trade Compliance Policy
- Global Data Privacy Policy
- Global Environmental Health and Safety Policy
- Gifts, Entertainment & Travel Policy
- Information Security Policy
- Data Classification Policy
- Modern Slavery Policy
- Global Sustainability Policy

International global standards

1. <https://www.unglobalcompact.org/>
2. <https://www.ilo.org/global/lang--en/index.htm>
3. <https://www.ohchr.org/>