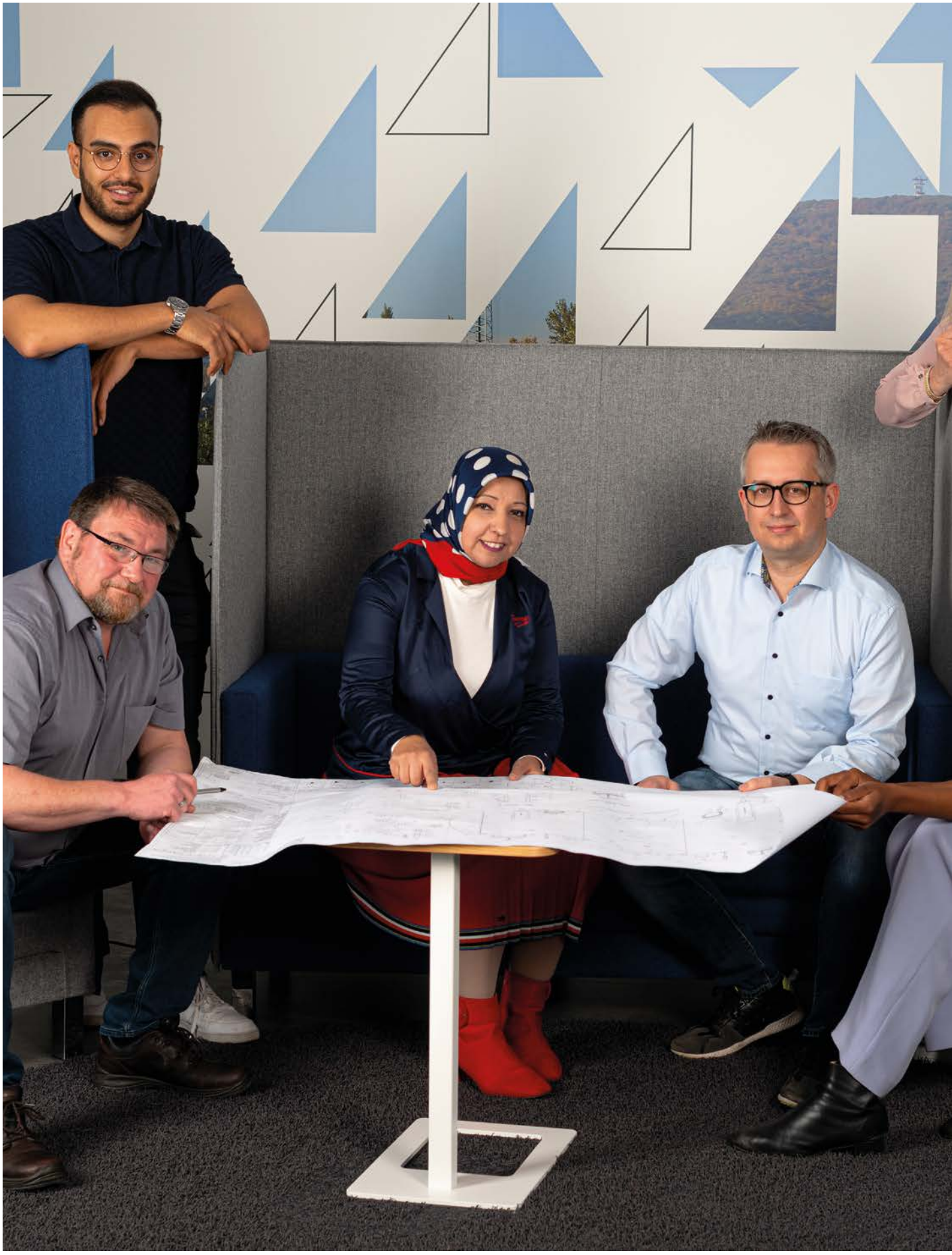
MESSER
Gases for Life

Code of Conduct



Content

1	Code of Conduct	4
2	Human rights – Prohibitions against child labor, forced employment – Discrimination	5
3	Cartel and competition laws	5
4	International trade – Supporting the fight against terrorism	6
5	Safety, Health, Environment and Quality (SHEQ)	6
6	IT/Data security – Data protection – Company property	7
7	Commercial protection and copyright	8
8	Relationships with third parties – Anticorruption regulations – Insider dealing	8
9	Conflicts between company and private interests	9
10	Data – Documentation – Company information	10
11	Compliance violations	10

»Dear Employees,

Our Code of Conduct establishes a stable foundation from which we apply ethical norms such as integrity, honesty and lawfulness to our day-to-day work. It thus complements and buttresses our mission statement, which is made up of our vision, the mission of our corporate group and our lived values. This makes the Code of Conduct an integral part of our culture and how we work with each other and with our customers and partners. Only by building on these foundations, through honest and open cooperation across all levels, can we maintain the good reputation of our family business and thus further expand our economic success.*«*

Stefan Messer

Shareholder and Chief Executive Officer of Messer SE & Co. KGaA

1 Code of Conduct

At Messer, we strive to always act with a high degree of integrity and reliability in everything we do. Since the inception of our company, Messer has valued responsible behavior towards people and the environment, and compliance with the law, as cornerstones of the way we do business.

We place high value and significance on the trust bestowed on us by business partners, customers, the authorities and the public, that all the employees within our group of companies will act responsibly and lawfully, because it is this trust that determines our reputation and therefore the success of our company.

The Messer Code of Conduct applies throughout the entire Messer[1]. It defines a standardized, globally binding code of conduct[2] for all Messer employees, based on the ten principles of the United Nations Global Compact[3], which focuses on human rights, labor standards, environmental protection and anti-corruption.

The Code of Conduct is an integral component of the Messer Compliance Management System, which also includes additional, supporting compliance guidelines for the individual departments in our companies.

If the standards set forth in our Code of Conduct are different from what is required under applicable international or local law, the stricter shall apply. This means that even in cases where the applicable international or local law is less strict, employees must still adhere to the Code of Conduct to the extent legally permissible.

With our clear commitment to democracy, tolerance and equal opportunities, we are fully committed to our global responsibility across all borders.

1 Messer includes Messer Holding GmbH and Messer Industries GmbH, as well as their consolidated group companies, and all the foregoing companies' CEOs, managers and employees.

2 These regulations also apply mutatis mutandis to CEOs, managers and employees in a non-consolidated group company, insofar as they are employed by or commissioned to work for Messer or are appointed by Messer.

3 See www.unglobalcompact.org/languages/german/ or in English: unglobalcompact.org/AboutTheGC/index.html.

2 Human rights – Prohibitions against child labor, forced employment – Discrimination

Messer adheres to internationally recognized human rights and the general ethical principles against child labor and forced employment.

Messer sees the differences in its employees as one of the company's strengths. These differences in terms of background, culture, language and way of thinking give us a competitive advantage because a willingness and openness to new things contributes to new ideas and innovations. Messer believes that every employee is entitled to fair treatment, courtesy, and respect.

Therefore, we expect every employee to treat his colleagues and third parties respectfully, fairly, kindly and professionally. No form of discrimination – whether based on gender, ethnicity, skin-color, age, religion, background or physical condition – will be tolerated at Messer.

We will take decisive steps against any employee who engages in discrimination, preferential treatment, harassment, exclusion or any other violation against the dignity and respect of employees in the workplace.

3 Cartel and competition laws

Cartel and competition (also kown as antitrust) laws promote and protect free, fair and true competition for all market participants and ensure that the best interests of the consumer are served.

They prohibit all measures, agreements and actions that could lead to unfair restraints on trade or competition. Messer supports vigorous, lawful, and ethical competition and will comply with all cartel and competition laws wherever it does business.

In particular, this applies to improper price fixing, agreements to boycott certain states, suppliers or customers, customer or market allocation, and agreements to restrict distribution or production, all of which constitute a clear infringement. Anticompetitive behavior, such as entering into unlawful agreements with competitors, has very severe consequences:

Every employee is required to act in a fair and compliant manner with regard to competition laws, and to avoid infringements or stop them as soon as possible, ideally at their inception.

4 International Trade – Supporting the fight against terrorism

Messer is obliged to respect and observe all applicable national, multinational and supranational foreign trade regulations.

Messer will create and maintain a trade compliance program.

This applies particularly to the following:

- Customs regulations and provisions supported by the international community against the proliferation of chemical, biological and nuclear weapons and their ancillary systems.
- Bans on the export or re-export of certain products, technologies and services to certain states, organizations or individuals, in order to prevent international terrorism.

Therefore, we do not permit our group companies to trade or enter into transactions with persons who have been proven to be connected with terrorist activities or who belong to or are affiliated with terrorist groups or organizations. Doing business in embargoed countries, or with embargoed persons or embargoed organizations, is subject to restrictions or may be illegal.

When exporting goods, it shall be ensured that the required or mandatory end-use and/or end-user documentation has been obtained.

Also for importing goods, Messer requires its suppliers to comply with legal requirements and to act in a manner that is consistent with the Messer Code of Conduct. Messer expects its suppliers to actively cooperate in achieving the objectives of this Code of Conduct.

With regard to foreign trade regulations, in principle, the laws of all the respective legal systems that apply are binding.

If Messer has any doubts or uncertainty whether an international transaction is lawful, or whether all applicable trade regulations are met, it shall refrain from entering into such export business.

5 Safety, Health, Environment and Quality (SHEQ)

In order to avoid, avert or safely handle potential danger to people and the environment, we rely on a sense of responsibility and sustainability.

For Messer, this means protection of the environment and conservation of natural resources. Therefore, from product development to production, we adhere to the environmental protection laws and the regulations governing occupational health and safety.

Many of Messer' products are heavily regulated, sometimes because they are used in regulated industries or fields such as healthcare. Messer researches, develops, and works for the benefit of people who use our products. Messer strives to ensure that our products are made to the highest standards with respect to safety, health, the environment, and quality.

Each employee is responsible for safety in his work area. All safety regulations must be implemented and strictly adhered to.

It is in the best interest of each employee, and of our entire group of companies, that each employee shows initiative when it comes to safety. Each employee will be given the required support to develop an awareness of potential safety risks. There are no higher priorities than the safety, health, and security of our employees, customers and suppliers.

Each employee is required to report existing or potential hazards to his supervisor, as soon as he becomes aware of them.

6 IT/Data security – Data protection – Company property

At Messer, we use IT systems in many different ways.

We take all appropriate and reasonable measures to ensure, as far as possible, that the confidentiality of data, and the access to it, are not jeopardized by technical failure or human misconduct or error.

Personal data deserves special protection. Messer is committed to protecting the personal data of its employees, customers, suppliers, patients, and others and will only process this personal data in accordance with the applicable data protections laws.

7 Commercial protection and copyright

The results of our research and development, our inventions and patents, and all our other intellectual property are valuable assets, and the foundation for the success, value, growth and competitive advantage of our group of companies.

To help ensure the ongoing trust of our customers, marketing, advertising, and sales activities must describe our offerings and services legally, fairly, and honestly. Messer's trademarks must be used consistently and appropriately to avoid loss of legal rights.

All official advertising and promotions must be approved by Corporate Communications, this especially applies to the use of Messer's name or logo by a foreign companies.

Messer's confidential information and trade secrets are critical to the company's success. Therefore, confidential information and trade secrets of any kind shall only be disclosed to persons who are authorized to have access to it, and who undertake to treat such information confidentially.

Every employee is also required to respect the intellectual property rights and copyrights of third parties, and to refrain from the unauthorized use thereof, under all circumstances.

8 Relationships with third parties – Anticorruption regulations – Insider dealing

Suppliers shall be selected solely based on objective criteria such as price, quality, service, technical standards, suitability of the product, duration of the business relationship, certification according to general standards (ISO standards) or, where applicable, strategic considerations.

Personal interests or personal relationships must not influence the awarding of a contract in any way whatsoever.

Regarding business activities, employees may only accept or offer personal benefits, either directly or indirectly, if it involves a customary and legally compliant benefit, this especially applies for, office holders, political parties or candidates. Even the appearance of impropriety must be avoided under all circumstances.

Messer will not tolerate bribery in any form. Corresponding gift-and-entertainment policies are available for the employees' business, function, or region.

Insider dealing laws prevent people from trading for their own or another person's benefit based on relevant insider information that they became aware of ahead of the market. Messer is firmly committed to supporting fair and open securities (equities or stock) markets throughout the world.

9 Conflicts between company and private interests

Every employee must avoid any conflict between their own interests and those of the company. Even in private matters, any situation that could be contrary to the interests of the company should be avoided as far as possible.

Investments of more than 5% in the share capital of a competing company, a customer, or a supplier require the prior consent of management. Such investments by management require the prior approval of the responsible supervisory body. To the legally permissible extent, management or the responsible supervisory body must also be informed, without delay, of any material investments by employees' relatives[4] in competing companies, customers or suppliers.

The conclusion of a contract by, or any other business activities between, Messer and an employee, or relatives of or legal entities controlled by an employee, require the prior consent of management or the responsible supervisory body. In all cases, it must be ensured that the employee concerned is neither directly nor indirectly involved in the decision to award the contract.

4 In section 9, the term "relatives" refers to the following persons: (1) Fiancé or Fiancée, (2) Spouse, (3) First-degree relatives, including first-degree relatives by marriage, (4) Siblings, (5) Siblings' children, (6) Siblings' spouses and spouses' siblings, (7) Parents' siblings, (8) Persons who have been living in a parent-child relationship in a joint household for an extended period (foster parent-foster child). The aforementioned persons still count as relatives if (a) in the case of numbers (2), (3) and (6) above, the marriage by which two persons became related no longer exists, (b) in the case of numbers (3) to (7), the relationship ends due to an adoption or (c) in the case of number (8), the joint household no longer exists, as long as the persons involved still have a parent-child relationship.

10 Data – Documentation – Company information

Accurate, detailed company data must be provided in a timely manner. Neither violations of accounting laws nor incorrect documentation or financial reporting are tolerated by Messer.

Official statements, especially to the press or other media, may only be provided by authorized employees.

Special care must be taken when dealing with the government as a customer or dealing with a government regulator. Any information provided to a government, either as a customer or as a regulator must be truthful and accurate while effectively protecting Messer' legitimate interests.

All relevant Messer employees must help to ensure that the reporting of business information – computerized, on paper, or in any other format – is accurate, honest, and timely.

11 Compliance violations

The rules contained in this Code of Conduct require an objective review and adaptation of one's own conduct, within the framework of the standards described above.

On some occasions, employees still feel uncertain about what to do despite the guidance in the Messer Code of Conduct. The following Integrity Test sets out considerations that others have found helpful when faced with a difficult decision. It is by no means intended to be conclusive.

Each employee should ask himself whether his own behavior

- is legal and compatible with the values and regulations of Messer.
- is in the best interests of Messer and is not influenced by one's own conflicting interests.
- is influenced by the personal conviction that he has made the right decision and followed his own ethical compass.
- could be represented to superiors, colleagues and his own family or friends with a clear conscience.
- would stand up to scrutiny by third parties.
- upholds the good reputation of Messer.

Should there be any doubt regarding one of these questions in a specific case, the first point of contact is usually one's direct superior, who will try to assess the situation and solve the problem. For qualified advice, one can also approach the responsible compliance officer.

With regard to employee issues and concerns, all the managers and compliance officers at Messer are expected to have an "open door" policy, a great deal of commitment, and a high level of diligence to try to solve any problems that must be addressed.

Possible compliance violations may be reported only to the responsible person in accordance with the established reporting procedure. Detailed information can be found on our intranet site (https://messernet/en/web/compliance/home) and our website (https://corporate.messergroup.com/en/compliance-management-system) in the ***Guideline on reporting and dealing with violations of the rules at Messer.***

For minor compliance violations, **employees** should primarily report to the Local Compliance Officer or Area Compliance Officer, who is responsible for the subject matter and location; however, they can also be reported via the Integrity Line.

Severe compliance violations are to be reported primarily via the Integrity Line or directly to the Chief Compliance Officer.

For **business partners,** the direct contact person at Messer is available, provided the report does not refer to him, also the Chief Compliance Officer can be reached by telephone via the hotline **(+49 800 447 1000)** or by e-mail **(compliance@messergroup.com).**

The Integrity Line, that is managed by an external provider on Messer's behalf, is available:

web-based at: **www.messer.ethicspoint.com** or by phone (Phone number for your country can be found on the website.)

Bad Soden, May 2022
Messer SE & Co. KGaA

Stefan Messer, CEO (2nd from left); **Bernd Eulitz,** Deputy CEO (2nd from right); **Ernst Bode,** COO Europe (left); and **Helmut Kaschenz,** CFO

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