

ZALAI ÖNVEZETŐ JÁRMŰ KLASZTER

CODE OF ETHICS

adopted by Resolution No. 8/2026 (X.13.) of the General Assembly of the Cluster

1. PURPOSE AND SCOPE OF THE CODE

- I.1. The purpose of the Code of Ethics (hereinafter: the **Code**) of the Zalai Önvezető Jármű Klaszter (hereinafter: the **Cluster**) is to lay down – in accordance with Hungarian and European Union legal and professional norms – the standards of conduct that serve trust-based cooperation among the Members of the Cluster, the good reputation of the Cluster and the achievement of the Cluster's objectives.
- I.2. The Code forms an integral part of the Deed of Foundation (hereinafter: the **DoF**). Acceptance of the Code is a condition of membership; in its declaration of accession, the Member undertakes to comply with the Code.
- I.3. The Code shall apply to (a) the Members of the Cluster and the persons representing the Members in the Cluster; (b) the President, the Vice-President and the Cluster Manager; (c) the cluster management organisation and its staff in the course of their activities relating to the Cluster; and (d) other persons participating in the events and services of the Cluster, where they have accepted the Code as a condition of participation.
- I.4. The Code shall apply in every situation in which the person concerned acts on behalf of or as a representative of the Cluster, or participates in an event, service or project of the Cluster, as well as in the relations between Members relating to the Cluster.
- I.5. The Code shall be without prejudice to the Members' own codes of ethics, rules of conduct and compliance systems. In the event of any discrepancy, the person concerned shall follow the stricter rule.

2. CORE VALUES

The operation of the Cluster is founded on the following core values:

- a) **Integrity and compliance with the law** – the persons concerned shall comply with the law in all their activities and shall act in accordance with the requirements of good faith and fair dealing.
- b) **Cooperation and reciprocity** – the Members shall assist one another in pursuit of the common objectives, and the community shall also share in the benefits gained within the Cluster.
- c) **Trust and discretion** – information shared within the Cluster may not be used to the detriment of the Member that shared it.
- d) **Equal opportunities and impartiality** – the opportunities offered by the Cluster shall be available to all Members on transparent and equal terms.
- e) **Responsible and sustainable operation** – in addition to economic performance, the Members shall also take environmental, social and employee-related considerations into account.

3. CONDUCT EXPECTED OF MEMBERS

- 3.1. **Loyalty and active participation.** The Member shall support the objectives of the Cluster, participate in the work of the Cluster, and refrain from any conduct that would jeopardise the good reputation of the Cluster or of another Member, or the achievement of the Cluster's objectives.
- 3.2. **Fair business conduct.** In the business relationships established within the framework of the Cluster – in particular at procurement forums, B2B meetings and in joint projects – the Member shall provide truthful information on its own capabilities, capacities and references, and shall perform the obligations it has undertaken.
- 3.3. **Competition law compliance.** Within the framework of the Cluster, the Member shall not share competitively sensitive information with its competitors, shall not conclude any agreement restricting competition, and shall comply with the competition law reminder set out in the OOR (Section 6.2 of the DoF).

- 3.4. **Confidentiality and intellectual property.** The Member shall treat confidential information obtained within the Cluster in accordance with Chapter X of the DoF, and shall respect the intellectual property of the other Members and of third parties (Chapter XI of the DoF). The Member shall not use another Member's idea, solution or business opportunity without that Member's consent. Statements made at the meetings of the Cluster's closed professional club shall be treated in accordance with the Chatham House Rule: the information received may be used, but neither the identity nor the organisation of the speaker may be disclosed.
- 3.5. **Use of the Cluster's name.** The Member shall not create the impression that it is making a statement on behalf of the Cluster or that the Cluster endorses any product, service or position, unless it is authorised to do so. The Member shall use the Cluster's logo and the fact of its membership only in a truthful and non-misleading manner.
- 3.6. **Anti-corruption.** In the course of their activities relating to the Cluster, the persons concerned shall not offer, promise, give, request or accept any advantage (gift, hospitality, benefit) that is capable of improperly influencing decisions or of creating the appearance thereof. Gifts of low value falling within the scope of business courtesy and hospitality customary at professional events are not prohibited.
- 3.7. **Non-discrimination and human dignity.** The persons concerned shall respect the human dignity of all persons. No one may be subjected to discrimination in the activities of the Cluster on the grounds of sex, age, nationality or ethnic origin, religion or belief, disability, sexual orientation, marital status, financial situation or any other characteristic. All forms of harassment are prohibited at the events of the Cluster.
- 3.8. **Responsible provision of services.** Within the framework of the Cluster, the Member shall not provide or promote any product or service that is unlawful, misleading, hazardous to health or safety, infringes the rights or legitimate interests of others, or is based on exploiting the vulnerable position of others.
- 3.9. **Sustainability and responsible supply chain.** The Members shall endeavour to ensure that their activities and supply chains comply with the legislation on labour and human rights, occupational health and safety and environmental protection, as well as with customer requirements, and that the sustainability data shared within the Cluster (in particular carbon footprint data) are truthful and verifiable.
- 3.10. **Responsible use of data and AI.** In the digital services of the Cluster (in particular in connecting to data spaces, in "test before invest" experiments and in artificial intelligence solutions), the persons concerned shall comply with data protection and cybersecurity rules, shall use the data of another Member only for the agreed purpose and period, and shall apply artificial intelligence in a transparent and lawful manner that respects the rights of the persons concerned.

4. CONDUCT EXPECTED OF OFFICERS AND CLUSTER MANAGEMENT

- 4.1. **Impartiality.** The President, the Vice-President and the Cluster Manager shall perform their functions in the interest of the Cluster as a whole; they may not use their position within the Cluster to obtain an undue advantage for the organisation they represent or with which they are affiliated.
- 4.2. **Equal access to opportunities.** The cluster management organisation shall share procurement enquiries and requests for quotation, business opportunities, visibility at events and subsidised services with the Members according to transparent criteria communicated in advance – on the basis of the Members' profiles, their membership tier under the Fee Regulations and the order of application; it shall not depart from these criteria on the basis of any individual preference.
- 4.3. **Conflict of interest.** The officer or staff member concerned shall disclose any personal or organisational conflict of interest before the decision is taken and shall not participate in the matter (Chapter X of the OOR). The cluster management organisation shall conduct its own business activities separately from the activities performed on behalf of the Cluster, in a transparent manner.

- 4.4. **Accountability.** The officers and the cluster management organisation shall respond substantively and within a reasonable time to requests for information from the Members, and shall document their decisions.
- 4.5. **Responsible financial management in the use of funds.** The cluster management organisation shall use grant and project funding solely for the supported purpose; it shall not account for the same cost from more than one source (prohibition of double funding), shall record projects and the core operation separately, and shall inform the Members transparently about the use of funds.

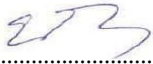
5. ETHICS PROCEDURE

- 5.1. **Reporting.** Any Member or third party may submit a report concerning a breach of the Code in writing, stating the reasons, to the President or the Cluster Manager. Where the report concerns the President or the Cluster Manager, it shall be submitted to the Vice-President.
- 5.2. **Investigation.** The Board shall investigate the report within 30 days in accordance with the OOR. The person concerned shall be informed of the content of the report and shall be given the opportunity to present their position in writing or orally. A Board member who is concerned shall not participate in the procedure.
- 5.3. **Decision.** In its resolution, the Board shall (a) find the report unfounded and dismiss it; (b) issue an ethics warning to the person concerned; or (c) in the case of a serious or repeated breach, propose to the General Assembly the expulsion of the Member concerned (Section 7.6(d) of the DoF). In its decision, the Board may also call upon the person concerned to remedy the harm caused or to change their conduct.
- 5.4. **Publicity.** An ethics warning shall be made public within the Cluster but not externally. Data that come to light in the course of the procedure shall be treated confidentially.
- 5.5. **Legal remedy.** The person concerned may appeal against an ethics warning to the General Assembly within 15 days of its communication; the General Assembly shall decide on the matter by simple majority at its next meeting, with final effect.
- 5.6. **Protection of the reporting person.** A reporting person acting in good faith shall not suffer any detriment as a result of their report. A manifestly bad-faith, untrue report shall itself constitute a breach of the Code.

6. FINAL PROVISIONS

- 6.1. The Code shall be adopted and amended by the General Assembly by simple majority (Section 9.1.2(g) of the DoF).
- 6.2. The Code shall enter into force on the date of the General Assembly resolution adopting it and shall replace the Code of Ethics of the Cluster adopted in 2018. Ethics cases pending at the time of entry into force shall be concluded in accordance with this Code.
- 6.3. The cluster management organisation shall publish the Code on the Cluster's website and shall attach it to the declaration of accession.

Done at Budapest, on 13 October 2026



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