

Code of Conduct

for Business Partners

Purpose of the Thelo DB Code of Conduct for Business Partners

In this Thelo DB Code of Conduct for Business Partners, Thelo DB has defined its requirements and principles for all business dealings with its business partners, in particular those relating to compliance with ethical standards, applicable laws as well as integrity.

Business partners are all companies that supply goods and services to Thelo DB. These can, for example, be suppliers, consultants, agents, other providers of goods and services, and so on. Thelo DB expects its business partners to implement the principles set out in this Code of Conduct for Business Partners throughout their organizations and to comply with these.

01 General Principles

Commercial success and socially responsible actions do not contradict each other - in fact, they are interdependent. We see sustainable and responsible conduct as an important foundation in relation to business dealings with our business partners.

We therefore expect our business partners -

- to carry out their business activities with integrity, i.e. in particular to comply with the law that is applicable to them, e.g. human rights, including the core labour standards of the International Labour Organisation (ILO) and the law on anti-corruption, data privacy, competition, cartels and the environment, and
- to work to ensure that the principles set out in this Code of Conduct for Business Partners are also respected by their own business partners and promote this accordingly, and
- to act honestly, responsibly and fairly.

02 Corporate Social Responsibility of our Business Partners

We are convinced that social responsibility is a key factor for the long-term success of our company and consequently an indispensable element of our value-driven corporate management.

We therefore expect our business partners to align their conduct with the following principles:

Human Rights

Our business partners respect commonly accepted human rights.

Child labour, forced labour

Our business partners reject child labour absolutely and adhere to the applicable provisions on the prohibition of child labour (ILO Conventions 138 and 182). Our business partners are prohibited from using or tolerating, in any form whatsoever, slave labour, forced or indentured labour, bondage, human trafficking or involuntary labour. They ensure that employees are not subject to inhuman or degrading treatment, corporal punishment etc. (ILO Conventions 29 and 105).

Equality of opportunity/diversity

Our business partners promote diversity in their companies and do not tolerate discrimination in the employment or occupation of staff (ILO Conventions 100 and 111). The obligation to comply with South African affirmative action and B-BBEE legislation, in the event they apply, remains unaffected.

Freedom of association/Right to collective bargaining

The business partners of Thelo DB respect the freedom of association and the formation of interest groups and defend the rights of their employees in their business segments. They also respect the right of workers to freely choose their own representatives and to negotiate collectively (ILO Conventions 87 and 98).

Human safety has the utmost priority and is a core value of our business partners. Our business partners provide a safe and healthy working environment, safety-related training as well as ensuring the safety of their products and services.

Occupational health and safety

In addition, they minimise or eliminate, where reasonable, all sources of danger in the workplace and do so based on the general level of knowledge regarding health and safety in the relevant industrial sector.

Environmental protection

Our business partners comply with the environmental standards that are applicable to them and are committed to the principles of sustainable business and to environmental protection as an indicator of corporate value. They take effective measures which reflect their sense of responsibility for the environment.

Payment/Working time/Regular employment relationships

Our business partners reward their staff adequately and in accordance with the applicable laws and industry standards. Our business partners comply with the applicable laws and industry standards. Where possible, work must be carried out on the basis of a regular employment contract as established under national laws and industry standards.

Data Protection

Our business partners comply with all applicable laws for the protection of personal data, particularly of employees, business partners and customers.

03 Anti-Corruption

Thelo DB does not tolerate any form of corruption and other unfair business practices. Transparency and openness are essential requirements for in order to ensure trust and credibility in business and in our dealings with business partners.

Corruption

Our business partners do not tolerate any form of corruption or economic crime by their own employees or employees in the supply chain etc.

Consultants/Agents / Brokers

Any remuneration paid to consultants, agents, brokers and/or other intermediaries must not serve to provide business partners, customers and other third parties with unfair advantages. Our business partners choose their consultants, agents, brokers and other intermediaries diligently and on the basis of appropriate selection criteria.

Avoidance of Conflicts of Interest

Our business partners avoid conflicts of interest that may lead to corruption risks.

Invitations and Gifts

In connection with their business activities for Thelo DB, our business partners accept invitations only or grant invitations only if they are appropriate, not in anticipation of any improper benefits in return or any other preferential treatment and do not violate applicable laws (in particular anti-corruption laws). The same applies to the acceptance or granting of any gifts or other considerations or advantages of any kind.

Behaviour towards Public Officials

Our business partners do not tolerate any form of unlawful tangible and intangible benefits (including their offering) to public officials or persons comparable to these (irrespective of whether these are made directly or indirectly through third parties).

Political Parties

Any unlawful tangible and intangible benefits of any kind to political parties, their representatives or to holders of public offices or candidates for political offices will also not be tolerated by our business partners.

Donations/Sponsoring

Donations are only made on a voluntary basis by our business partners and not in anticipation of any consideration in return. Sponsoring of individuals, groups or organizations will not be used in order to obtain unlawful business advantages.

Money laundering and financing of terrorism

Our business partners take suitable measures within their companies to prevent money laundering and the financing of terrorism in those companies.

04 Conduct of our Business Partners in Competition

Thelo DB strives to always act as a fair and responsible market participant and expects the same from its business partners.

Competition and Cartel Laws

Our business partners comply with all relevant competition laws. In particular, they do not make agreements and arrangements that influence prices, conditions, strategies or customer relations, especially regarding participations in tender procedures. The same applies to the exchange of competitively sensitive information or for any other conduct that unlawfully restricts or may restrict competition.

Export and import controls

Particularly with regard to global business activities, our business partners ensure compliance with all effective laws on the import and export of goods, services and information as well as to the applicable embargoes and sanctions.

05 Compliance with the Code of Conduct for Business Partners

Compliance

Our business partners shall ensure that the principles set out in this Thelo DB Code of Conduct for Business Partners are complied with.

Reports to Compliance

Our business partners use the opportunity to make reports on crimes that were committed in the course of their business activities for Thelo DB and which may have effects on Thelo DB through the following e-mail address: whistleblowing.db-eco@deutschebahn.com.

Protection of Whistleblowers

Our business partners do not tolerate any retaliation against persons who report violations of the principles set out in this Thelo DB Code of Conduct for Business Partners.

Supply Chain

Our business partners choose their suppliers, which they retain in relation to their business activities for Thelo DB diligently, communicate the principles set out in this Thelo DB Code of Conduct for Business Partners or equivalent principles to them and promote compliance of their suppliers with these principles.

Consequences

Thelo DB emphasizes cooperative business dealings with its business partners. For **minor violations** of this Thelo DB Code of Conduct for Business Partners a business partner is therefore generally given the possibility to implement appropriate corrective actions within a reasonable time, if the business partner is principally willing to remedy the violation and improve. For **serious violations** (particularly in case of crimes committed), Thelo DB reserves the right for adequate sanctions against the respective business partner. This can also lead to an immediate termination of the business relationship and the assertion of claims for damages and other rights.

Where to find further information

For more information, please contact your contact person at Thelo DB.

06 Effective Date

This document is effective as of 31 January, 2021.