

# Code of Conduct

## **Purpose of the Code of Conduct**

The Code of Conduct contains binding standards and the expectations we place on our day-to-day behaviour to achieve ethical business conduct. These principles are binding upon all board members, managing directors, executives and employees. Executives have a particular obligation as role models.

## **01 General Principles**

In our dealings with our customers, business partners, employees and owners, we undertake to act fairly and with integrity at all times.

We offer our customers consulting services in the field of rail infrastructure which are safe, environmentally and socially responsible and cost-effective.

Our purpose of pursuing our business activities in accordance with ethical and legally irreproachable principles is inextricably linked with the way in which we behave at our work. In all our business activities we abide by the applicable laws, regulations and standards, avoid conflicts of interest and show respect for the customs, traditions and social values of the countries and cultural groups in which we operate.

We expect and encourage our business partners to introduce similar ethical principles themselves on the basis of applicable laws and accepted values. We expect them to comply with the principles laid down in the Thelo DB Code of Conduct for Business Partners, which is derived from this Code of Conduct, in our business dealings.

## **02 Corporate Social Responsibility**

We are convinced that the economic, social and environmental dimensions must be brought into lasting harmony in order to ensure the sustainable success of our company and social acceptance. Creating this harmony is consequently an indispensable element of our value-driven corporate management. All corporate activities are therefore bound by our obligation to be a good corporate citizen.

Customer satisfaction and product quality as well as profitable growth are consequently factors of equal importance to the success of Thelo DB as cultural change, employee satisfaction and resource conservation as well as the reduction of emissions and noise.

### **Human Rights**

Within the scope of its business activity, Thelo DB complies with the internationally recognized human rights and fundamental freedoms in accordance with the

principles of the UN Global Compact. Furthermore, we help to protect and promote these rights and freedoms with our actions.

#### **Child Labour and Forced Labour**

We reject child labour and any form of forced labour.

#### **Equal Opportunities**

The employees of Thelo DB reflect the diversity of society, languages, cultures and lifestyles. We respect and promote this diversity, as it is the guarantee of our closeness to society, to our customers, and our openness to new ideas. We do not tolerate any discrimination against individuals, in particular due to their race, religion, sexual orientation, nationality, origin, political or trade union activities or owing to their age, gender or any disability. The obligation to comply with South African affirmative action and B-BBEE legislation, in the event they apply, remains unaffected.

#### **Cooperation**

Our cooperation and dealings with one another are defined by mutual respect, transparency and appreciation. We behave cooperatively and ensure a positive working environment.

Our employees play a vital role in determining the success of Thelo DB. Thelo DB acknowledges its responsibility to all employees, to support them and encourage their ongoing development. Thelo DB acknowledges the right of freedom of assembly and the formation of interest groups that are based on the principles of the rule of law. We stand up for the protection of these rights in all our business units worldwide.

The basic rules of cooperation within the company, rights and duties of the employees of Thelo DB are laid down in the **Employee Handbook**.

#### **Safety**

Putting the safety of our employees and customers first is at the core of Thelo DB's values and it is our intention that we work together to provide a safe environment.

#### **Occupational Health and Safety**

By means of preventative occupational safety measures and good working conditions we seek to avert dangers to individuals and to promote and preserve the health of our employees. Our employees' safety is a central requirement of our corporate activities. Occupational safety, however, is also part of the personal responsibility of each individual employee. Risks are to be avoided by means of foresighted, careful and safety-conscious behavior. Any shortcomings in our occupational safety measures are to be reported to the responsible executive immediately.

#### **Environmental Protection**

We have expressly committed ourselves to our particular responsibility for environmentally friendly transport and to environmental protection as a corporate value. We are increasing energy efficiency as well as the use of renewable energies and are reducing emissions, noise as well as our consumption of materials and resources.

## **03 Conduct of all Employees**

All employees are required to comply with the relevant regulations in force at Thelo DB.

### **Behaviour in Public**

The employees influence the public image of Thelo DB. We will all behave in a polite, courteous and service-minded manner to our customers and business partners at all times.

### **Confidentiality**

All information about the business activities of the Thelo DB which has not been published and which is not public is treated as confidential. This includes information about third parties, e.g. business partners, that is made available to us as a result of our working for the Thelo DB. We will not use any knowledge obtained from internal corporate processes for private gain. Generally, all corporate and commercial communication with the media and the general public is the responsibility of the CEO of Thelo DB.

### **Avoiding Conflicts of Interest**

We must avoid situations in which personal or individual financial interests collide with the interests of Thelo DB or of our business partners. In conflict situations, the interests of Thelo DB must not be impaired. This does not affect the compatibility of family and career. Secondary occupations and investment in our competitors and/or business partners must not introduce the risk of a conflict of interest. Any actual or suspected conflict of interest must be reported to the employee's manager.

Thelo DB encourages its employees to participate actively in society in the form of public offices, clubs and associations or citizen's groups, provided that such commitment is not in conflict with the legitimate interests of Thelo DB.

Details on how to deal with conflicts of interests or situations that could lead to conflicts of interest are regulated in the Thelo DB **Conflicts of Interests Policy**.

### **Invitations and Gifts**

It is permitted to accept and issue invitations associated with employment by Thelo DB in accordance with the Thelo DB **Policy Benefits**, provided these are appropriate and not in anticipation of any improper benefits in return or any other preferential treatment. The above also applies to the acceptance or granting of any gifts or other considerations or advantages of any kind.

Details on how to deal with benefits (e.g. gifts and invitations) are regulated in the Thelo DB **Policy Benefits**.

## **04 Conduct toward Competitors, Public Officials and Business Partners**

Thelo DB responds to the requirements of its customers, suppliers and business partners and treats them honestly, responsibly and fairly.

### **Corruption**

Thelo DB will not condone corruption and unfair business practices by employees or third parties commissioned by us. We do not offer, request or accept, either directly or through third parties, any inducements, privileges benefits or other advantages which could influence a person's ability to make objective and fair business decisions.

### **Behaviour towards Public Officials**

In general, all material and/or immaterial gifts of any kind whatsoever to public officials, employees or agents of public authorities or institutes or to the relatives of such persons are prohibited.

**Politics and Political Parties**

In general gifts, entertainment and other advantages of any kind whatsoever to political parties, their representatives, politicians or to holders of public offices or candidates for political offices are also prohibited.

**Business Partners**

Thelo DB Code of Conduct for Business Partners has been derived from the principles laid down in the Corporate Principles on Ethics and we expect our business partners to comply with the principles specified in the Thelo DB Code of Conduct for Business Partners in their business dealings.

**Consultants/Agents/Brokers**

Any remuneration paid to consultants, agents and/or brokers must be appropriate to the services rendered and must not serve to provide business partners or third parties with unfair advantage. Consultants, agents and/or brokers are carefully selected according to suitability criteria such as qualifications and integrity.

**Competition and Cartel Laws**

We abide by the applicable competition regulations and do not reach any arrangements or agreements which affect prices and/or terms and conditions or which in any other way illegitimately restrict fair competition.

Details on how to deal with competitors are regulated in the Thelo DB **Competition Guidelines**.

**Donations/Sponsoring**

The granting of any donations, e.g. in the fields of education, culture, integration and public welfare, climate and nature protection, must always be transparent and documented. Donations may be made only on a voluntary basis and not in anticipation of any consideration in return. In principle, we do not make political or religious donations.

Sponsoring measures must not serve any concealed promotion of interests.

In any case, Compliance must be consulted before making donations or decisions about sponsorship.

## 05 Responsibility to the Owners

The activities of Thelo DB are defined by responsibility and transparency vis-à-vis our owners. The objectives of our corporate work include the protection of the corporate assets and achieving a sustainable increase in the value of the company.

**Protection of Company Assets**

In principle, company assets may only be used for company purposes and must be treated with all due care. Company property may neither be sold nor loaned to third parties nor used for non-company purposes, regardless of the condition or value of the property, without the explicit consent of the company.

All employees are required to act honestly, correctly and with integrity at all times and to safeguard Thelo DB's assets in the course of their work for Thelo DB.

Fraud, corruption or any other criminal action will not be tolerated; suspected wrongdoing will be investigated to the extent legally permitted in compliance with data protection requirements and appropriate action taken if evidence of such is discovered.

Details on how to deal with company assets are laid down in the Thelo DB **Trade Secrets and Assets Policy**.

**Reporting**

All company reports and documents must be true and accurate in all material respects and must conform with the applicable standards and contain full documentation of all relevant information.

**Insider Trading**

Employees are not permitted to use any information which they receive in the course of their work for the Thelo DB and which is not in the public domain in order to achieve financial or commercial benefits for themselves or for third parties.

Details on how to deal with trade secrets are laid down in the Thelo DB **Trade Secrets and Assets Policy**.

**Data Protection**

We collect, process, and use personal data only insofar as permitted by the relevant laws and corporate directives. Documents containing personal data about employees are treated as confidential, stored carefully and disclosed only to authorized persons.

**Money Laundering**

Thelo DB takes all necessary steps to prevent money laundering within its sphere of influence.

## 05 **Compliance with the Code of Conduct**

Thelo DB shall implement the principles specified in this Code of Conduct in all business units.

**Obligation of Compliance**

All board members, managing directors, executives and employees of the Thelo DB are obliged to comply with this Code of Conduct. The executives have particular responsibility for the communication and implementation of these guidelines.

**Whistleblowing**

All employees of Thelo DB are required to report grave infringements of any laws that are likely to result in significant damage to Thelo DB or its shareholders to Compliance, e.g. through the following email address: [whistleblowing.db-eco@deutschebahn.com](mailto:whistleblowing.db-eco@deutschebahn.com) or to their supervisor.

**Protection of the Whistleblower**

We do not tolerate any actions against employees who report such infringements.

**Consequences**

Any infringement of laws and/or internal regulations will lead to appropriate consequences for the employee responsible including prosecution under employment law or disciplinary consequences. Such infringements can also lead to prosecution under criminal and/or liability laws.

**Further Information**

In case of any doubts or if you have any questions, please contact your supervisor. Alternatively, please do not hesitate to contact the Compliance department directly.

## 07 **Effective Date**

Resolved by the Executive Management of Thelo DB and effective as of 31 January, 2021.