

# DB Code of Conduct for Business Partners

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## **Purpose of the DB Code of Conduct for Business Partners**

In this DB Code of Conduct for Business Partners, Deutsche Bahn Group (DB Group) has defined its requirements and principles for its 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 non-DB Group companies that supply goods and services to the DB Group. These can, for example, be suppliers, consultants, agents, other providers of goods and services, and so on. DB Group expects its business partners to implement the principles set out in this DB Code of Conduct for Business Partners throughout their organizations worldwide and to comply with these.

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## **01 General Principles**

DB Group is dedicated to sustainability and has committed itself towards the United Nations to comply with the Ten Principles of the UN Global Compact. 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:

<b>Human Rights</b>	Our business partners respect commonly accepted human rights.
<b>Child labour</b>	Our business partners reject child labour absolutely and adhere to the applicable provisions on the prohibition of child labour (ILO Conventions 138 and 182).
<b>Forced labour</b>	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).
<b>Equality of opportunity / diversity</b>	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).
<b>Freedom of association / Right to collective bargaining</b>	The business partners of the DB Group 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).
<b>Occupational health and safety</b>	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. 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.
<b>Environmental protection</b>	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.
<b>Payment</b>	Our business partners reward their staff adequately and in accordance with the applicable laws and industry standards.
<b>Working time</b>	Our business partners comply with the applicable laws and industry standards.
<b>Regular employment relationships</b>	Where possible, work must be carried out on the basis of a regular employment contract as established under national laws and industry standards.
<b>Data Protection</b>	Our business partners comply with all applicable laws for the protection of personal data, particularly of employees, business partners and customers.

## 03 Anti-Corruption

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

<b>Corruption</b>	Our business partners do not tolerate any form of corruption or economic crime by their own employees or employees in the supply chain etc.
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<b>Consultants / Agents / Brokers</b>	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.
<b>Avoidance of Conflicts of Interest</b>	Our business partners avoid conflicts of interest that may lead to corruption risks.
<b>Invitations and Gifts</b>	In connection with their business activities for DB Group, 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.
<b>Behavior towards Public Officials</b>	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).
<b>Political Parties</b>	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.
<b>Donations / Sponsoring</b>	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.
<b>Money laundering and financing of terrorism</b>	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**

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

<b>Competition and Cartel Laws</b>	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.
<b>Export and import controls</b>	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 DB Code of Conduct for Business Partners**

<b>Compliance</b>	Our business partners shall ensure that the principles set out in this DB Code of Conduct for Business Partners are complied with.
<b>Reports to DB Group</b>	Our business partners use the opportunity to make reports on crimes that were committed in the course of their business activities for the DB Group and which may have effects on DB Group through the existing reporting system of DB Group <sup>1</sup> .

<sup>1</sup> [www.deutschebahn.com/whistleblowing](http://www.deutschebahn.com/whistleblowing)

<b>Protection of Whistleblowers</b>	Our business partners do not tolerate any retaliation against persons who report violations of the principles set out in this DB Code of Conduct for Business Partners.
<b>Supply Chain</b>	Our business partners choose their suppliers, which they retain in relation to their business activities for DB Group, diligently, communicate the principles set out in this DB Code of Conduct for Business Partners or equivalent principles to them and promote compliance of their suppliers with these principles.
<b>Consequences</b>	DB Group emphasizes cooperative business dealings with its business partners. For <b>minor violations</b> of this 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 <b>serious violations</b> (particularly in case of crimes committed), DB Group 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.
<b>Where to find further Information</b>	For more information, see <a href="http://www.deutschebahn.com/compliance-english">www.deutschebahn.com/compliance-english</a> . In case of doubt or questions, please contact your contact person at DB Group. In addition, you always have the possibility to directly contact DB Group Compliance.

## 06

### **Effective Date**

Pursuant to Management Board decision of DB AG/DB ML AG of 10 July 2012 as amended by decision paper dated 3 December 2018.