

DB Code of Conduct for Business Partners

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.

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

- conduct their business activities with integrity, i.e. in particular to comply with the respective applicable laws, e.g. human rights, anti-corruption laws, data protection laws, competition and antitrust laws and environmental laws, and
- promote compliance of their business partners with the principles set out in this DB Code of Conduct for Business Partners and support these accordingly, and
- 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 Labor and Forced Labor	Our business partners strictly reject child labor and comply with applicable laws on the prohibition of child labor. In addition, our business partners do not tolerate any form of forced labor.
Equal Opportunities	Our business partners promote diversity within their organizations and do not tolerate any discrimination with respect to hiring and employment of employees.
Freedom of Assembly	The business partners of DB Group respect the laws applicable to them regarding freedom of assembly and the formation of interest groups and protect the rights of their employees guaranteed in these laws throughout their organizations.
Safety	Putting the safety of people first is at the core of our business partners' values. Together with their employees our business partners provide both for a safe working environment and safety related qualifications as well as for the safety of their products and services.
Occupational Health and Safety	By means of preventative occupational safety measures and good working conditions our business partners seek to avert dangers to individuals and to promote and preserve the health of their employees. Their employees' safety is a central requirement of our business partners' corporate activities.
Environmental Protection	Our business partners comply with applicable environmental standards and are committed to the principles of sustainable management and environmental protection as a corporate value.
Labor and Employment Conditions	Applicable laws and agreements with their social partners are respected by our business partners. Our business partners remunerate their employees adequately.
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

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.

Corruption	Our business partners do not tolerate any form of corruption and bribery.
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 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.

Behavior 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	Our business partners take appropriate measures to prevent money laundering in their organizations.

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.

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 / Combating Terrorism	Particularly with regard to global business activities, our business partners observe compliance with all applicable laws regarding the import and export of goods, services and information as well as the laws on combating international terrorism ¹ .

05 **Compliance with the DB Code of Conduct for Business Partners**

Compliance	Our business partners shall ensure that the principles set out in this DB Code of Conduct for Business Partners are complied with.
Reports to DB Group	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 ² .
Protection of Whistleblowers	Our business partners do not tolerate any discrimination against persons who report violations of the principles set out in this 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 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.
Consequences	DB Group emphasizes cooperative business dealings with its business partners. For minor violations 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 serious violations (particularly in case of crimes committed), DB Group reserves the right for ade-

¹ In particular EU Regulation No. 2580/2001 and 881/2002

² www.deutschebahn.com/whistleblowing

quate 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, see www.deutschebahn.com/compliance-english. 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.

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Effective Date

Resolved at the Management Board meetings of DB AG and DB ML AG on 10.07.2012.