

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 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	Our business partners reject child labour absolutely and adhere to the applicable provisions on the prohibition of child labour (ILO Conventions 138 and 182).
Forced labour	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).
Freedom of association / Right to collective bargaining	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).
Occupational health and safety	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.
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	Our business partners reward their staff adequately and in accordance with the applicable laws and industry standards.
Working time	Our business partners comply with the applicable laws and industry standards.
Regular employment relationships	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

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 or economic crime by their own employees or employees in the supply chain etc.
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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 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**

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	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**

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 ¹ .

¹ www.deutschebahn.com/whistleblowing

Protection of Whistleblowers	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.
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 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, 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.

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.

德铁集团行为准则

适用于商业伙伴

德铁集团商业伙伴的行为准则宗旨

本《行为准则》明确规定了德国铁路集团（下称“德铁集团”）与其商业伙伴之间开展合作的要求和基本原则，尤其要遵守适用法律、道德标准及保持正直廉洁。商业伙伴是指所有非隶属于德铁集团的产品和服务供应企业，包括供应商、咨询公司、代理商及其他产品和服务的提供商等。集团希望其商业伙伴在全球所有业务领域内履行和遵守本行为准则中所列示的各项原则。

01

基本原则

德铁集团致力于可持续性发展，并承诺严格遵守联合国全球契约（UN Global Compact）中的十项原则。经济上的成功与企业社会责任行为不相违背，两者相辅相成。可持续发展和负责任的行为被我们视作与商业伙伴开展合作的重要基础。

因此，我们希望商业伙伴能

- 以诚信开展业务，尤其要遵守相关适用的法律规定，例如包括国际劳工组织的核心标准在内的《人权法》、《反腐败法》、《隐私权保护法》、《竞争法》、《反垄断法》及《环保法》；
- 从自身角度出发履行本行为准则中所列示的各项原则，并督促实施；
- 诚实守信、认真负责、客观公正地履行职责。

*我们原则上采用不体现性别的词汇。如在行文时遇到问题或影响阅读，阳性词汇包括阴性词汇。例如：“雇员”一词也包含“女雇员”。

02 商业伙伴的社会责任

我们深信肩负社会责任是企业取得长远成功的基本要素，因而它是以价值观为导向的企业原则的不可分割的组成部分。因此，我们希望商业伙伴能使用如下原则来要求自己的行为：

人权	商业伙伴尊重普遍公认的人权。
童工	商业伙伴禁止使用童工，且应严格遵守禁用童工的相关适用规定（国际劳工组织第 138 和 182 条公约）。
强迫劳动	商业伙伴不得采用或容许任何形式的奴役劳工、强迫劳工或强制性劳工、农奴制、人口贩卖或非自愿劳动。我们的商业伙伴保证绝不会让雇员遭受不人道或有辱人格的待遇、体罚等（国际劳工组织第 29 和 105 条公约）。
机会平等/多元性	商业伙伴大力提倡企业内部多元化，决不允许在招聘和雇用过程中有任何歧视行为（国际劳工组织第 100 和 111 条公约）。
集会自由 // 集体谈判	德铁集团商业伙伴重视集会自由和成立利益团体方面适用于自身的法律，并保障雇员在其工作单位内依照此类法律所应享有的权益。此外，商业伙伴尊重雇员自由选举雇员代表和集体谈判的权益（国际劳工组织第 87 和 98 条公约）。
安全/劳动和健康保护	确保人员安全应放在首要位置，也是商业伙伴的核心价值观之一。共同营造安全健康的劳动环境及取得相关安全资质，力保产品和服务的安全性。 此外，商业伙伴基于相关工业部门的一般安全和健康保护知识，最大限度地减少或消除工作环境中的所有危险源。
环境保护	商业伙伴遵守适用的相关环保标准，践行可持续性发展原则，并将环境保护纳入企业的基本价值观。商业伙伴采取有效措施，认真负责地对待环保问题。
报酬	商业伙伴给予雇员适当的劳动报酬，并遵守相关适用法律及行业标准。
工作时间	商业伙伴遵守相关适用法律及行业标准。
合法的劳动关系	若具备可行性，便须根据国家法律和行业标准基于正常雇佣关系提供工作服务。
隐私保护	商业伙伴遵守保护个人信息资料的所有相关适用法律，尤其是员工、商业伙伴及客户。

03 反腐败

德铁集团决不允许任何形式的腐败行为或其他不公平的商业手段。我们秉承透明、公开的基本原则，确保在与商业伙伴进行业务往来时的信任与信誉。

腐败	商业伙伴严禁自身雇员或供应链中的雇员等实施任何形式的腐败和经济犯罪行为。
顾问/代理人/经纪人	支付给顾问、代理人和经纪人的报酬禁止以不当利益的方式给予商业伙伴、客户或其他第三方。商业伙伴要依据合理的自身标准来慎重选择顾问、代理人及其他经纪人。
避免利益冲突	商业伙伴须避免可能导致腐败危险的利益冲突。
邀请和礼品	商业伙伴仅可以接受或发出与德铁集团业务相关的邀请，前提是这类邀请合乎情理且并非以严禁的回报或其他优惠为目的，及不得违反适用法律（尤其是《反腐败法》）。因此，这一原则也适用于收授或馈赠礼品和其他形式的捐赠行为。
与公务员交往	商业伙伴决不允许以任何形式向公务员或类似人员（无论是直接或通过第三方）提供非法的物质和非物质性捐赠（包括捐助）。

政治党派	商业伙伴同样决不允许向政治党派及其代表、议员和政府机构候选人提供各类非法的物质和非物质性捐赠（例如：非法捐款）。
捐赠/赞助	捐赠必须建立在自愿基础上，且不得以回报为目的。不得将个人、团体或组织的赞助用于谋取非法商业利益。
洗钱和为恐怖主义融资	商业伙伴应采取一切必要措施，禁止企业内的洗钱和为恐怖主义融资行为。

04 商业伙伴在竞争中的行为

德铁集团严格要求自身，以公正和认真负责的态度去参与市场竞争，并期望商业伙伴也能如此。

竞争法和反垄断法	商业伙伴应遵守所有相关反不正当竞争法规，尤其是投标参与者不达成任何限制价格、服务内容、策略或客户关系的协议和约定。这同样适用于交换商业敏感资料，以及以不当形式限制竞争的其他行为。
进出口管制	尤其是在全球商业活动中，我们的商业伙伴应遵守商品进出口、服务和信息的所有相关适用法律以及适用的禁运和制裁规定。

05 遵守德铁集团商业伙伴行为准则

遵守义务	商业伙伴确保遵守本行为准则中所列示的相关原则。
向德铁集团举报	商业伙伴可以通过德铁集团现有举报系统 ² 对涉及集团业务且对集团造成负面影响的犯罪行为予以举报。
保护举报人	商业伙伴决不允许任何报复举报违法人员的行为。
供应链	商业伙伴应慎重选择受委托参与德铁集团业务的供应商，并与他们就本行为准则中所列示的原则或等效原则进行沟通，及保证其供应商能严格遵守这些原则。
惩处	德铁集团重视与商业伙伴之间的良好合作关系。因此，当商业伙伴违反本行为准则且 情节轻微 时，原则上会给予其在一定期限内采用适当的补救措施，前提是这些措施能从根本上起到补救和改善的作用。如果违反本行为准则且 情节严重 时（特别是触犯法律），则德铁集团将保留对各商业伙伴予以制裁的权利。这也可能会导致立即终止合作关系、要求损害赔偿及维护其他权益。
在哪里可以获取详细信息？	欲了解详细信息，敬请浏览 www.deutschebahn.com/compliance-english 。如有疑惑或疑问，可与德铁集团主管联系。此外，您也可直接与合规管理部联系。

06 生效

按照德国铁路集团股份有限公司/德国铁路交通与物流股份公司于 2012 年 7 月 10 日的董事会决议，于 2018 年 12 月 3 日在董事会工作坊上通过。

¹ 特别是欧盟第 2580/2001 号和 881/2002 号法规

² www.deutschebahn.com/whistleblowing