

# 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 or other providers of goods and services. DB Group's business partners shall ensure that they implement and comply with the principles set out in this DB Code of Conduct for Business Partners in all business areas worldwide and in their supply chain.

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## **01 General Principles**

DB Group is dedicated to sustainability and to fulfilling its obligations under the German Supply Chain Due Diligence Act (LkSG). The DB Group has made a commitment to the United Nations to comply with the Ten Principles of the UN Global Compact. We are additionally committed to complying with the objectives of the UN Guiding Principles on Business and Human Rights (UNGPs) and the OECD Guidelines for Multinational Enterprises. The DB Group, its management and its employees respect and comply with the DB Code of Conduct and our Policy Statement (LkSG-Grundsatzklärung).

Commercial success and socially responsible actions do not contradict each other – in fact, they are interdependent. We consider sustainable and responsible business practices to be an important basis for cooperation with our business partners.

Therefore, our business partners shall

- carry out their business activities with integrity, i.e. in accordance with the standards set out in this DB Code of Conduct for Business Partners and taking into account, in particular, the law applicable to them in each case and
- be committed to ensuring that their own management and employees as well as their business partners along their supply chain are aware of the principles listed here and that they comply with them, and
- act honestly, responsibly and fairly.

Our suppliers must fulfil the requirements set out in this Code of Conduct for Business Partners. We are also committed to take appropriate measures to comply with the requirements of the German Supply Chain Due Diligence Act (LkSG), including following responsible purchasing practices.

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## **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. Our business partners support us by aligning their actions with the following principles through

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appropriate measures and processes and thus minimizing environmental, social and governance (ESG) risks. Our business partners respect the following principles insofar as they do not violate national law.

**Human Rights** Our business partners respect commonly accepted human rights, i.e. the Universal Declaration of Human Rights (UDHR), the International Covenant on Civil and Political Rights (ICCPR) and the International Covenant on Environmental, Social and Cultural Rights (ICESCR) as well as the International Labour Organization (ILO) Declaration on Fundamental Principles and Rights at work.

**Child labour** Our business partners reject internationally prohibited child labour and adhere to the applicable provisions on the prohibition of child labour (ILO Conventions 138 and 182 and ILO Recommendation 190). National laws that allow exceptions to these rules in certain situations apply insofar as they fulfil the requirements of the international conventions. All measures to abolish child labour must focus on the welfare of children.

**Forced labour & Modern Slavery** Our business partners are prohibited from using or tolerating, in any form whatsoever, slave labour, forced or indentured labour, debt servitude and bondage, human trafficking or involuntary labour. They ensure that employees are not subject to inhuman or degrading treatment, or corporal or psychological threat in the workplace. The employees of our business partners must be able to freely choose their employment relationship and terminate it at their own discretion, subject to a reasonable notice period. The ILO indicators for forced labour apply, e.g. withholding of identity documents, withholding of wages/salaries, recruitment fees and excessive overtime. Exceptions to these rules are permitted provided they fulfil the requirements of ILO Conventions 29, 100 and 105 as well as Art. 8 ICCPR.

**Equality of opportunities / diversity** Our business partners promote diversity in their companies and do not tolerate sexual harassment or prohibited discrimination in recruitment and employment of employees, e.g. on the basis of national, ethnic and social origin, skin colour, health status, disability, sexual orientation, gender, age, political opinion, trade union membership, religion or belief (ILO Conventions 100 and 111). Measures to strengthen and protect disadvantaged groups are supported.

**Freedom of association / Right to collective bargaining** Our business partners respect the freedom of association and the formation of trade unions and other forms of workers' representation and defend the rights of their employees in their business segments. They also respect the right of employees to freely choose their own representatives and to negotiate collectively. Exceptions to these rules are permitted provided they fulfil the requirements of ILO Conventions 87 and 98 as well as Art. 8 ICESCR and Art. 22 ICCPR.

**Safety / Occupational health and safety** The safety of people, including their physical and mental health and integrity, is an utmost priority for us and must be a core value of our business partners. They must provide a safe and healthy working environment, including access to sufficient quantities of drinking water and clean sanitary facilities, as well as health-related training measures. They must provide the safety of their employees and other people working for them and the safety of their products and services, at least in accordance with national standards. They must endeavour to continuously improve their occupational health and safety performance. Business partners with more than 250 employees should implement an occupational health and safety management system based on the principles of ISO 45001 (or a similar standard).

In addition, our business partners minimize 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.

**Working hours** The working hours of our business partners must comply with national laws and local industry standards as well as ILO Conventions 1, 14 and 106.

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| <b>Remuneration</b>                             | Our business partners remunerate their employees and the persons working for them appropriately and in accordance with the applicable laws and industry standards at the place of work or the local living wage, whichever is higher. If the payment of a living wage is not immediately economically feasible, they undertake to gradually raise their wages to this level within a reasonable period of time. They ensure equal pay for equal work without discrimination.  |
| <b>Regular employment relationships</b>         | Our business partners comply with national and international laws and industry standards regarding the classification and treatment of employment relationships, e.g. as personnel, subcontractors, independent contractors, etc. In general, labour services must be provided on the basis of a regular employment relationship or employment letter in accordance with national laws and industry standards. The terms and conditions must be communicated in a language understandable to applicants prior to hiring.  |
| <b>Data Protection</b>                          | Our business partners comply with national and international laws for the protection of personal data, particularly of employees, business partners and customers.  |
| <b>Confidentiality</b>                          | Our business partners treat all information about the cooperation with the DB Group that has not been published and is not generally known as confidential.   |
| <b>Environmental protection</b>                 | <p>Our business partners comply with the applicable environmental laws, regulations and standards. In particular, our business partners must not cause harmful soil changes, water pollution, air pollution, harmful noise emissions or excessive water consumption (in each case in accordance with national limits, unless these are obviously inadequate), especially if this significantly impairs the natural basis for the preservation and production of food, denies a person access to safe drinking water, impedes or destroys a person's access to sanitary facilities or damages a person's health.</p> <p>We require our business partners to comply with the Minamata Convention on Mercury, the Stockholm Convention on Persistent Organic Pollutants (POPs) and the Basel Convention on the Control of Transboundary Movements of Hazardous Wastes and their Disposal.</p> <p>Our business partners are taking measures to combat climate change, adapt to climate change, develop a comprehensive circular economy and protect biodiversity and ecosystems. In particular, they increase energy efficiency and the use of renewable energy and reduce emissions, noise and their consumption of materials and resources. Appropriate environmental protection should include, for example, the introduction of an environmental management system in accordance with the principles of DIN EN ISO 14001 (or a similar standard).</p> |
| <b>Unlawful eviction or seizure of property</b> | Our business partners respect property and participation rights as protected by national and international law. This includes the protection of "legitimate tenure rights" against unlawful expropriation and protection against evictions that violate the right to an adequate standard of living. For projects that require large amounts of land, water and forest in an environment with high levels of corruption, (post-)conflict or the presence of indigenous peoples, proactive measures are required, such as ensuring appropriate participation (ILO Convention 169).   |
| <b>Use of security forces</b>                   | Our business partners are obliged to instruct and control the private or public security forces they deploy in such a way that their deployment does not lead to unlawful harm to life and limb or violate the freedom of association or the UN Convention against Torture and Other Cruel, Inhuman or Degrading Treatment or Punishment.   |

## 03

### **Anti-Corruption and Trade Compliance**

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.

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| <b>Corruption</b>                                       | Our business partners do not tolerate any form of corruption or economic crime by their own employees or third parties. With regard to third parties, this is applicable both to third parties commissioned directly by business partners or by employees and also to commissioned third parties in the supply chain.  |
| <b>Behaviour 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 offerings are made directly or indirectly through third parties). Facilitation payments are prohibited.   |
| <b>Politics and 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 are also not tolerated by our business partners.   |
| <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>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>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 and their employees avoid conflicts of interest in which their personal or their own financial interests collide with the interests of the company or the DB Group which could lead to corruption risks.   |
| <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.   |
| <b>Embargoes, sanctions, export and import controls</b> | Our business partners ensure strict compliance with all applicable laws and regulations on the import and export of goods, services and information as well as with the applicable embargoes and sanctions, especially with regard to international business activities.   |

## 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.

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

### Commitment to compliance internally and in the supply chain

Our business partners take appropriate measures to comply with the principles set out in this DB Code of Conduct for Business Partners, both internally and within their supply chains. We require appropriate measures to eliminate violations and the most serious risks without delay. In the area of ESG risks, this means continuous and risk-based improvement and appropriate response to prioritised risks and violations. Our business partners carefully select the suppliers they engage with in the course of their work for the DB Group. They make reasonable efforts to oblige their own business partners to also comply with the principles set out in this DB Code of Conduct for Business Partners or equivalent standards and to pass them on to their own business partners and ensure that these principles are also observed by them. We support our suppliers, especially small and medium-sized enterprises (SMEs), in taking appropriate measures on the basis of risk analyses we have carried out.

### Monitoring und Audits

The DB Group may implement monitoring measures (including through third parties) to monitor compliance with these Principles, including the use of questionnaires, on-site audits of facilities in serious cases, review of available information or other measures necessary to verify a business partner's performance. Business partners are expected to co-operate with the DB Group and/or share information as necessary to demonstrate that the business partner itself complies with the principles listed here and also promotes them with appropriate measures in its supply chain.

### Training

Our business partners regularly train their employees and the persons working for them on a risk-based basis in dealing with and complying with the principles set out in this DB Code of Conduct for Business Partners or equivalent documents. The implementation of training courses must be documented.

### Reports / Whistleblowing to DB Group

Our business partners inform their employees and the persons working for them that they can report violations of this Code and how to do so. For this purpose, they can contact the DB Group's whistleblowing system<sup>1</sup> or an equivalent internal or external system. If there is a high risk of injury, business partners should also inform local residents about the grievance mechanisms.

Our business partners use the opportunity to make reports on criminal or regulatory offences that violate the principles set out here and were committed in the course of their business activities for the DB Group and which may have effects on DB Group through the existing whistleblowing system of DB Group.<sup>1</sup>

DB Group responds appropriately to this information and treats it confidentially in accordance with the statutory provisions.

### 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 or against other persons covered by whistleblower protection.

### Consequences

DB Group emphasizes cooperative business dealings with its business partners. For **minor or potential violations** of this DB Code of Conduct for Business Partners and in the event of violations of the ESG requirements (Chapter 02) a business partner is therefore 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) or in the event of a lack of cooperation despite a reasonable deadline or if an improvement is not to be expected due to the external conditions (e.g. extreme local crisis situations such as civil war), DB Group reserves the right for adequate legal steps against the respective business partner. This can also lead to an

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

immediate termination of the contract or business relationship and the assertion of claims for damages and other rights. In exercising its rights, the DB Group is committed to observing the principles of responsible disengagement as described in the OECD Due Diligence Guidance for Responsible Business Conduct.

**Where to find further  
Information**

For more information, see [www.deutschebahn.com/compliance-english](http://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**

Pursuant to Management Board decision of DB AG/DB ML AG of 10 July 2012 as amended by decision paper dated 3 December 2018 and Management Board decision of DB AG dated 21.11.2023.