



# Ethical Standards Code of Conduct

# Purpose of the Code of Conduct

Conducting responsible business and therefore ethical conduct is a prerequisite for the development of our company. Our position on the market and trust of the business partners significantly depend on whether we will fully identify with the adopted ethical standards. In everyday work it is easy to encounter situations which with inappropriate reaction may pose a risk to the interests of the Company and influence its image negatively. The concept of preparing the ethical standards is to make a recommendation on the manner of behaving in such situations.

When creating this document, we were inspired by the Ethical Code binding at the DB concern. **Integrity, respect and compliance with law are the basic principles we live up to in our professional and private life. Protection of those values is in our common interest.**

We all identify ourselves with those principles. They are an expression of our aspiration to create partnership with both the external surrounding of the company and the employees.

**We need to remember that the agreed principles of conduct will turn useless if we do not consciously commit to obey them and if we do not become role models for colleagues and the people around us.** We believe that all employees of the DB Cargo Polska Group will not only act in accordance with the adopted standards of ethical conduct but also monitor attentively whether they are obeyed. Better work atmosphere and efficient solutions to problems of ethical nature will be a visible sign that the expectations have been successfully delivered.

# 01

## General provisions

These Ethical Standards – Code of Conduct do not violate the corporate “Ethics Code of Conduct”, being just a supplement that takes into consideration the local conditions of DB Cargo Polska Group.

We all care for shaping ethical standards within the enterprise.

All managers should manage by being a role model.

Unethical behaviours might also entail the responsibility defined in the labour law, civil law and criminal law.

**If you have ethical doubts – check facts and ask yourself a question:**

Is the situation legal, compliant with internal regulations and ethical standards binding within the company?

How would you feel if it happened to you?

What would be your expectations towards other people?

What feelings does the event bring to you?

Does it fit into the principles you obey?

How would you feel if you undertook no actions?

**Always observe the principles you expect to be applied by others towards you.**

### DEFINITION OF ETHICS

Ethics is a set of principles and standards which specify the right actions and behaviours in the conducted business activity.

Ethics in business is related to the mutual relations between employees and enterprise and its surrounding when fulfilling official duties.

We will encourage our customers to implement similar regulations in their enterprises and therefore we will expect them to behave in accordance with the Code of Conduct for Business Partners.

## 02

# Commitments of employer towards the employees

Each person that manages employees in the DB Cargo Polska Group is responsible for reacting immediately and strongly to any signs of mobbing, harassment, discrimination, lack of good manners or other violation of ethical standards, regardless of who and where commits such acts.

### **Respect to the dignity of employees**

All employees shall be treated with respect at work but also during official and non-official meetings and trips. No behaviour or statements towards other employees shall be offensive, humiliating or discriminating. Any remarks concerning the inappropriateness of behaviour shall be treated seriously and complied with.

Employees shall be evaluated based on clear criteria, known to both parties.

It is aimed to settle disputes in an amicable way.

The issues related to mobbing, harassment and discrimination shall be governed by the Labour Code.

### **Special responsibility of the managers**

Persons who manage subordinate employees bear special responsibility for complying with ethical standards due to their function. Therefore, the following tasks have been specified for people on managerial positions:

- The superior shall inform a new employee about his/her rights and duties, job description and basic rules binding within the company.
- The superior shall organise work in such a way so that work time of each employee, his/her knowledge and skills are fully utilised. The holiday leave shall be granted so as not to disturb the normal mode of work and at the same time to enable the employee to take a rest in accordance with binding law.

- The superior shall be a partner to the employee in achieving his/her goals. S/he shares his/her knowledge and experience, provides his attendance and support, appreciates efforts and successes as well as motivates and mobilises the employees.
- The superior shall make a reliable and objective assessment of the work performed by the employee.
- The superiors shall organise cyclical meetings with their employees in order to allow for information exchange about tasks, problems or conflicts regarding work. Based on opinions and demands reported by the employees, the superior shall take actions in order to solve them. If the employees discuss any significant issues, the superiors' duty shall be to inform their superiors. The superior shall support creativity and development of employees' ideas.
- The superior shall organise and support the cooperation within and between departments, in project teams and with other companies of the DB Group, as may be requested.

### **Protection of personal data and personal rights**

Any personal data and other information on the employees (e.g. basic rate) are personal rights under protection of law. All employees are obliged to comply with law in this respect.

Each person with access to personal data is obliged to take all necessary steps to prevent their loss, publishing or improper use.

It is required to prevent any accidental or intentional disclosure of the confidential information by securing it in an appropriate manner. Any violation involving personal data shall be immediately reported to the local Personal Data Inspector who shall provide guidance referring to the proper handling of the violation and take further formal actions (e.g. submit a report to the Inspector General for the Protection of Personal Data).

## 03

# Commitments of employees towards the employer

### Correct performance of entrusted duties

All employees are obliged to perform their duties honestly in order to ensure sustainable development of the company and achievement of goals.

Our actions shall always be compliant with law.

It is important to keep the set dates for task completion.

Any oral and written inquiries shall be answered efficiently and based on reliable information.

Colleagues and customers shall be informed about any noticed obstacles that may hinder the tasks completion. Efficient actions shall be taken to overcome them. All changes in the rules of law, internal procedures and orders of DB Cargo Polska shall be monitored on an ongoing basis and translated into performed duties.

### Building up good work atmosphere

Good work atmosphere helps to create partnership relations with colleagues which significantly affect the operation of the enterprise. The work atmosphere built up on cooperation allows for fuller utilisation of capabilities and possibilities of the employees in order to bring benefits to the DB Cargo Polska Group and to allow for satisfying personal development to each employee. The DB Cargo Polska Group intends to provide all employees with friendly work conditions.

We are therefore obliged to:

- create positive, respectful relations with colleagues;
- apply friendly attitude at work;
- avoid any forms of harassment, discrimination and mobbing and to oppose any signs thereof;
- keep in secret any private information regarding other employees, information that violates their dignity and reputation and the information that could lead to conflicts and disturb the work atmosphere;
- avoid imputing anything to the colleagues; take care of the Company's reputation, avoid accusing both the colleagues and the Company in groundless way;
- behave in a way which does not pose a risk to personal rights of other employees and does not violate them;
- abstain from creating and sending in electronic form any documents or images which might be offensive to others or hurt them and to abstain from posting any comments on Internet forums or social media that would be offensive or would violate personal rights of the colleagues or the employer.

**Reliable register of information related to the company's activity**

All tasks carried out shall be registered properly to ensure transparency and lawfulness of the activities of the DB Cargo Polska Group.

Any information shall be circulated according to the adopted applicable principles with the competence rules being obeyed.

Before any information is communicated to colleagues and customers, its reliability shall be checked with due diligence.

All data shall be entered to IT systems carefully and quickly to allow for creating full and updated set of information.

It is impermissible to distort or provide false information regarding any details about the DB Cargo Polska Group.

**Supervision over the way tasks are carried out and documented**

The employees responsible for functional and institutional control are obliged to supervise the tasks properly on all levels of the organisational structure of the DB Cargo Polska Group. The everyday control over tasks has a decisive impact on their proper performance.

It is always required to react if anybody does his/her job in a form that poses a risk to life or health.

It is required to react in case of any non-compliance regarding the documentation of tasks so they can be remedied.

We treat inspections and audits as an impulse for improvement and development. Therefore we obey the post-audit recommendations.

**Proper use of entrusted resources**

To enable carrying out tasks, the DB Cargo Polska Group provides the employees with indispensable resources (fixed estates, means of transports, IT devices, etc.). The resources shall be utilised in compliance with law to carry out tasks entrusted to the employees (for business purposes). The Company's resources shall not be used for personal benefits or for the benefit of third parties, including persons from outside the DB Cargo Polska Group. Internal procedures binding at DB Cargo Polska may approve personal use of some resources in accordance with requirements specified in those procedures.

It is recommended always to check relevant regulations to ensure that the resources of DB Cargo Polska Group are used as intended.

Prior to commencing work with a device, it is required to familiarise with the manner of using it.

To obtain additional information, please refer to the internal procedures of the DB Cargo Polska Group regarding among others, use of company cars or mobile phones.

### **Theft or improper use of resources**

Please bear in mind that theft or intentional improper use of resources of the DB Cargo Polska Group constitutes a violation of these ethical standards.

Theft or misappropriation of the DB Cargo Polska Group resources by unauthorised taking out products, equipment or information of the DB Cargo Polska Group or registering the work time or expenses intentionally in a false manner may result in terminating the employment relation and criminal procedure.

Theft of property belonging to other employees at workplace is treated as theft of Company's resources.

### **Protection of resources against damage and unauthorised access**

#### **Protection of assets**

Protection of assets comprises actions that prevent damage or loss of its components.

Any risks of loss or damage shall be reported each time and actions approved by law shall be undertaken in order to mitigate the risk.

In case of a fault of a device or irregular operation, no repairs shall be undertaken, instead, it shall be reported to employees responsible for the property of the company.

### **Protection of information with particular attention paid to confidential information**

Confidential information is each piece of information related to the activity of the employer, the protection of which is justified with economic interest.

All documents, details and information acquired or produced in the course of carrying out the company tasks are the property of the individual Companies of the DB Cargo Polska Group. They shall not be disclosed to third parties, including former employees of the Company. They may be used only in the interest of the company and shall be subject to protection as confidential information.

Each employee shall be obliged to protect the confidential information of the DB Cargo Polska Group.

It is required to apply the regulations adopted at the DB Cargo Polska Group which are related to securing documents, both in hard copies and in electronic form. Superiors shall be informed on any violation of the security and if it is found that those securities are insufficient, an intervention shall be required.

It is not allowed to leave any confidential documents that a person works on or stores without supervision.

It is always required to check whether a person that asks for disclosing confidential information is authorised to receive them. Unless duties require that, it is not allowed to disclose such information to any person outside the DB Cargo Polska Group, including members of family or friends.

Disclosing any confidential information of the Company within the DB Cargo Polska Group shall be limited to those colleagues only who should receive the information in order to fulfil their duties.

When working in public places (e.g. in train), it is ought to be remembered that data stored on a computer, phone or any other documents cannot be accessible to the outsiders. They should not also be able to listen to our conversations, including phone talks.

### **Counteracting money laundering**

The DB Cargo Polska Group in no way and under no circumstances shall involve in any activities related to laundering money coming from unlawful or criminal activity.



## 04

# Commitments of employees towards customers, business partners, state authorities, competitors and other entity

In any contacts with customers, business partners, state authorities, employees of the competitors and other persons and entities outside the DB Cargo Polska Group, it is required to abide the rules of binding law and trade diligence, keep the agreements and practice good manners.

General principles related to contacts and cooperation with persons outside the DB Cargo Polska Group (customers, business partners, state authorities and other entities) shall be governed by the following rules of law:

1. Act of 16th February 2007 on protection of competition and consumers;
2. Act of 16th April 1993 on counteracting unfair competition.

In all contacts with customers, business partners, state authorities, employees of competitors and other persons or entities outside the DB Cargo Polska Group, it is required to:

- apply the rule of achieving profits in a fair manner that is compliant with law,
- protect all confidential information and company's secrets as well as secrets obtained from customers,

- make only feasible promises,
- competently in a responsible manner inform customers and business partners about the conditions of cooperation, features of products and services offered by the DB Cargo Polska Group.

### **Social responsibility**

When taking business decisions and managing our resources as well as infrastructure, we keep in mind the natural environment and social issues, in particular:

- respect of the international human rights
- ban on child labour and indentured labour
- acceptance of cultural, language and social diversity etc.
- rejecting any signs of discrimination
- improving the culture of safety
- participation in initiatives which aim at protecting the natural environment

### Protecting the company's image

We all create the positive image of the DB Cargo Polska Group, both within the Company and outside towards third parties.

The image means something more than company folders, paper or headquarters – it is first and foremost the employees. By meeting on everyday basis with customers, decision-makers or opinion-forming environments we have significant influence on the way the external world perceives us.

Each of us influences the image of the Company through his/her behaviour by fulfilling official duties also outside its headquarters, during business trips, team building trips, meeting with customers, using internet forums or social portals.

Pursuant to the binding Rules of Work, recording sound or image without permission, its distribution with mass media also in the Internet, in particular via social media or websites which allow for publishing photos, sound or image recordings that present the property of the Company require prior consent of the Company.

The trademark might be used in accordance with relevant guidelines. Detailed description is available at:

**[https://marketingportal.extranet.deutschebahn.com/index.php?status=prepare&id\\_navigation=100922](https://marketingportal.extranet.deutschebahn.com/index.php?status=prepare&id_navigation=100922)**

Please bear in mind that in any official situations, the Company shall be represented by the Members of the Management Board. In contacts with state authorities, local governments or other institutions, the Company might be represented only by authorised employees of the DB Cargo Polska Group. Contacts with media are reserved to Members of the Management Board and authorised employees of the DB Cargo Polska Group only.

### Preventing corruption – give and take

A general rule adopted at DB Cargo Polska Group prohibits any form of accepting or offering financial advantages that would be contrary to applicable guidelines.

Invitations – for example to an official dinner or supper which are compliant with guidelines and correspond to generally established business habits can be accepted or offered if it is done of one's own free will and is not related with expectation to be given repayment or any other special entitlements.

The same is applies to accepting or offering gifts and other benefits of any kind. Any extraordinary benefits shall be reported by the employee to his/her direct superior and approved by the relevant Member of the Management Board.

Benefits which bear signs of being extraordinary are as follows:

- luxurious, exclusive or expensive gifts,
- gifts that exceed the value of PLN 100.00
- gifts unrelated or slightly related to the conducted activity (e.g. holidays, weekend, sport and cultural events, etc.)
- gifts offered within short time (ca. 3 months) prior to completion of a transaction or a contract,
- excessive hospitality in unjustified cases.

It is not allowed to offer any financial or non-financial benefits to public officers.

Detailed principles have been described in the DB AG Corporate Guidelines no. 136.01.01.

### Applying principles of fair competition

The DB Cargo Polska Group Policy on competition is based on applicable general rules currently in force.

Any acts that are contradictory to law and good customs shall be deemed to be acts of unfair competition if they infringe upon the interest of other entrepreneur or customer.

Acts of unfair competition include but are not limited to: misleading sign of an enterprise, false or deceitful denotation of geographical origin of goods or services, misleading marking of goods or services, violation of enterprise's secret, urging to terminate or not to perform a contract, imitating products, imputing or unfair praising, hindering access to market, bribery offered to a public officer as well as unfair or prohibited advertisement, organising an avalanche sale and conducting or organising activity in a consortium system. No actions that restrict competition are allowed.

It is prohibited to interfere in the Public Procurement Law. Such action is subject to criminal sanctions.

Cooperation and discussions with competitors may not bring any suspicions related to unfair competition.

When selecting a vendor, always the interest of Company shall be put at first.

Unfair competition has been defined in the Act on counteracting unfair competition of 16th April 1993.

### Preventing conflicts of interest

A conflict of interest is a situation when the activity of an employee or his/her relations collide in any way with the interest of the Company (disturb or seem to disturb the employee's ability to act in the Company's interest) and give the employee, members of his/her family or friends the opportunity to achieve any private inurement.

When fulfilling his/her duties, an employee shall be obliged to act in the Company's best interest. An employee shall never use his/her position in the Company for inurement of his/her own or his/her family, relatives and friends.

Examples of conflicts of interest:

- employee conducts business activity and provides services or sells products to the Company that employs him/her,
- employee has connections with another company that delivers products or services and affects the selection of the offer of that company by the DB Cargo Polska Group,
- employee provides work for another Employer, customer, competitor, vendor or business partner in particular,
- employee has shares in the company of a customer, competitor, vendor or business partner,
- in the work time the employee carries out tasks other than those resulting from the employment relation,
- employee pursues personal interests with use of the property of the DB Cargo Polska Group entrusted to him/her,
- employee remains in a professional relation with relatives or other related persons.

Each employee shall be obliged to avoid situations leading to a conflict of interest or even a suspicion thereof and to inform his/her superior on any situation in which s/he is not able to perform his/her function in an impartial manner due to a conflict of interest.

Detailed principles have been described in the DB AG Corporate Guidelines No. 136.01.02.

# 05

## General principles governing the responsibility of employees

This section describes the responsibilities of Members of the Management Board and employees of the DB Cargo Polska Group companies as well as sanctions in case of their violation.

### Scope of employees' responsibility

All employees of the DB Cargo Polska Group shall be obliged to:

- act in ethical and honest manner, in particular in situations of possible conflict of interest,
- comply with the rules of law of the Republic of Poland, in particular the law governing bribery, corruption, unfair business practices and crimes against property, including theft, fraud, appropriation of property, dealing in stolen property and damage of property,
- comply with the rules of law of the European Union, all internal orders of the DB Cargo Polska Group as well as values and principles included herein,
- undertake actions aiming at efficient protection of the property and assets of the DB Cargo Polska Group and at the same time use them in economical and efficient way,
- intervene in any cases of violation of the standards of proceeding included herein and in other internal orders of the DB Cargo Polska Group and to report such violations,
- take actions in good faith, being guided by the interest of the companies of the DB Cargo Polska Group,
- be impartial towards the customers, contractors, vendors and subsuppliers of the DB Cargo Polska Group, applying the principles of professionalism, trust and efficiency in any activities related to them,
- comply with the Corporate Principle – Ethics Code of Conduct binding in all business units of the Deutsche Bahn Group.

## 06

# Awareness of the Ethical Standards – Code of Conduct and its availability

All employees of the DB Cargo Polska Group shall be obliged to know and to apply the Ethical Standards – Code of Conduct. Each employee, regardless of his/her function in the organisational structure of the DB Cargo Polska Group shall have the possibility to read the Ethical Standards – Code of Conduct with values and standards specified therein. The document is available on the website of DB Cargo Polska, at direct superior, at the Compliance Department and the Ombudsman.

### **Clarification of doubts, suggestions of changes**

Should an employee have any additional questions or doubts regarding the provisions of the Ethical Standards – Code of Conduct, s/he is entitled to receive clarifications of issues which are vague or which raise doubts. Therefore an employee may turn to his/her direct superior, the Compliance Department or to the Ombudsman. Each employee will be listened to with full attention and diligence. S/he may also obtain additional clarifications and information.

To make the ethical standards fully efficient, the employees may initiate modifications and amendments to the Ethical Standards – Code of Conduct.

They are entitled to suggest their own solutions to problems, methods of streamlining and ideas how to eliminate behaviours that violate the Ethical Standards.

Each request shall be sent to the Compliance Department at DB Cargo Polska and analysed by the Ombudsman to check whether the solutions suggested in the request are compliant with law and whether they are able to trigger positive changes in the ethical culture of the DB Cargo Polska Group. After the analysis, a decision shall be made on amending or supplementing the Ethical Standards – Code of Conduct.

### **Sanctions for violation**

Any violation of regulations regarding bribery and corruption by an employee of the DB Cargo Polska Group shall result in termination of the employment relationship or any other contractual relation. The abovementioned solution shall be applied even if the rules on bribery or corruption were breached via third parties (e.g. consultants, lobbyists, representatives, agents, sponsors).

In case of any other violation of these Ethical Standards, the relevant company of the DB Cargo Polska Group shall immediately undertake actions towards employees or other entities it has any contractual relations with, based on relevant Labour Law regulations, including the Company's internal acts, provisions of the Civil Law, including penal sanctions.

### **Reporting irregularities and violations**

**Each Employee is obliged to report all irregularities and violations within DB Cargo Polska to any of the following person:**

- direct superior,
- superior over the direct superior,
- Members of the Management Board,
- Legal Department,
- Compliance Department,
- Ombudsman.

### **Anonymity and confidentiality**

Persons that report the violations of the Ethical Standards binding within the DB Cargo Polska Group shall have the right to remain anonymous. However, the Company encourages all persons reporting to disclose their personal details in order to facilitate the communication and information exchange. If the person reporting requires anonymity, the investigators of the case shall take all protective steps which aim at keeping this identity secret in the scope practically possible and permissible by law.

#### **Contact to the Compliance Department:**

phone no.: +48 607327966, e-mail: [barbara.solarska@deutschebahn.com](mailto:barbara.solarska@deutschebahn.com)

#### **Contact to the Legal Department:**

phone no.: +48 697396017, e-mail: [dominika.surowiec@deutschebahn.com](mailto:dominika.surowiec@deutschebahn.com)

#### **Contact to Ombudsman**

legal advisor Bożena Łuszczynska:

phone no.: +48 660582456, e-mail: [bluszczynska@prawni.com.pl](mailto:bluszczynska@prawni.com.pl)

### **Ban on acts of retaliation**

Each signs of retaliatory actions on any employee who made a report in good faith shall constitute a violation of these Ethical Standards. Reporting any violation to the Ethical Standards or participation in the investigation procedure shall not be a basis for any actions disadvantageous to the employee exercised by the employer, persons acting on the employer's behalf or other employees.

All signs suggesting that retaliatory actions are taken against a person who made a report shall be clarified immediately. Discrimination, mobbing or degrading a person who reported a violation shall be strictly prohibited as well as any indications of lack of respect to such person. Disciplinary actions shall be brought against persons who commit retaliatory acts, with termination of the employment relation included.

If you witness a possible act of retaliation or any retaliatory actions are taken against you, report this fact immediately to the Ombudsman, your superior, the Compliance Department or with tools designed for reporting irregularities on the level of the DB concern which are available at the official website of the concern ([www.deutschebahn.com](http://www.deutschebahn.com)).

DB Cargo Polska shall protect each employee who in good faith reported a violation of the Ethical Standards. Good faith of a person reporting does not mean that the employee has to be right – it is sufficient that taking into consideration the circumstances s/he is convinced that the information provided is true or that there has been an actual violation. On the other hand, unjustified accusations, purposeful misleading or lying to the investigators constitute a violation of the Ethical Standards – Code of Conduct. Disciplinary actions, termination of the employment relation included, shall be taken against persons exercising any of the above.

# 07

## List of selected legal regulations and internal policies

### Regulations and guidelines

#### Legal acts:

- Act of 16th April 1993 on counteracting unfair competition
- Act of 16th February 2007 on competition and consumer protection
- the Labour Code

#### Internal guidelines binding within the DB Group:

- Management Handbook
- Handbook Ethics Code of Conduct DB
- Conflict of Interests and Secondary Employment 136.0102
- Protecting Business and Trade Secrets and Assets 136.0103
- Benefits (including Invitations, Hospitality, Gifts) – Give and Take 136.0101 Global Private Policy

#### Internal policy of the DB Cargo Polska Group:

- Use of mobile phones in the DB Cargo Polska Group – Order No. 9/2011
- Representation of the DB Cargo Polska Group in media – Order No. 14/2012
- Terms of management and use of company cars – Order No. 11/2015
- Information confidentiality policy – Order no. 6/2015.



**DB Cargo Polska S.A.**  
ul. Wolności 337  
41-800 Zabrze, Polska

**[www.pl.dbcargo.com](http://www.pl.dbcargo.com)**  
**[www.dbcargo.com](http://www.dbcargo.com)**