



**Vossloh Code of Conduct
for Business Partners**

Vossloh Aktiengesellschaft and its Group companies ("Vossloh") are committed to the principles of lawful and ethical conduct, integrity and compliance. Adherence to the Vossloh Code of Conduct and Vossloh Compliance Guidelines as well as the principles of the United Nations Global Compact Initiative (UN Global Compact) are mandatory for all Vossloh employees.



Vossloh expects its business partners, suppliers and subcontractors (hereinafter jointly referred to as Business Partners) to uphold and demonstrate lawful and ethical conduct in line with the Global Compact Initiative and the minimum standards set out below.

This is the prerequisite for cooperation between Vossloh and its Business Partners.

Principles

Together with our Business Partners, we vouch for our economic success while acting in a socially responsible and sustainable manner. We expect our Business Partners to conduct their business activities with integrity and to comply with and implement the principles listed below worldwide.

Joint responsibility for compliance with applicable law

Vossloh's Business Partners must always comply with any applicable laws and regulations, including but not limited to any applicable regulatory requirements, as well as with the principles of the UN Global Compact and the conventions of the UN and the International Labour Organization (ILO). It is the responsibility of each individual Business Partner to stay informed about applicable legislation. If applicable national legislation imposes stricter requirements than Vossloh's internal regulations, the national legislation applies.

Shared responsibility for respecting human and labour rights

Vossloh's Business Partners are obliged to comply with the fundamental employee rights set forth in the applicable national and international legislation and to observe the binding national and international labour and social standards as defined by the International Labour Organization and the United Nations' International Charter of Human Rights. In doing so, the rights and laws applicable in the various countries must be taken into account.

Human Rights

Vossloh's Business Partners respect human rights.

Child Labour

Vossloh's Business Partners oppose child labour and refrain from any form of child labour in their companies. The applicable standards prohibiting child labour are observed.

Forced Labour

Vossloh's Business Partners refrain from any form of forced labour. They do not tolerate any form of forced labour or human trafficking in their companies.

Anti-discrimination

Vossloh's Business Partners prohibit any kind of discrimination in the recruitment and employment of employees and promote equal opportunities and diversity within the company.

Working hours

Vossloh's Business Partners strictly and fully comply with the applicable laws on working hours.

Compensation

Vossloh's Business Partners ensure that their employees are remunerated adequately and in compliance with the applicable national laws (e.g. on minimum wages).

Health and safety at work

Vossloh's Business Partners comply with the applicable occupational safety and health legislation and ensure the safety and health of employees as a core concern within the company. They create a safe and healthy working environment and limit hazards and risks at work within the scope of applicable standards. This includes the regular training and qualification of employees as well as the safety of the products and services applied.

Freedom of assembly and association

Vossloh's Business Partners respect the right to form and freely elect employee representatives and to negotiate collectively. Employee representatives are free to express their concerns, especially regarding working conditions.

Data protection

Vossloh's Business Partners comply with the applicable data protection laws.

Joint responsibility for environmental protection and sustainability

Vossloh's Business Partners are obliged to comply with applicable environmental protection laws and act in accordance with internationally recognized environmental standards. Vossloh's Business Partners take precautions to preserve the environment and nature and promote the ecologically balanced use of ecological resources. They are aware of their responsibility to operate sustainably.

Joint responsibility for conflict minerals sourcing

Vossloh's Business Partners are obliged to comply with national and international law and initiatives and take reasonable efforts to avoid in its products the use of raw materials which originate from conflict-affected and high-risk areas ("CAHRAs") and contribute to human rights abuses, corruption, the financing of armed groups or similar negative effects.

Joint responsibility for compliance with trade law and export controls

Vossloh's Business Partners are obliged to comply with applicable national and international trade law, including export controls, and to take reasonable precautions to uphold imposed export and import restrictions and obtain required approvals related to their products and services.

Joint responsibility for free and fair competition

Vossloh's Business Partners refrain from any form of corruption and are committed to fair competition.

Free and fair competition

Vossloh's Business Partners are committed to free and fair competition and actively work to prevent bid rigging and the formation of illegal cartels. All forms of anti-competitive conduct are strictly prohibited, as are illegal agreements and concerted practices with competitors on prices and conditions, the allocation of markets, customers or territories, capacity or production restrictions, and the unlawful exchange of market-sensitive information.

Fight against corruption

Vossloh's Business Partners take consistent and active action against criminal or unethical conduct. Vossloh does not tolerate any form of direct or indirect corruption. Providing third parties with undue benefits is strictly prohibited. This prohibition applies without exception or limitation. Vossloh's Business Partners acknowledge that gifts and other favours in connection with customer care must not go beyond local custom and must be in line with local laws. In most countries, stricter rules apply to public officials and equivalent persons that must be observed.

No conflicts of interest

Vossloh's Business Partners are not influenced in their business decisions by an individual's personal interests or relationships to decision-makers.

Protection of confidentiality

Vossloh's Business Partners must ensure that confidential information is protected as business and trade secrets, including inventions and know-how received from Vossloh and/or its stakeholders, and not disclosed to unauthorized persons. Confidential Information may not be disclosed, copied, reproduced or otherwise exploited in any way other than as required to perform the agreed services for Vossloh or Vossloh's customers.

Compliance with the Vossloh Code of Conduct for Business Partners

Vossloh's Business Partners shall take appropriate measures to ensure that the principles set forth in this Code of Conduct are observed and complied with within their companies and shall furnish proof of this upon written request by Vossloh.

Vossloh expects its Business Partners to comply with the content of this Code of Conduct throughout the term of the contract. The Vossloh Code of Conduct for Business Partners applies to all employees of the Business Partner, both permanent and temporary. It also extends to persons employed in any other form without formal employment and to any subcontractor or supplier of the Business Partner. Vossloh expects Business Partners to comply with relevant requirements for supply chains and due diligence requirements in their respective legislations (e.g. for German contractors or suppliers or services to German Vossloh companies, the German Supply Chain Act (Lieferkettensorgfaltspflichtengesetz)) and take reasonable measures to ensure compliance with above principles by their subcontractors and suppliers.

Whistleblower hotline

Vossloh has a whistleblower hotline for disclosing potential infringements. The whistleblower function provides employees and external parties with an independent and external point of contact for reporting infringements or suspected irregularities. Business Partners can contact Vossloh's external ombudsmen via e-mail: vossloh-ombudsperson-office@pohlmann-company.com.

Consequences of infringements

If Business Partners fail to meet Vossloh's expectations as defined in this Code of Conduct, the general approach is to urge improvements. Serious violations of Vossloh's Code of Conduct for Business Partners and/or repeated unwillingness to demonstrate appropriate compliance measures are, however, deemed material breaches of contract, whereupon Vossloh may, on the basis of existing contractual or legal rights, have the right to terminate the business relationship with immediate effect. In the event of a breach of the Vossloh Code of Conduct for Business Partners, Vossloh reserves the right to take further legal action, especially civil liability claims.

Update

Vossloh may from time to time update the Vossloh Code of Conduct for Business Partners as appropriate, in which case Business Partners are expected to accept such amendments.

For questions or uncertainties

In the event of questions or uncertainties, Vossloh's Business Partners may contact the relevant contact persons at Vossloh.

As Vossloh's Business Partner, we hereby declare that we are aware of the Vossloh Code of Conduct for Business Partners and undertake to comply with it in addition to our other contractual obligations with Vossloh.

Place, date

Signature

Business Partner

Name (print)

Company stamp, if available