



FRAGILE
HANDLE WITH CARE

Compliance @
DB Schenker Logistics



Photo: © Michael Edward, 123rf.com



Dear colleagues, suppliers and employees,

DB Schenker Logistics is strongly committed to ensuring its ethical principles are incorporated and complied with globally. It is important that we act with integrity in dealing with customers, suppliers, competitors, authorities, employees and other parties we meet in our business. The quest for success does not justify violations of the law.

For this reason, we have developed a comprehensive Compliance & Ethics program based on general principles of good governance and integrity. Our Compliance & Ethics program is a top priority and is designed to foster ethical behaviour by all of our employees and business partners associated with DB Schenker Logistics. Breaching these principles could cause significant damage to our company. We can only prevent such damage if all DB Schenker Logistics employees conduct business to the highest standards of ethics and integrity.

In this brochure we present the DB Schenker Logistics Compliance policies that guide all of our employees. For our business partners, this brochure demonstrates DB Schenker Logistics' commitment to ethics and integrity. The brochure introduces our Code of Conduct and the related guidelines covering: conflicts of interest, gifts and benefits, prevention of corruption, protection of assets and relations with competitors. And you will find information on the DB Schenker Alert Line where you can report compliance-related violations.

Dr. Thomas C. Lieb
CEO



Code of Conduct

The Code of Conduct contains binding standards and the expectations we have on our everyday behaviour in order to conduct business to the highest standards of ethics and integrity. These principles are binding for all board members, executive directors, managers, and employees around the world. Managers have a particular responsibility to act as role models and have a special responsibility for communication and implementation of these principles.

Customer focus, profitability, progress, mutual fairness and trust, and responsibility are the values that underpin how DB Schenker Logistics conducts business. These values constitute the core of the Code of Conduct. In dealings with our customers, business partners, employees and owners, we commit ourselves to always act fairly and with integrity.

Social responsibility is a key factor for the long-term success of our company and is therefore an essential part of our organization. For this reason, all of our operations are bound by our duty to act as a good citizen. All employees are required to comply with the relevant rules in force at DB Schenker Logistics. Employees influence the company's public reputation. We must always behave in a polite, courteous and service-minded manner towards all of our customers and business partners. All employees are required to report violations of laws and/or internal regulations.

DB Schenker Logistics shall recognize the needs and expectations of its customers, suppliers and business partners and deal with them honestly, responsibly and fairly. The company does not accept corruption or improper commercial conduct by employees or third parties engaged by DB Schenker Logistics. We do not offer or accept bribes, privileges or advantages that could affect a person's ability to make objective and fair business decisions.

Gifts and Benefits Guideline

Benefits such as gifts and invitations are a gesture of professional courtesy. They must never be given in order to influence business decisions. Gifts and benefits to third parties, such as business partners (e.g. customers, suppliers) can be misunderstood or misused to improperly influence business decisions. This may lead to legal and reputational risks for the company and each individual. The Gifts and Benefits Guideline sets the rules for granting and receiving gifts and invitations for employees and related persons.

The basic principles are:

- Benefits may never be demanded.
- Monetary gifts are not permitted.
- Benefits shall only be a gesture of professional courtesy. They have to be appropriate, must not improperly influence a business decision or make such an impression and must not create a conflict of interest.

Benefits to **public officials** are generally not permitted.

Invitations:

Business-related invitations may be accepted or extended without reporting or approval, if they satisfy the basic principles, provided they are customary and not frequent. Non-customary invitations may only be accepted or extended if they satisfy the above basic principles and are approved by the direct line manager and have the proper documentation.

Gifts and other benefits:

Small courtesies, promotional items and gifts not exceeding 50 EUR are permissible when they are in line with the basic principles. Gifts above 50 EUR require the approval of the direct line manager and proper documentation.



Photo: © amanaimagesRF, gettyimages.com

Contact
Corporate Compliance:
+49 201 8781-22 55
compliance@dbschenker.com

Conflicts of Interest Guideline

Employees are obliged to make their job-related decisions in the best interest of the company and not based on private interest. An employee's private interest must not detrimentally affect his or her work.

A conflict of interest is a situation in which a person has a private or personal interest that may influence the objective exercise of his or her duties towards and to the disadvantage of the company. Employees (and persons close to the employee) must avoid such situations.

Some examples of situations where a conflict of interest may occur:

- Shareholdings of or mandates with a business partner or competitor
- Secondary employment with a business partner or competitor
- Misuse of work-related information
- Misuse of knowledge about a business opportunity for the company
- Purchase of or trade with company assets
- Business relationship to a business partner or competitor outside his employment

Always ask yourself:

- Is my decision for DBSL affected by something other than the company's interest?
- What would I think if I saw this situation published in the media?
- Would my colleagues or supervisor think that the situation would affect the way I do my job?
- Would customers or other external parties think that the situation would affect the way I do my job?

Contact
Corporate Compliance:
+49 201 8781-22 55
compliance@dbschenker.com



Photo: © Steve Hix/Fuse, gettyimages.com



Anti-Corruption Policy

DB Schenker is committed to conducting its business in line with the highest professional standards. DB Schenker attaches the utmost importance to its reputation regarding honesty, integrity and ethical behaviour. Violating anti-corruption regulations may have serious consequences. The economic and reputational damages for a company could jeopardize the existence of the company. Individuals may be subject to monetary fines, imprisonment, job loss and personal recourse.

The Anti-Corruption Guideline sets the framework for avoiding these consequences.

Employees are prohibited from directly or indirectly

- Offering, promising or granting any benefit to public or government officials or any other person that is for the purpose of improperly influencing any act, omission or decision, in order to obtain business or gain any other improper advantage, or
- Requesting, agreeing to receive or accepting any benefits that are for the purpose of improperly influencing or inducing or rewarding any act, omission or decision.

Facilitating payments are prohibited unless there is an emergency situation that involves a risk to life, health, or safety.

Always ask yourself:

- Will my offer increase the likelihood that the person will take the action I desire?
- Would the actions constitute a violation of duty for the person?
- Does the person need to exert his/her influence in order to get a third party (official or private person) to undertake the desired act?
- Would it pose a problem for you, if your conduct was publicized?



Photo: © rangizz, shutterstock.com

Business Conduct vis-à-vis Competitors

To ensure fair competition virtually all countries prohibit agreements and concerted practices which have as their object or effect a restriction of competition. Violating those rules may have severe consequences for the company and the individual involved. DB Schenker Logistics is committed to Antitrust Compliance globally. Therefore, all employees have to meet the high standards of Antitrust Compliance.

Fair competition is based on the concept that every market player makes its own commercial decisions and does not align his market behavior with competitors. From this follows that any of the following agreements or contacts with competitors is prohibited (not exhaustive):

- Fixing of prices or price elements such as surcharges and fees (both in procurement and sales departments)
- Market or customer sharing
- Agreements on bid participation (“bid-rigging”)
- Limitation of production or offerings
- Any information exchange with competitors reducing DBSL’s uncertainty in assessment of their market behavior (e.g. price calculation methods, margin determination, planned price in-/decreases, costs, capacities, customer base etc.)

When you are in contact with competitors (including informal occasions), always ... :

- Make sure that your conduct in the market is neither determined nor influenced by informal contacts or by the exchange of information with your competitors!
- Make sure that any verbal or written statements made to competitors leave no room for misinterpretation!
- Keep your business strategy and information secret!

Protection Assets Guideline

Assets, business secrets, and trade secrets are of great value for DB Schenker Logistics and the DB Group. They must be protected against misuse, waste, and theft. A business or trade secret is all internal, confidential or protected information belonging to the DB Group. For example, this may be economic data, company information, strategic information, customer data, price lists, HR information, etc.

As the disclosure of business and trade secrets to unauthorized third parties or the public may lead to significant disadvantages and damage to the DB Group, they must be adequately protected and treated confidentially. Business or trade secrets must not be reproduced or provided to media, competitors or other third parties without authorization.

Assets is a broad term including all resources which belong to the DB Group or may be economically attributed to the DB Group. Assets can be tangible (e.g. company cars or other vehicles, land, office and IT equipment) or intangible (e.g. intellectual property, such as inventions, technical ideas, advertising slogans, drawings, and brand names).

Company assets must be protected from depreciation, damage, and misuse. They may only be used for business purposes; private use is allowed only if such use is permissible under internal regulations.

Assets of the DB Group are to be handled efficiently and with due care. Employees are obliged to protect DB Group assets from loss or misuse, such as damage or improper use. They are required to report any material loss or any misuse to their direct line manager.



Photo: © maxuser, gettyimages.com

Contact
Corporate Compliance:
+49 201 8781-22 55
compliance@dbschenker.com



DB Schenker Alert Line

If you observe misconduct, do not hesitate to file a report through the DB Schenker Alert Line. The DB Schenker Alert Line is available 24 hours per day, 7 days per week, 365 days per year, worldwide. The DB Schenker Alert Line was established as a supplement to the existing reporting channels.

The DB Schenker Alert Line is a service provided by our business partner, GCS Europe Ltd. All reports will be handled by dedicated experts. Where local laws allow it, reports can be made anonymously through the DB Schenker Alert Line, but we encourage reporters to include their name when submitting a report.

After filing the information reporters will receive a Report Number and a Personal Identification Number that will allow communication on the case. If a report was submitted anonymously, communications through Report Number and Personal Identification Number will not reveal the reporter's identity.

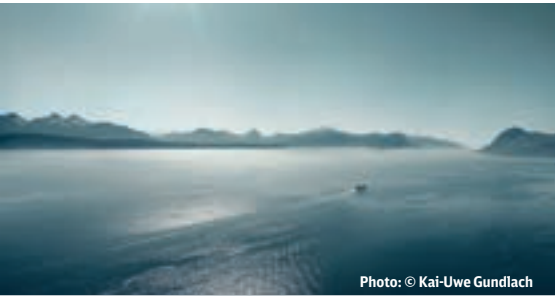


Photo: © Kai-Uwe Gundlach

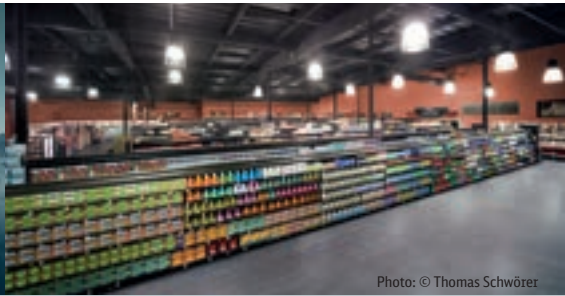


Photo: © Thomas Schwörer

Via the phone:

Country	Dialing Number
US	855-441-6844
Australia	1-800-61-3900
Austria	0800-291-846
Brazil	0800-891-2869
China	10-800-110-1230
Czech Republic	800-142-355
Finland	0800-9-17201
France	0800-91-1079
Germany	0800-182-5382
Hong Kong	800-96-4839
India	000-800-100-1629
Italy	800-788670
Japan	00531-110276
Kenya	855-446-0308
Lithuania	855-446-0308
Malaysia	1-800-81-7043

Country	Dialing Number
Mexico	001-855-256-1258
Netherlands	0800-024-9733
Norway	800-11747
Poland	00800-151-0057
Serbia	855-446-0308
Singapore	800-110-2056
Slovenia	855-446-0308
South Africa	0800-99-1250
Spain	900-99-1032
Sweden	020-792473
Thailand	001-800-11-0029263
UK/Northern Ireland	0808-234-0927
All other countries	855-314-6245

http://www.dbschenker.com/ho-en/about_dbschenker_new/compliance/report_concerns.html

Via the web application:

www.dbschenker.alertline.com

Publishing Data

Schenker AG
Alfredstraße 81
45130 Essen
Germany

Subject to change without notice
No guarantee for representations made
Version from May 2014

Phone +49 201 8781-2255
Fax +49 201 8781-8817
compliance@dbuschenker.com

www.dbuschenker.com