



Supplier Code of Conduct for Häfen und Güterverkehr Köln AG

Number: HGK/D/RL/0007/01

Responsible: Compliance

Version as of: 07 / 2023

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I. Foreword

Häfen und Güterverkehr Köln AG (HGK) is the logistics company within the Stadtwerke Köln Group. From its origins as a former port operator, HGK has developed into a Europe-wide group for integrated transport and logistics services. Divided into the five business divisions: Logistics & Intermodal, Shipping, Rail Operations, Infrastructure & Maintenance and Real Estate, the HGK Group operates – among other things – Germany’s largest inland port network, one of the largest private freight railways, specialised logistics operations and terminals, as well as its own rail network and workshops for rail freight transport via its subsidiaries and associated companies. HGK Shipping GmbH is the largest inland shipping company in Europe. In line with the traditional values that govern the Stadtwerke Köln Group, Häfen und Güterverkehr Köln AG and its subsidiaries and affiliates are committed to respecting internationally recognised human and environmental rights, and acknowledging their responsibility for supply- and value chains, respectively.

II. Preamble

As a company of the Stadtwerke Köln Group, we have set ourselves the goal of pursuing responsible, sustainable and honest business relations in the fulfilment of our tasks – including vis-a-vis public services. In times of advancing globalisation and the worldwide networking of companies, we see it as our responsibility to actively counteract the dangers of non-transparent supply chains, a lack of environmental and climate protection and unfair business practices that come at the expense of people and the environment. By implementing the principles of our Supplier Code of Conduct (hereinafter referred to as “SCoC”), we aim to make a positive contribution together with our business partners and add economic, ecological and social value for our present and future world. Therefore, we actively involve our business partners in the implementation of our corporate values from the very beginning.

We expect them to comply with the principles of our SCoC. Specifically, we expect them to

- comply with all applicable and current laws,
- take appropriate and necessary measures in this respect under their own initiative and
- work to ensure that their business partners along their own supply chain – as well as those used to fulfil their contractual services vis-a-vis us – are aware of (and comply with) our principles, where possible, through their own contractual assurance efforts.
- The following principles are based, in particular, and not exhaustively on the objectives and provisions of the United Nations Guiding Principles on Business and Human Rights (UNGP) and the Supply Chain Sourcing Obligations Act (LkSG).

III. Principles

The observance and promotion of human rights, fair and safe working conditions, active environmental and climate protection, as well as the fight against corruption and money laundering, are just a few examples of those values underpinning our company, and which form the basis of our principles. We also expect corresponding corporate values from our business partners.

1. Human rights

In particular, the Universal Declaration of Human Rights, the UN Convention on the Rights of the Child, the UN Convention on the Elimination of All Discrimination against Women and the

Core Labour Standards (conventions) of the International Labour Organisation (ILO) are observed and complied with at all times. If a national regulation provides for stricter standards, this must be observed as a matter of priority.

a. Prohibition of child labour, forced labour and slavery, as well as human trafficking and forced eviction

We distance ourselves from and strictly reject all forms of child labour, forced labour, exploitation, modern slavery, slave-like practices, servitude or other forms of domination or oppression, as well as human trafficking throughout the entire supply chain. We also expect this from our business partners.

They must distance themselves from such practices vis-a-vis their business partners and throughout the entire supply chain, and combat such practices through appropriate measures, where possible in the form of their own contractual assurance efforts. We expect that they will not be involved in, participate in or benefit from such ways of working, including through business relationships with third parties. They shall refrain from unlawful eviction practices and the unlawful deprivation of land, forests and waters in the acquisition, construction or other use of land, forests and waters, the use of which secures the livelihood of the individual.

b. Diversity and equal treatment in the workplace, fair working conditions, freedom of association

Diversity in practice is considered an asset for us. For us, respectful, appreciative and supportive treatment of employees is an indispensable prerequisite for a responsible and sustainable business relationship. We also expect this from our business partners.

They must respect all personal and human rights and combat discrimination, violence, sexual harassment, intimidation, bullying or other attacks on a person's personality in the workplace. The unequal treatment of employees – for example, through the payment of unequal remuneration for work of equal value or discrimination on the grounds of national and ethnic origin, social origin, health status, disability, sexual orientation, age, gender, marital status, political opinion, trade union membership, religion or faith, unless this is justified by the requirements of the employment – is prohibited.

Employees shall be paid appropriately and on time. The appropriate wage shall be at least the minimum wage determined by the applicable law, and shall otherwise be determined by the law of the place of employment. Business partners shall respect the right of their workers to freedom of association and provide them, individuals and communities alike, with appropriate instruments to register any grievance at an enterprise level.

c. Occupational safety and health protection

We expect our business partners to comply with at least the basic labour rights pertaining to the respective health and safety laws applicable at the place of employment, and to recognise the Core Labour Standards of the International Labour Organisation (ILO). Business partners shall establish appropriate measures to prevent accidents and occupational diseases, in order to ensure the safety and health of workers. They shall regularly assess hazards and potential health risks, and take the necessary measures against them. Business partners shall lend appropriate support to continuous development efforts aimed at improving occupational safety.

2. Environmental and climate protection, as well as raw material procurement

Due to our social responsibility, we see environmental and climate protection as a fundamental requirement of our business and business relationships. We, therefore, expect our business partners to protect the natural foundations of life, and to use the available resources responsibly. This applies, in particular, to the efficient use of non-renewable or scarce resources, for example, by promoting recycling solutions. We expect our business partners to use the raw materials, energy, water and other goods used in their activities as sparingly and purposefully as possible, in order to contribute to environmentally friendly business practices. Business partners must commit themselves to the goal of environmental and climate protection for present and future generations, and take appropriate measures to this end.

In compliance with the respectively valid and applicable laws, they shall take appropriate measures to protect the environment and climate, in particular, to prevent harmful soil changes, water pollution, air pollution, harmful noise emissions or excessive water consumption. This includes compliance with the prohibition of any non-environmentally sound handling, collection, storage and disposal of waste in accordance with the regulations in force in the applicable jurisdiction under the requirements of Article 6 (1) Letter d, Clauses i) and (ii) of the Stockholm Convention on Persistent Organic Pollutants (POPs Convention). Should hazardous waste be imported or exported by them, we expect compliance with the Basel Convention on the Control of Transboundary Movements of Hazardous Wastes and their Disposal of 22 March 1989. When dealing with mercury, we expect compliance with the provisions of the Minamata Convention on Mercury of 10 October 2013. Furthermore, we expect compliance with the provisions of the Stockholm Convention on Persistent Organic Pollutants of 23 May 2001 when dealing with chemicals.

Business partners must comply with all current and applicable conflict minerals laws¹ throughout their own supply chain, and within their business relationships. They shall endeavour to source raw materials responsibly, and to provide evidence of the origin or source of supply of said raw materials used in their products, in particular, to avoid the use of conflict raw materials.

3. Conduct within the business environment

We expect our business partners to behave fairly, honestly and with integrity within their competitive environment, and to act in a legally sound and compliant manner. In particular, we will not tolerate any forms of corruption, white-collar crime, antitrust or money laundering violations.

a. Compliance measures

Therefore, we expect our business partners to have an effective and appropriate Compliance Management System (CMS) in place within the framework of all pertinent legal regulations, which supports their business area in a risk assessment and combats, among other things, corruption, white-collar crime, antitrust law or money laundering violations. The CMS must be suitable for identifying risks stemming from irregular behaviour by managers and employees, and for supporting compliance with legal duties of care. Business partners shall provide an appropriate, internal and binding set of rules and guidelines for compliance with impeccable and lawful conduct.

¹ Regulation (EU) 2017/821 of the European Parliament and of the Council of 17 May 2017 establishing supply chain due diligence obligations for Union importers of tin, tantalum, tungsten, their ores and gold from conflict and high risk areas

b. Anti-corruption

We expect from our business partners that they (or individuals acting on their behalf) neither offer, promise or grant advantages (bribery, granting of advantages, etc.) nor demand, accept or allow themselves to be promised such advantages, in order to obtain an order or other preferential position. Furthermore, business partners or persons acting on their behalf will not offer employees of our company any gifts or other benefits deemed excessive or unusual in nature. Business partners shall respect and ensure internal compliance with United Nations conventions, in particular, the United Nations Convention against Corruption and the OECD Convention against Corruption, as well as all relevant anti-corruption laws.

When dealing with their business partners (including customers, suppliers) and state institutions, the interests of the business partner and the private interests of the employees on both sides shall remain strictly separated. Actions and (purchase) decisions are made free of extraneous considerations and personal interests.

For this purpose, business partners have issued a binding guideline on dealing with other business partners, which contains, among other things, regulations on dealing with conflicts of interest, as well as on accepting and granting gifts, invitations to hospitality and events. This includes, among other things, compliance in relation to public officials.

c. Conduct vis-a-vis competitors (antitrust law)

Business partners respect and promote fair competition. Therefore, they comply with applicable laws, in particular, applicable antitrust laws and other laws regulating competition that protect and promote competition.

In dealing with competitors, these regulations prohibit, in particular, agreements and other activities that influence prices or conditions, allocate sales territories or customers or hinder or influence free and open competition. Furthermore, these regulations prohibit agreements between customers and suppliers that are intended to restrict the customers' freedom to determine their prices and other conditions when reselling (price and condition fixing) in an autonomous fashion.

d. Money laundering and terrorist financing, checks and sanctions

Business partners shall observe the respective applicable regulations pertaining to the prevention of money laundering and terrorist financing, and take appropriate measures. We expect our business partners to draw their own financial resources exclusively from lawful means.

Business partners shall observe and comply with the respective applicable laws governing the import and export of goods, services and information, as well as with the embargoes and sanctions and export bans in international trade that are relevant and applicable to them.

e. Data protection, handling of information and intellectual property

Business partners shall comply with the respective applicable laws and regulations relating to the protection of personal data and information, in particular, of customers, business partners and employees.

Business partners shall oblige their employees to maintain confidentiality regarding company and business secrets, as well as comply with all applicable national laws and regulations in this respect. Confidential information, as well as confidential documents, may not be disclosed

to third parties without authorisation or made accessible in any other way, unless authorisation has been granted for this purpose or the information is publicly accessible.

Business partners shall preserve and respect intellectual property rights, and shall transfer technology and/or expertise under the protection of intellectual property rights, personal data and confidential information.

IV. Compliance and cooperation of the business partner

We expect compliance with (and the implementation of) the above principles under the business partner's own initiative. Taking into account our due diligence obligations, we reserve the right to conduct a risk-based review of our business partners and their business areas within the framework of a risk analysis, and expect the business partner to cooperate in a permissible manner in this respect. If, during or as a result of the business relationship, we become aware of (or have reasonable grounds to suspect) a violation or (potential) breach of our principles, we reserve the right, in particular, to demand information about the respective facts in a permissible manner. Depending on the severity of said breach, the violation or the risk related to human rights or the environment, we reserve the right to review the business relationship and, after careful consideration of the interests in the individual case within the framework of proportionality, we shall be entitled as a final step to terminate the business relationship with immediate effect.

V. No third party rights

Third parties may not derive any rights of their own from the provisions of the SCoC. In particular, this does not concern a contract for the benefit of third parties. Accordingly, neither employees of the business partner, its business partners or their employees nor other third parties may assert any rights of their own against Häfen und Güterverkehr Köln AG arising from the SCoC, nor can they cause Häfen und Güterverkehr Köln AG to enforce any provisions on the basis of the SCoC.

VI. Priority of individual agreements

The principles set out in III. of our SCoC are minimum standards. Individual provisions shall take precedence in the case of written agreement, although they may not under any circumstances fall short of the principles set out in III.

VII. Priority of the German version

If this Supplier Code of Conduct is translated into a language other than German, the German version shall always prevail in cases of interpretation and doubt.