

Arriva Code of Conduct for Business Partners

Purpose of the Arriva Code of Conduct for Business Partners

In this Arriva Code of Conduct for Business Partners, Arriva 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-Deutsche Bahn Group companies that supply goods and services to the Arriva Group. These can, for example, be suppliers, consultants, agents, other providers of goods and services, and so on. The Arriva Group expects its business partners to implement the principles set out in this Arriva Code of Conduct for Business Partners throughout their organizations worldwide and to comply with these.

01

General Principles

The Arriva Group is dedicated to sustainability and is part of the Deutsche Bahn Group which has committed itself towards the United Nations to comply with the Ten Principles of the UN Global Compact. Commercial success and socially responsible actions do not contradict each other - in fact, they are interdependent. We see sustainable and responsible conduct as an important foundation in relation to business dealings with our business partners.

We therefore expect our business partners to

- conduct their business activities with integrity, i.e. in particular to comply with the respective applicable laws, e.g. human rights, anti-corruption laws, data protection laws, competition and antitrust laws and environmental laws, and
- promote compliance of their business partners with the principles set out in this Arriva Code of Conduct for Business Partners and support these accordingly, and
- act honestly, responsibly and fairly.

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. We therefore expect our business partners to align their conduct with the following principles:

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| Human Rights | Our business partners respect commonly accepted human rights. |
| Child Labor and Forced Labor | Our business partners strictly reject child labor and comply with applicable laws on the prohibition of child labor. In addition, our business partners do not tolerate any form of forced labor. |
| Equal Opportunities | Our business partners promote diversity within their organizations and do not tolerate any discrimination with respect to hiring and employment of employees. |
| Freedom of Assembly | The business partners of the Arriva Group respect the laws applicable to them regarding freedom of assembly and the formation of interest groups and protect the rights of their employees guaranteed in these laws throughout their organizations. |
| Safety | Putting the safety of people first is at the core of our business partners' values. Together with their employees our business partners provide both for a safe working environment and safety related qualifications as well as for the safety of their products and services. |
| Occupational Health and Safety | By means of preventative occupational safety measures and good working conditions our business partners seek to avert dangers to individuals and to promote and preserve the health of their employees. Their employees' safety is a central requirement of our business partners' corporate activities. |
| Environmental Protection | Our business partners comply with applicable environmental standards and are committed to the principles of sustainable management and environmental protection as a corporate value. |
| Labor and Employment Conditions | Applicable laws and agreements with their social partners are respected by our business partners. Our business partners remunerate their employees adequately. |
| Data Protection | Our business partners comply with all applicable laws for the protection of personal data, particularly of employees, business partners and customers. |

03

Anti-Corruption

The Arriva Group does not tolerate any form of corruption and other unfair business practices. Transparency and openness are essential requirements for the Arriva Group in order to ensure trust and credibility in business and in our dealings with business partners.

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| Corruption | Our business partners do not tolerate any form of corruption and bribery. |
| Consultants / Agents / Brokers | 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. |
| Avoidance of Conflicts of Interest | Our business partners avoid conflicts of interest that may lead to corruption risks. |
| Invitations and Gifts | In connection with their business activities for the Arriva 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. |

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| Behavior towards Public Officials | Our business partners do not tolerate any form of unlawful tangible and unlawful intangible benefits (including their offering) to public officials or persons comparable to these (irrespective of whether these are made directly or indirectly through third parties). |
| Political Parties | 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 will also not be tolerated by our business partners. |
| Donations / Sponsoring | 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. |
| Money Laundering | Our business partners take appropriate measures to prevent money laundering in their organizations. |

04

Conduct of our Business Partners in Competition

The Arriva Group strives to always act as a fair and responsible market participant and expects the same from its business partners.

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| 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. |
| Export- and Import Controls / Combating Terrorism | Particularly with regard to global business activities, our business partners observe compliance with all applicable laws regarding the import and export of goods, services and information as well as the laws on combating international terrorism ¹ . |

05

Compliance with the Arriva Code of Conduct for Business Partners

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| Compliance | Our business partners shall ensure that the principles set out in this Arriva Code of Conduct for Business Partners are complied with. |
| Reports to the Arriva Group | Our business partners use the opportunity to make reports on crimes that were committed in the course of their business activities for the Arriva Group and which may have effects on the Arriva Group through the existing reporting systems of the Arriva Group ² . |
| Protection of Whistleblowers | Our business partners do not tolerate any discrimination against persons who report violations of the principles set out in this Arriva Code of Conduct for Business Partners. |
| Supply Chain | Our business partners choose their suppliers, which they retain in relation to their business activities for the Arriva Group, diligently, communicate the principles set out in this Arriva Code of Conduct for Business Partners or equivalent principles to them and promote compliance of their suppliers with these principles. |
| Where to find further Information | In case of doubt or questions, please contact your contact person at the Arriva Group. In addition, you always have the possibility to directly contact Arriva Group Compliance, compliance-support@arriva.co.uk . |

¹ In particular EU Regulation No. 2580/2001 and 881/2002

² Email inconfidence@arriva.co.uk or visit <http://www.deutschebahn.com/en/group/compliance/whistleblowing/>

