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Code of Conduct - RCM Rail Care and Management GmbH

Created by		Reviewed		Released	
Name	Date	Name	Date	Name	Date
Thoma A.	2023-10-25			Thoma A.	2023-10-25

References

Ref.	Doc.-No.	Version	Title
[1]	ESG-EP-2023-10-25	V01 – 25.10.2023	Environmental Policy – RCM Rail Care and Management GmbH
[2]	ESG-HRP-2023-10-25	V01 – 25.10.2023	Human Rights Policy – RCM Rail Care and Management GmbH
[3]	ESG-HSP-2023-10-25	V01 – 25.10.2023	Health and Safety Policy – RCM Rail Care and Management GmbH
[4]	ESG-SCoC-2023-10-25	V01 – 25.10.2023	Supplier Code of Conduct – RCM Rail Care and Management GmbH

1. Introduction

RCM Rail Care and Management GmbH (“RCM”) provides leasing of rail vehicles and consulting services for procurement, care and maintenance of rail vehicles. RCM commits to address ESG risks and opportunities in our business and engage through constructive dialogue with stakeholders.

Our employees play a key role in living up to this commitment. This Code of Conduct presents the guidelines and definitions of what we perceive as “good corporate behavior”, and to which our employees shall adhere.

The Code of Conduct (thereafter “Code”) is based on international standards and best practices. RCM is committed to the United Nations (UN) Guiding Principles on Business and Human Rights, and we respect internationally recognised human rights, including the UN Universal Declaration of Human Rights, International Labour Organisation (ILO) Fundamental Conventions and ILO Declaration on Fundamental Principles and Rights at work. In addition, RCM is guided by the Organisation for Economic Co-operation and Development’s (OECD) Guidelines for Multinational Enterprises’ recommendations on responsible business conduct.

RCM is further guided by its Maintenance Management Manual in accordance with Regulation (EU) No. 779/2019.

Scope

This Code applies to all persons, who act on behalf of RCM, including employees, officers, directors, consultants, agents, and contractors.

Every current employee and new hire are required to read, understand, and adhere to this Code.

How to report a concern

Anyone whom in good faith is in doubt about compliance with or suspects a violation of this Code, should report it through our established channels. This may be done through any of the channels listed below:

- concerns@rcm-rail.com

RCM must take any reporting on non-compliance with this Code seriously regardless of its content and means of submission. We will take appropriate actions to follow up on any submitted reports. The channel is managed by a third-party and reporting is made anonymous before handled by RCM.

We do not accept retaliatory action, whether by direct or indirect doing or omission, against anyone whom in good faith reports concerns or violations of this policy. Neither do we accept retaliatory action against anyone whom in good faith cooperates in an investigation of such a concern or violation reported by someone else.

2. Responsible and Ethical Behavior Environment, health and safety

Please refer to our Environmental Policy and to our Health and Safety Policy to understand our commitments to environmental, health and safety matters.

Human rights and labor standards

We manage our business with attention to and with respect for people and human rights. Through our Human Rights Policy, we are committed to the following principles:

- We respect the dignity of every human being and commit to safeguard internationally recognised human rights.
- We reject all forms of physical, sexual, psychological, or verbal abuse of our employees. We respect the freedom of opinion and expression.
- We reject any kind of forced labour or modern slavery. We respect the principle of freely chosen employment.
- We condemn child labour and respect the rights of children. We comply with the applicable laws and regulations regarding minimum age for admission to employment or work.
- The remuneration and social benefits that apply to the agreements of our assets are at minimum aligned with legal requirements. This includes a minimum wage and compliance with all applicable legal requirements regarding working hours and vacation.
- We recognize and respect our employees' right to associate freely, including the right to collective bargaining.
- We are committed to providing a safe and respectful workplace, free from discrimination or harassment due to gender, race, ethnic, national or social origin, age, religion, political or sexual orientation, physical or mental disability, or other characteristics. We are also committed to protecting the right of equal treatment and opportunities. To achieve diversity and inclusion, we need to make sure that all current and potential employees are treated equally and fairly.
- We are committed to complying with all applicable national and local laws, rules, and regulations regarding data protection and privacy. This includes taking diligent care and complying with EU regulation when applicable, such as GDPR.

What our human rights and labor standards means for you:

- › Respect your colleagues, according to the commitments and standards set forth in this Code;
- › Expand the principles to all business actions;
- › Act in a respectful, non-discriminatory manner towards colleagues, both in person and online;
- › Promote a work environment free of harassment, violence, and bullying; and
- › Report concerns or suspicions of breaches of human rights and labor standards following the 'How to report a concern' guidelines.

3. Integrity in operations

Anti-corruption and bribery

We do not tolerate bribery or corruption under any circumstances. We refrain from giving and receiving any inducement, including gifts and entertainment at risk of being, or being perceived as, corrupt behavior.

Bribes are not always cash; they can also take the form of excessive gifts, hospitality, or favors. Any gift or entertainment offered to induce or unduly influence a business decision is strictly prohibited.

We do not tolerate facilitation payments. Facilitation payments are often small sums to public officials for obtaining routine services to which a person or company would otherwise be legally entitled. Examples include a payment to expedite a telephone or utilities connection.

What this means for you:

- Never confer a bribe or facilitation payment. If you are asked to do so, you must always refuse and report it to your manager;
- We do not tolerate bribes via a supplier or third parties. If you know of or become aware of such practices, you must report this to your manager as soon as possible; and
- Bribes from suppliers, contractors, or anyone else is not acceptable. If you are offered a bribe, you must always refuse and report the incident to your manager.

Taxation

We treat tax governance and compliance as important elements of oversight. Any tax risks are discussed annually at Board meetings. We do not tolerate tax conduct that is not in the spirit of tax laws and regulations of the countries in which we operate. The same applies to transfer pricing.

What this means to you:

- If you suspect any suspicious tax-related actions, you must always report it following the 'How to report a concern' guidelines.

Competition law

RCM competes fairly and supports free and fair competition. We will comply with all applicable antitrust laws of the jurisdictions in which we operate.

Competition laws are designed to preserve and promote business competition by prohibiting formal and informal agreements between competitors as well as practices that unreasonably restrain trade, such as price fixing, and acts designed to abuse a position of market power or dominance. Other prohibited practices include limiting incentives for research and development, or sharing markets, customers, and/or tenders. Any breach of these laws is considered illegal.

What this means for you:

- Do not exchange any information with competitors regarding pricing, production capacity, cost structures, or intentions to target (or not target) certain markets or tenders; and
- Report concerns or suspicions of such practices following the 'How to report a concern' guidelines.

- Complying with sanctions and trade embargos
- RCM is committed to ensuring that it complies with the laws of all jurisdictions in which it does business, including sanctions laws and regulations.

What this means for you:

- You must comply with all applicable laws and regulations regarding restrictions on engagement with countries and/or political subdivisions of countries that are subject to sanctions (collectively, "Sanctioned Countries"); and
- Persons, companies, or entities, including representatives and agents thereof, that are domiciled in Sanctioned Countries or are listed on national or international sanction lists (collectively, "Sanctioned Persons").

Sanctions and trade embargoes are measures implemented by a government or an international organization such as the United Nations or European Union.

Information security

We take the digital threats facing today's infrastructure seriously, and it is the responsibility of all our employees to act with due care to protect our information and data. The informed, responsible, and observant employee is our most effective safeguard. The most imminent data threats are those defined as phishing and ransomware. Definitions of these threats are often defined as follows:

- Ransomware is a type of malicious software that restricts or limits users of a targeted organization from accessing their IT systems (servers, workstations, mobile devices, etc.), until a ransom is paid.
- Phishing is the attempt to obtain sensitive information such as usernames, passwords, and credit card details (and, indirectly, money). Today, the main purpose of the majority of phishing emails is delivering, directly or indirectly, some form of ransomware.

What this means for you:

- › Protect our information, including intellectual property, company secrets, and other sensitive business information;
- › If you are concerned or detect minor details in e-mails that indicate unusual behavior, you should be extra vigilant, e.g., by: looking for spelling mistakes and hovering the mouse over any hyperlinks in the email (without clicking on the link), to unveil the hyperlinked address, which may be concealed;
- › Be extra vigilant and careful when using free and easily available tools and software from the internet;
- › Always check an account number carefully before paying; and

- › If you detect phishing or ransomware attempts, you should report this as soon as possible to Managing Partner Andreas Thoma.

Data protection and privacy

Data ethics and respect is every individual's fundamental right to the protection of personal data concerning him or her. Therefore, we take appropriate action to protect personal data, and we comply with applicable data privacy rules for storing, collecting, and using personal data. This includes taking diligent care when handling data by any means and complying with EU regulation such as regulation (EU) 2016/679 (General Data Protection Regulation).

Personal data is any information relating to an identified or identifiable person. An identifiable person can be identified directly or indirectly by their:

- Name, age and sex;
- Identification number;
- Computers IP address;
- Address; and
- Email address

What this means for you:

- › Only collect, use, process, and share personal data if it is relevant and necessary to the job or task you are performing;
- › Delete any personal data when you no longer need it; and
- › If you have questions regarding the handling of personal data, or is concerned about infringement on data privacy, reach out to Managing Partner Andreas Thoma.

Intellectual property and insider information

We are a specialized technical consultancy in rail traffic. Our intellectual property (IP) consists of different types of intangible assets. For RCM this includes, but is not limited to:

- Copyrightable works (investment models, software, text, pictures, drawings etc.);
- Confidential information comprising know-how (technical information); and
- Trade secrets (commercial information).

Failure to protect IP assets can potentially result in significant adverse financial, commercial, and technological consequences to RCM, including but not limited to the loss of investment opportunities.

Any confidential information obtained in relation to our business, concerning RCM or a third-party with whom RCM conducts business, is managed in compliance with applicable laws and regulation on trade. We do not tolerate abusive trading practices based on insider information.

What this means for you:

- › Safeguard confidential information, documents, and investment models from unauthorized disclosure in dealing with business partners;
- › Take due care and be responsible in what documents and information you share with business partners;

- › Always ensure that the necessary agreements are in place to protect RCM's IP rights when working with business partners, e.g., a non-disclosure agreement; and
- › If you are concerned about infringement on IP rights, report this immediately to Managing Partner Andreas Thoma.

Conflict of interest

We are committed to avoiding situations, including any conflict of interest. If such situation occurs, we are expected to disclose and address the situation.

The term "conflict of interest" has a broad meaning. In general, it refers to a situation where you are able to make or influence a business decision for RCM while your personal interests, or the interests of your related parties, differ from those of RCM.

What this means for you:

- Avoid situations that put you in a conflict of interest with RCM or which can be reasonably perceived as such by others.

4. Supply chain management

RCM is committed to ensuring a responsible supply chain management in our business. For RCM to live up to our commitments, suppliers play a key role. Through our business, we want to work with suppliers that understand and share our values and commitments. You can read more about this in RCM's Supplier Code of Conduct.

What this means for you:

- › Ensure that suppliers live up to the Supplier Code of Conduct and the values enshrined therein;
- › Ensure you select suppliers fairly, in an unbiased manner, focusing on quality, service, and price;
- › Avoid or manage conflicts of interest with suppliers;
- › If you are concerned that a supplier might be involved in illegal or unethical behavior, or has a conflict of interest, report this immediately to Managing Partner Andreas Thoma.

5. Implementation of this Code

The adoption and implementation of this Code is the responsibility of the Board of Directors. The Board of Directors of RCM is responsible for maintaining and updating this Code as required by changes to market practice, regulation, voluntary standards or as otherwise deemed necessary.

The management team of RCM is responsible for its implementation in the daily work.

This Code is binding for all employees. Therefore, it is important that you familiarize yourself with the Code. If anything is unclear to you, do not hesitate to ask Managing Partner Andreas Thoma.

25.10.2023

Managing Partner

Andreas Thoma

Date

Function

Name