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Supplier 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

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 suppliers play a key role in RCM’s efforts to live up to this commitment. This Supplier Code of Conduct presents the guidelines and definitions of what we perceive as “good corporate behavior”, and to which our suppliers shall adhere.

Standards

RCM is committed to adhere to relevant laws and regulations in all the markets in which we perform our activities. Additionally, we use reasonable commercial efforts, having regard for the size and context of our operations, to align our activities with established and recognized international guidelines and recommendations. We expect our suppliers to align their activities with the same guidelines and recommendations, in particular:

- UN Universal Declaration of Human Rights
- ILO Fundamental Conventions
- ILO Declaration on Fundamental Principles and Rights at work
- OECD Guidelines for Multinational Enterprises
- UN Guiding Principles on Business and Human Rights

RCM is further guided by its Maintenance Management Manual in accordance with Regulation (EU) No. 779/2019 and any supplier subject to this management system is informed in addition to this Supplier Code of Conduct.

Scope

The Supplier Code of Conduct (thereafter “Code”) applies to all direct suppliers to RCM business operations. For the purpose of this Code, ‘suppliers’ refers to suppliers, contractors, subcontractors, agents, consultants, and their respective affiliates, who have been commissioned to provide goods and/or services for RCM.

The requirements of this Code may be in addition to the requirements set out in any agreement or other set of terms and conditions that apply to a suppliers’ relationship with RCM. If any discrepancy or conflict arise between the terms of this Code and national laws, suppliers are expected to follow whichever standard is more stringent and immediately inform RCM if they are unable to comply.

Compliance with the Code

It is the responsibility of our suppliers to ensure this Code is integrated and complied with. Depending on the circumstances, RCM may take a range of actions to remediate failure to comply with this Code, for example by suspending business undertakings until corrective measures have been implemented. In cases of continuous failure to comply with the code, RCM assumes the right to terminate contracts.

Reporting concerns

We require our suppliers to take steps towards ensuring that their employees understand this Code and comply with its requirements. We expect our suppliers, and its employees or contrac-

tors, to speak up promptly if they learn of a violation of the law or this Code.

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 the said 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. Respect

Environment, health and safety

RCM is committed to ensuring that our business is operated in an environmentally responsible manner. RCM is equally committed to ensuring the health and safety of employees working on RCM related operations. Our key suppliers responsible for the care and maintenance of rail vehicles are integral for RCM to live up to these commitments.

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

Our suppliers are key in ensuring human rights are upheld and that RCM can live up to its commitments. Human rights are therefore an essential part of the annual risk screening. We expect that suppliers informs us truthfully in this screening for us to be able to mitigate and remediate any wrongdoings in respect of our commitments and in a decent manner.

Please refer to RCM's Human Rights Policy to learn more about the policies that guide RCM in its operations.

3. Integrity

Suppliers must always act with integrity by complying with all applicable laws and regulation, and by complying with RCM's requirements as set out in contracts and in policies that applies to them, wherever they do business.

While the laws that apply to suppliers are numerous and vary by jurisdiction, RCM expects compliance by our suppliers with the following principles:

Anti-corruption and bribery

RCM does not tolerate bribery or corruption under any circumstances.

RCM strictly prohibits suppliers, and anyone acting on RCM's behalf, from giving or accepting bribes or making facilitation payments.

Suppliers must follow all applicable laws that prohibit the giving of anything of value to any person or entity to obtain an improper business advantage, as well as laws that require keeping accurate books and records. Suppliers must follow anti-corruption and anti-bribery laws in all cases

and must be particularly cautious when interacting with government officials. Any gift or entertainment offered to any of RCM's employees to induce or unduly influence a business decision (e.g., awarding business to the supplier, offering favorable terms) is strictly prohibited.

Competition laws

RCM competes fairly and supports free and fair competition.

Suppliers must comply with all applicable antitrust and competition laws and cannot engage in any act that improperly reduces competition.

Complying with sanctions and trade embargos

Suppliers must comply with all applicable export control laws, as well as laws that prohibit or restrict business relationships with sanctioned countries, entities, persons, or industry sectors.

Sourcing materials from areas of conflict

Suppliers shall not source minerals and metals that contribute to ongoing conflicts. Therefore, we expect that suppliers exercise due diligence on the source and chain of custody of conflict minerals and metals in their supply chain, if applicable to the supplier.

Protection of information and intellectual property

We expect of our suppliers to act with due care to protect RCM's information and data. We believe our suppliers to be key agents in securing and safeguarding against digital threats.

Suppliers may be given access to intellectual property or confidential or personal information ("Information"). We require that suppliers maintain and enforce appropriate safety and physical security procedures with respect to the access and maintenance of such Information. Such procedures, should at minimum:

- Be aligned with industry standards for such types of Information; and
- Provide reasonable and appropriate technical and organizational safeguards against accidental or unlawful destruction, loss, alteration, or unauthorized disclosure or access of Information.

These procedures also apply in the face of cybersecurity events or threats.

Suppliers should always act truthfully in their management of information and intellectual property and provide complete and accurate information to RCM.

Additionally, suppliers shall never sell such Information, never disclose it without RCM's consent, and ensure that Information is only used for purposes of the provision of products and/or services to RCM. Information shall be promptly returned or destroyed at the end of a business relationship (or when it is no longer needed).

RCM expects to be notified in cases of violations of intellectual property rights, or if confidential or personal information of RCM, its employees, or business partners are disclosed.

Data privacy

We expect suppliers to protect the data privacy of its employees and suppliers when collecting and processing personal data, including information regarding RCM's employees. Suppliers shall adhere to all applicable data privacy laws when collecting, storing, using, processing, and sharing personal data.

Conflicts of interest

To ensure that relationships with our business partners are based on integrity and sound business judgment, we require our employees to promptly disclose conflicts of interest. Similarly, we expect any supplier to inform us promptly if it has a family or close personal relationship with a RCM employee or an employee of any constructor, developer, operator, or management company hired by RCM.

4. 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.

It is the responsibility of the management team to incorporate the values and commitments in this Policy into the daily business operations.

25.10.2023

Managing Partner

Andreas Thoma

Date

Function

Name