



Code of Conduct

Imperial Logistics International B.V. & Co. KG

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**Imperial[™]
logistics**



“Integrity and trust are important values at successful companies.”

Carsten Taucke, CEO at
Imperial Logistics International B.V. & Co. KG

Dear employees¹,

We have clearly defined the pathway for our “Strategy 2020”. We want to tap into new markets and expand our portfolio, further improve our processes and organise them cost-efficiently, increase our quality levels and meet compliance requirements. This will enable us to continue developing into a high-performance organisation. We shall exclusively pursue our goal of becoming the architect of trouble-free, forward-looking mobility for goods and data by using fair means, according to the principles of respectable market operators and in line with the generally accepted values of our society. We therefore need clear rules of behaviour and we have summarised them in this code of conduct document.

Integrity and trust are important values at successful companies. Imperial² is aiming to continue on its pathway of growth and become increasingly prosperous; to achieve this, it is essential that we enjoy the trust of customers, investors and you.

We gain trust by adhering to our consistently high standards. It goes without saying that we comply with the statutory requirements. But just keeping the law is not always enough. As a modern, responsible company, we set standards for individual and collective behaviour – and they apply everywhere and at all times.

This code of conduct lays down our standards for each employee; it is binding, without any exception. Each employee is responsible for meeting the requirements in this code of conduct. Any breaches of these standards may trigger disciplinary measures.

Your performance and actions in particular determine the public image and the reputation enjoyed by Imperial. They represent an enormous success factor, which all employees need to protect because damage can so easily be done. The guiding principle here is that there must not be any difference between what we say and what we do.

¹ Hereinafter referred to as “employees”; the term “employees” also includes managers and managing directors.

² Imperial covers Imperial Logistics International B.V. & Co. KG and Imperial Mobility International B.V. with all their subsidiaries.

At times this obvious statement becomes a challenge when we have to put it into practice. The large quantity of legal standards and directives and their complex interplay place huge demands on all of us every day.

In order to cope with these challenges and achieve the goals that we have set, compliance systems have established themselves as an effective resource. The term "compliance" summarises the practice of obeying statutory provisions, other legal guidelines and internal corporate directives. Compliance here does not just relate to legal and corporate guidelines, but also includes ethical standards.

One fundamental element in the compliance system is a commitment to an open corporate culture where employees feel secure. If you are unsure of what should be done in certain circumstances, you should say so. This code of conduct shows you the various possibilities of ensuring that this takes place.

We would like to encourage all employees to talk about their issues and concerns openly and directly. You are encouraged to report any circumstances, which might indicate any infringement of the law or internal directives. Imperial will follow up these suggestions with great care.

The main contact partners for you are the members of our Compliance department. The same applies to your direct and indirect managers. Finally, there is also the possibility of approaching Imperial's external ombudsman³ (even anonymously).

This code of conduct will help you to recognise circumstances that are relevant to the issue of compliance and take the necessary steps. We will also continue to respond to the constantly growing demands of our business with lectures and training courses.

Dear employees,

Constant adherence to this code of conduct is the emphatic wish of the Management Board and our shareholders. We expect you all to consistently take note of the rules in this code of conduct in all your actions.

Duisburg, April 2018

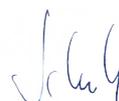
The Management Board



Carsten Taucke



Michael Lütjann



Thomas Schulz

³The Imperial ombudsman is the Buse Heberer Fromm solicitors' practice. You will find more details on this under "Whistleblowing" on page 9.

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General rules of behaviour

Acting in accordance with the law

As a group with international operations, Imperial is subject to a variety of national and international laws. It goes without saying that Imperial has to comply with the current laws and guidelines in each country. The same applies to employees, who have to take note of internal Imperial instructions as well as laws. Any behaviour, which contravenes the law or directives, is forbidden.

All employees must be aware that legal proceedings may be initiated against them personally and/or Imperial if any law is broken. This may lead to the imposition of fines, criminal law sanctions or civil law compensation claims.

Voluntary commitment by Imperial

Imperial promises to comply with human rights and working and social standards; no child or enforced labour shall be tolerated at Imperial or our business partners. This code of conduct also takes into account the ten principles of the UN Global Compact, the Universal Declaration of Human Rights, the eight core work standards of the International Labour Organization (ILO), the ILO's declaration of principles about multinational enterprises and social policy (MNE Declaration), the OECD principles for multinational enterprises and the Responsible Care® Global Charter⁴.

Mutual respect, honesty and integrity

We respect basic rights and human rights and advocate compliance with them. They particularly include the protection of a person's dignity and the private sphere of each individual. No employee, business partner or customer may be discriminated against on account of their sex, race, the colour of their skin, their background, religion, age, any disability, union or political affiliation, their sexual orientation or marital status. Any form of sexual harassment, physical attack, coercion, bullying or verbal attack is prohibited – and the same applies to any intimidating, hostile or insulting behaviour. Imperial is also committed to maintain political neutrality.

Avoiding conflicts of interest

Each employee must distinguish between their private interests and those of Imperial. Any possible conflicts of interest that may lead to decisions or business transactions, which do not reflect the interests of Imperial, must be reported immediately. This also applies to any activities in return for payment, which employees wish to render in addition to their professional work for Imperial.

⁴You will find a list of sources in the appendix.

Behaviour in the face of competition

Anti-corruption and fair competition

Imperial upholds the principles of fair competition. Compliance with the legal standards to protect competition is crucially important for any sustainable and long-term successful work with our business partners. We therefore categorically reject any kind of corruption or inclination on the part of our own employees to be open to corrupt practices.

Employees may offer and receive normal gifts and small courtesies to the amount of 35 euro without any misgivings. But accepting money or comparable benefits is inadmissible at any time. Financial gifts and other prohibited financial contributions must be rejected or returned. Any acceptance and granting of benefits may only take place using the principle of the two-man rule (or involving even more people) and must be in compliance with our business partners.

Competition law

Imperial pursues a business policy geared towards the benchmark of fair and efficient competition. The competition laws that apply locally, the rules of fair competition and comparable stipulations must be stringently heeded and followed.

When exchanging information with competitors and groups of customers or suppliers, special restraint is necessary with regard to reaching inadmissible agreements. The following dealings with competitors in particular may not be practised:

- Any arrangements in conjunction with prices or price elements
- Gentlemen's agreements not to compete or submitting fictitious quotations
- Any agreements to divide up markets or customers
- Exchanging confidential market information (for example, on turnover, prices, strategies or customer data)
- Any other activities, which lead to unfair discrimination of customers or competitors

Money laundering and infringing bans on imports or exports

Imperial does not tolerate any money laundering or any infringing of bans on imports or exports. All employees are strictly obliged to obey the laws combatting money laundering and the German Foreign Trade and Payments Act. They must immediately notify their manager of any suspicious types of payment or transactions, where they suspect any money laundering or the circumvention of any bans on imports or exports.

Anti-terrorism

Imperial strictly rejects any direct or indirect support for terrorist associations and avoids any business contacts with these kinds of criminal organisations. Internal measures are used to prevent the establishment or maintenance of any direct or indirect business contacts with terrorist organisations or institutions and individual persons associated with them.

Behaviour when handling confidential information and company property

Business secrets

Secrecy must be maintained with regard to any business secrets. This particularly applies to any business secrets related to our customers and business partners, unless the disclosure of this information has been explicitly authorised.

In the case of business relations, which demand the exchange of business secrets, a written non-disclosure agreement must be submitted and demanded in advance, if appropriate, or an associated agreement must be concluded. The obligation to maintain secrecy shall also continue after the end of any employment relationship or business relations.

Company property

The employees are obliged to carefully handle the property and possessions of Imperial and the working tools made available to them. They must also prevent any imminent damage or losses to the company, if this is reasonable for the employees, taking into consideration the protection of their health and safety in the specific situation. Employees are also obliged to immediately notify their manager of any damage or losses or dangers, which have occurred or might be expected in their own working area.

Reports and records

Imperial expects all records to fully reflect the actual situation with adequate details, in a timely and truthful manner, be comprehensive and comply with the current valid laws.

Any significant decisions and activities with financial consequences must be agreed using the two-man rule, comply with the current signatory order and be approved according to the existing rules. All employees are responsible for documenting their official expenditure fully and truthfully according to the current rules.

Insider knowledge

Because of our extensive business activities and our contact with customers, which is sometimes very close because of the relationship of trust, it is impossible to exclude the possibility that employees may gain access to information about third parties, which affects the value of securities and is not available to the general public. Employees may not pass on this kind of information to third parties and particularly not use it to purchase or sell securities.

Data protection and data security

The exchange of electronic information is absolutely essential in order to provide services to customers and also for communications between employees and with third parties.

Imperial is aware that there is an associated risk that the exchange of information may be misused or utilised for other purposes. The strict regard for an individual's personal rights and the security of data are therefore important principles when gathering, processing and using any data that has been collected.

Behaviour in conjunction with the environment, safety and taxes

Environment and safety

We place the highest importance on the health and safety of our employees, protecting the environment and the safety of business locations and regions where we conduct our work. Imperial ensures that all the provisions relating to health and safety at work and the protection of the environment are heeded and put into practice through its long-established quality management systems, which are constantly being updated.

Taxes and other dues

We abide by the current regulations regarding financial reporting at home and abroad. We pay attention to documenting and reporting processes in a truthful, correct and objective manner. Tax, social security and customs regulations are fully respected and the relevant obligations are met in the course of our corporate activities.

Whistleblowing

Imperial encourages all its employees to express their concerns in an open and direct manner. Employees should also point out any circumstances, which might indicate an infringement of laws and internal directives. Imperial will follow up any information with the necessary, painstaking care and, if required, adopt suitable measures. This information will be treated confidentially. No sanctions shall be applied to any person supplying information on account of their report. This shall also apply if the content of any information proves to be inaccurate, provided that it is was communicated in good faith.

The ombudsman is Dr. Jan-Peter Degner at the independent Buse Heberer Fromm solicitors' practice in Essen (Huysseallee 86-88, 45128 Essen), which you can contact on working days between 8 a.m. and 6 p.m. using the following phone number: +49 201 1758-0.

Consequences of infringements against this code of conduct

Any infringements against the rules in this code of conduct may lead to disciplinary measures, sanctions under labour law, including the ending of the employment relationship, or other legal proceedings.

Appendix

List of sources

- United Nations Global Compact:
<https://www.unglobalcompact.org>
- Universal Declaration on Human Rights:
<http://www.un.org/en/universal-declaration-human-rights>
- International Labour Standards (ILO):
<http://www.ilo.org/global/standards/introduction-to-international-labour-standards/conventions-and-recommendations/lang--en/index.htm>
- ILO Tripartite Declaration of Principles Concerning Multinational Enterprises and Social Policy:
<http://www.ilo.org/global/topics/employment-promotion/multinational-enterprises/lang--en/index.htm>
- OECD Guidelines for Multinational Enterprises:
<http://www.oecd.org>
- Responsible Care® Global Charter:
<http://www.icca-chem.org/en/Home/Responsible-care/>

Contact details

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