



Code of Conduct

**Zeitfracht-Group,
Kleinmachnow**

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Code of Conduct –

The business and behavioral principles of the Zeitfracht Group

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Preamble

Dear colleagues,

this Code of Conduct forms the basis of the compliance culture of the ZEITFRACHT Group. It summarizes essential behavioral requirements and most important principles as elementary compliance rules in one document. The Code of Conduct applies to all companies and holdings of the ZEITFRACHT Group and is binding for all employees at all levels.

The Code of Conduct offers us a consistent orientation for dealing with our employees, colleagues as well as our business partners and for acting in social environment. It defines standards that ensure a business behavior characterized by integrity and fairness and supports us in taking ethical and lawful behavior into account in our daily work.

For us as board of management, compliance is a top priority, so we are committed to the Code of Conduct in its entirety. We are particularly aware of our role model function as members of the executive board. However, we depend on your support to enable a well-operating compliance culture. Only with the participation at all levels in the ZEITFRACHT Group we will be able to ensure a comprehensive compliance.

The reputation of the ZEITFRACHT Group is of utmost importance to us and must be preserved and protected. In this context, the combination of entrepreneurial action with ethical principles is of fundamental relevance and the key for sustainable business success. We encourage you to familiarize yourself with the Code of Conduct and to make the contents the basis for decisions in daily practice. If you have any questions or something is unclear, please feel free to contact the Compliance Team at any time.

Kleinmachnow, July 2022

The Executive Board

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1 Our Responsibility for Compliance

This Code of Conduct applies to all companies of ZEITFRACHT equally to members of the executive board, members of the board of directors, managing directors, managers and all employees worldwide. It also includes consultants and persons who are functionally equivalent to employees, such as temporary workers.

Regarding the implementation of this Code of Conduct, each local subsidiary of ZEITFRACHT must respect the laws applicable in its state as well as cultural conventions in this context.

The Code of Conduct of ZEITFRACHT is a dynamic code that is not resistant to new standards of conduct. In addition to the continuous transformation of binding legal norms, the behavioral requirements can be concretized through policies.

It is the responsibility of each individual to act in an ethical and legally impeccable manner. In this context, ZEITFRACHT directors have a special responsibility to demonstrate this approach to their employees and thus to be a role model.

In the texts of the Code of Conduct we always refer to all genders using the general form of address.

2 Conduct in Business Environment

2.1 Compliance with Law and Internal Guidelines

ZEITFRACHT follows the principle of strict legality for all actions, arrangements, contracts, and other operations of ZEITFRACHT. The same is expected of business partners. ZEITFRACHT employees must be aware that breaking the law could have legal consequences for both the individual employee and for ZEITFRACHT. All employees must comply with the applicable legal regulations and internal guidelines. Contravention is to be avoided under all circumstances. Compliance with applicable legal regulations shall take precedence over any conflicting instruction from a superior. In case of doubt, a legal expert of the company must be consulted. All employees of ZEITFRACHT must familiarize themselves with the laws, directives and other legal regulations and guidelines relevant to their field of business and must constantly ascertain whether there are any changes in the field of law relevant to them.

2.2 Avoiding Conflicts of Interest, Dealing with Business Partners and Third Parties

It is essential for ZEITFRACHT that employees do not find themselves in the situation of a conflict of interest. Therefore, any conflicts between your personal interests and the interests of ZEITFRACHT are to be avoided. In the framework of business relationships with third parties, only objective criteria are relevant, such as quality, price, service and sustainability. Even the semblance of a conflict of interest is to be avoided.

Secondary employments are only permitted with the prior authorization of ZEITFRACHT. In particular, it is prohibited to participate in companies of competitors, suppliers or customers or to enter into business connections with them in a private context if this may lead to a conflict of interest. Such a conflict is always given in case the kind and extent of a participation are suitable to influence activities in the performance of the job at ZEITFRACHT in any form.



2.2.1 Offering and Providing Benefits

ZEITFRACHT employees are not permitted to offer or grant unauthorized advantages to third parties in relation to business activities, neither directly nor indirectly, at home or abroad, neither in the form of monetary payments nor in the form of other benefits. Promotional gifts to employees of business partners must be selected in a manner to avoid any impression of dishonesty or impropriety on the part of the recipient. In case of doubt, the recipient should be requested to get prior permission to receive the gift from his or her superior. If the recipient refuses to do so, this indicates that he or she considers the receipt to be incorrect. Gifts and the granting of other benefits to employees of public administration and other officials must be avoided. Employees who sign contracts with consultants, intermediaries, agents or similar third parties must ensure that they do not offer or grant any unauthorized benefits.

2.2.2 Requesting and Accepting Benefits

No employee may use his or her official position at ZEITFRACHT to request, accept, procure or have promised benefits. This does not include the acceptance of symbolic and low-value occasional or promotional gifts of up to € 40.00 incl. VAT and below, or those that are adequate in individual cases under exceptional circumstances. Invitations to business dinners may only be accepted if they remain in reasonable limits. Other gifts, as well as cash payments, checks or similar, are to be refused or returned. In case of doubt, the employee should consult his or her supervisor in order to obtain permission. If an employee has been offered, promised or granted unauthorized benefits, the relevant supervisor must be informed, or the incident must be reported to the Compliance Team.

2.2.3 Dealings with Government and Regulatory Organizations

In dealing with authorities, ZEITFRACHT always acts honestly and transparently and in accordance with applicable law. In case of official enquiries of any kind, all employees are advised to immediately involve their supervisor and the legal department before taking further steps. In the case of cartel or competition law enquiries, employees are required to involve the legal department or the compliance team.

2.3 Cartel and Competition Law

ZEITFRACHT respects the rules of fair competition. Every employee is obligated to comply the rules of fair competition within the framework of legal requirements. Inadmissible and therefore to be avoided by all employees are price fixing, agreements on market share or the distribution of regional markets and price maintenance. In all contacts with competitors, discussions about confidential or competition-relevant contents, such as price components, market strategies and investment strategies, are to be avoided. The company's market position must not be exploited unlawfully, for example to enforce price discriminations, the delivery of unsolicited products or the refusal of a delivery.

2.4 Prohibition of Money Laundering and Terrorism Financing

ZEITFRACHT is strongly committed to complying with all laws relating to prevention, detection and reporting of money laundering activities and terrorism financing and only transacts business with



clients and business partners who are engaged in legitimate business activities and use legitimate financial funds. Every employee is requested to verify unusual financial transactions, in particular regarding cash, which may give rise to suspicion of money laundering, in case of doubt, with the responsible Finance Department or the Compliance and Legal Department.

2.5 Product Conformity and Safety

ZEITFRACHT has the responsibility to exclude any risks, disadvantages and dangers for the health, safety, environment, and assets of our customers or third parties resulting from the use of the company's own products and services as far as possible. It is therefore not only our obligation but also our ambition to comply with the legal and official regulations as well as internal standards that are valid for our products. Together, we ensure that adequate measures can be initiated in case of any deviations that may occur.

2.6 Taxes and Customs

We at ZEITFRACHT are aware of our social responsibility in the fulfilment of tax and custom obligations and are firmly committed to the compliance with national and international legal regulations. Internal structures and processes are to be organized in such a way that taxes and customs to be paid by the respective companies of ZEITFRACHT are calculated completely, correctly and on time, recorded in reporting and paid to the competent tax authorities.

2.7 Export Control

It is required that cross-border activities comply with national laws, rules, and regulations as well as customs and export regulations. In this context, we particularly consider the international legal requirements and restrictions on export control and export restriction of security-relevant services and goods. Besides goods, also technologies and software are affected by the export control regulations. In addition to the actual export, temporary exports, for example carrying objects and technical drawings on business trips, as well as technical transfers, for example via e-mail or cloud, are also included.

3 Conduct at the Workplace

3.1 Diversity, Equal Opportunities and Tolerance - Anti-Discrimination

ZEITFRACHT respects the personal dignity, the privacy and the personal rights of all employees, customers, suppliers, and others with whom ZEITFRACHT is in contact.

ZEITFRACHT supports diversity, equal opportunities, and tolerance. This means that all ZEITFRACHT employees are treated equally and are recruited based on their professional and social skills and competencies. As an employee of ZEITFRACHT, all direct and indirect discriminations, in particular with regard to the following aspects: gender, skin color, ethnic origin, religion and ideology, disability, age, sexual identity, membership of an employee association or political party, are to be refrained from. No form of harassment, especially bullying and sexual harassment, coercion, and verbal attacks will be tolerated.



ZEITFRACHT expects its employees to show courage in standing up for these principles. In case a ZEITFRACHT employee gets into a discriminating and harassing situation or becomes aware of it, the relevant superior, the compliance team or the complaints office according to the German General Equal Treatment Act (AGG) must be informed immediately.

3.2 Occupational Safety, Fire, Health and Environmental Protection

The health and safety of employees and the protection of the environment are of great importance to ZEITFRACHT. It is the responsibility of all employees to avoid hazards to people and the environment. In doing so, the impact on the environment is to be kept low and resources must be used sparingly. Processes, operating facilities, and resources must comply with the respective applicable legal and internal ZEITFRACHT requirements on occupational safety as well as fire, health, and environmental protection.

4 Conduct as a Member of Society

4.1 Human Rights and Social Sustainability

The Declaration of Human Rights adopted by the United Nations and the European Convention for the Protection of Human Rights and Fundamental Freedoms state what is required and expected of the international community when it comes to observing and respecting human rights. ZEITFRACHT is strongly committed to protecting human rights within its sphere of influence. In this context, the prohibition of child and forced labor as well as the granting of adequate salaries for working hours that comply with the respective legal regulations and industry standards are in the focus of attention.

4.2 Sustainable Environmental and Climate Protection

As a group of companies, ZEITFRACHT is aware of its special responsibility for the environment, especially as a provider of logistics services and mobility solutions. Sustainable environmental and climate protection as well as resource efficiency are important corporate goals for ZEITFRACHT. We bear responsibility for the environmental compatibility and sustainability of our products, premises and services and always ensure compliance with environmental protection laws and guidelines. We are constantly looking for innovative mobility and energy concepts that contribute to ecologically sustainable development. In addition, we evaluate the environmental compatibility of our products and services and optimize them if necessary. ZEITFRACHT employees are required to take environmental protection concerns into account in the framework of their activities, to use resources and energy appropriately and sparingly, and to inform their respective superiors, sustainability managers or the compliance team of any deficiencies or grievances with negative effects on the environment.

4.3 Consumer Interests

ZEITFRACHT sees itself as a partner of its customers and aims to offer safe and flawless products and services of high quality and safety. Of particular importance for ZEITFRACHT is the customer contact, which has a lasting impact on the image of ZEITFRACHT. It is a matter of course for ZEITFRACHT that



all employees behave in a rule-compliant and ethically correct manner towards our customers in this sensitive area.

4.4 Public Relations

We respect the right to freedom of expression and the protection of personal rights and privacy. However, every ZEITFRACHT employee should be aware that he or she can be noticed as a part and representative of ZEITFRACHT in the private sphere as well and is therefore required to protect the image and reputation of the company through his or her behavior and appearance in public. In order to protect company interests and to ensure consistent and sustainable corporate communications, every employee is required to immediately forward any media inquiries about the company to the appropriate corporate communications department or the executive management.

5 Handling Company Property and Information

5.1 Company Property

In general, ZEITFRACHT's business premises, business equipment and data are to be used exclusively for the purpose of fulfilling business tasks. Exceptions to these principles, such as for company vehicles, telephones, etc., are explicitly specified in internal regulations. Every employee is obliged to take care of ZEITFRACHT property as well as the property of third parties to ensure that it is not misused, damaged or stolen.

5.2 Professional Secrecy

Secrecy must be maintained regarding all internal matters of the company that have not been published. This includes, for example, details concerning the organization of the company and its facilities, as well as business transactions and internal reporting figures. This obligation shall continue to apply after termination of the employment relationship.

5.3 Data Protection and Data Security

It is of major importance to achieve a high level of data protection in the ZEITFRACHT Group, as the success of the Group depends also on the trustworthy and secure handling of personal data. This relates to the handling of personal data of individuals, in particular the data of employees, customers, shareholders, other business partners and third parties.

Due to the growing network of information and communication systems, the protection of personal data is a significant concern, especially in modern times. Personal data may only be collected, processed, and used for previously defined, unambiguous, and lawful purposes. Personal data may not be used for purposes other than those for which it was originally collected. In terms of technical assurance from unauthorized access, an appropriate standard must be maintained that corresponds to the state of the art. The use of data must be transparent for the affected persons, and their legal rights, such as the right to information and complaint, to correction and, if applicable, to objection and deletion, must be guaranteed.

5.4 Insider Information

According to Article 7 (1) of EU regulation No. 596/2014 of the European Parliament and of the European Council of April 16, 2014 on market abuse ("market abuse regulation" or "MAR" in short), insider information is any precise information not publicly known that directly or indirectly affects one or more issuers (e.g. Zeitfracht Logistik Holding GmbH) or one or more financial instruments (e.g. the bond of Zeitfracht Logistik Holding GmbH) and such information, if it were made public, would be likely to have a significant effect on the price of these financial instruments or on the price of related derivative financial instruments (e.g. stock options). Employees who have insider information about a company are therefore, particularly, not permitted to trade with listed securities or securities included in the regulated market or over-the-counter market of the company in question or related derivative financial instruments. This applies both in the case of insider information relating to our company and affiliated companies and in the case that an employee becomes aware of insider information relating to a third-party company.

Insider information must not be passed on to anyone outside the Group (e.g., to journalists, financial analysts, customers, consultants, family members or friends) without permission. Information may only be passed on within the Group if the recipient really needs the information to complete his or her task. Moreover, it must always be ensured that insider-relevant knowledge is kept under wraps or is protected in such a way that unauthorized persons cannot get access to it. Employees who have insider information are not allowed to give investment advice to third parties.

6 Information and Training

In order to raise awareness of our Code of Conduct and ensure compliance with it, ZEITFRACHT employees are regularly trained on relevant topics related to this Code of Conduct. This can be ensured through in-person training or also via E-learning methods. Furthermore, ZEITFRACHT also regularly provides specialized in-depth trainings on selected topics (e.g., antitrust law, anti-corruption, occupational safety, data protection, etc.) in working areas of increased risk.

7 Questions and Reporting of Irregularities

7.1 Questions and Support

Laws, directives or even regulations, etc. are often difficult to understand. Even the compliance with cross-border legal regulations does not always make it any easier to assess any behavior in a legally compliant manner. If an employee is unsure whether his or her conduct is in compliance with law, he or she can ask his or her supervisor or the Compliance Team under compliance@zeitfracht.de.

7.2 Reporting of Irregularities

Each employee is responsible for reporting any violation or suspected violation of laws, business policies or internal guidelines. Whistleblowers will not be disadvantaged as a result of the information provided in all conscience, unless they themselves have violated applicable laws or guidelines.

Every employee has the right to inform his or her superior about conditions that indicate a violation of the regulations contained in this Code of Conduct. If this is not possible, information about misconduct



can be provided by mail, telephone, or e-mail. It is also possible to send information anonymously, especially in the case of serious violations and possible criminal offenses or indications of violations of financial reporting and auditing. However, this should only be done in exceptional cases where serious personal, occupational, or social disadvantages are suspected. The information provided will be researched and reviewed in strict confidence by persons bound to secrecy - where necessary, remedial steps will be taken by ZEITFRACHT.

Contact Compliance Team:

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