



Kuehne + Nagel Code of Conduct

Version 2018

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Foreword

Dear colleagues,

As a globally operating company and a responsible corporate citizen, our business activities are based on high ethical and applicable legal standards. We foster a sense of trust with our stakeholders and meet our responsibility of being a reliable and successful business partner by considering integrity as a key element of our business behaviour.

Kuehne + Nagel's Code of Conduct is designed to ensure that all our members, with support from Kuehne + Nagel's senior executives and managers around the globe, understand and comply with the principles we apply to our business activities. We encourage our members to personally live up to and consistently value the principles of the Code of Conduct when engaged in Kuehne + Nagel's business whether internally or in the public. The principles set forth mark the minimum standards of how Kuehne + Nagel conducts business and is represented in the global marketplace.

We are convinced that our Code of Conduct is an effective instrument of risk prevention to protect us from negative consequences such as monetary penalties or reputational damages. And at the same time, we are convinced the Code of Conduct makes us recognised as a company of integrity whose members apply unquestionable and clear principles in the business.

Kuehne + Nagel International AG, January 2019

Dr. Joerg Wolle
Chairman of the Board of Directors

Dr. Detlef Trefzger
Chief Executive Officer

Introduction

Purpose and Scope

Integrity is a key element of Kuehne + Nagel's business behaviour. Kuehne + Nagel is positioned as a trusted and reliable business partner in all its activities. The Code of Conduct compiles the principles of Kuehne + Nagel's business conduct worldwide. All principles of the Code of Conduct are equally important and the order in which they are listed is not based on relevance.

The Code of Conduct applies to every affiliate of the Kuehne + Nagel Group and to all board members and staff members (collectively referred to as "Members" hereafter; people manager referred to as "Managers") of Kuehne + Nagel. Members are personally obliged to strictly adhere to the principles set out in the Code of Conduct. In cases of doubt, exercising good judgment in line with the spirit of the Code of Conduct is expected. Given regional distinctions between the national laws, precedence must always be given to the higher standards, i.e. the Kuehne + Nagel Code of Conduct or mandatory legal requirements.

Responsibilities

The Code of Conduct sets out the expected business principles for Members of the Kuehne + Nagel Group. More specifically the responsibilities concern the roles and functions as follows:

All Kuehne + Nagel Members must

- follow the principles in the Code of Conduct,
- become aware of, understand, and follow policies relevant to their job, and
- feel comfortable asking questions, seeking advice and raising concerns without fear of retaliation.

When in doubt Members shall ask themselves:

- "Is what I intend to do legally permitted and in line with Kuehne + Nagel's Code of Conduct and policies?"
- "Would my managers, colleagues and subordinates view my conduct as ethical?"
- "Would my family and friends view my conduct as ethical?"
- "Would those who are directly involved view my conduct as ethical?"
- "Would I want to be treated the same way?"
- "Would I feel comfortable if my conduct appeared in the media and attributed to me?"

In addition, all Kuehne + Nagel Managers must

- create and encourage a culture of integrity within their sphere of influence – including an openness for asking questions and raising concerns,
- lead by example and actively provide guidance to staff members when questions regarding potentially questionable business conduct arise,
- be fully accountable for the misconduct of their staff,
- supervise their staff members properly,
- select qualified staff members for tasks and provide appropriate instruction in accordance with applicable laws and regulations,
- play an active role in regularly monitoring compliance with the Code of Conduct,
- communicate clearly that violations of laws and / or the Code of Conduct may have serious employment consequences, and
- correct detected misconduct and ensure appropriate disciplinary actions as needed in accordance with applicable internal policies and laws.

Failure to follow the Code of Conduct may result in disciplinary action. Members are expected to fully cooperate when investigations of misconduct are performed.

Need help?

The Code of Conduct is not exhaustive and cannot cover or anticipate every situation Members may encounter during the course of their employment with Kuehne + Nagel. Although additional policies may provide more specific guidance, there may be instances where Members will still have questions that are not directly addressed by any policy.

When in doubt, Members are encouraged to ask questions. They can consult with their Managers for guidance and advice, and can contact various members of Kuehne + Nagel's Legal and Compliance organisation to discuss specific situations or concerns.

Reporting concerns

Members who become aware of issues or practices that may violate the Code of Conduct or laws are encouraged to report their concerns to Managers or any person of trust, such as line managers, internal auditors, legal counsels and compliance officers. As an additional reporting channel, Members can make use of the Confidential Reporting Line (via e-mail, telephone or web-form) to report in a safe, confidential and, if desired, anonymous manner. Additional information regarding the Confidential Reporting Line is available on Kuehne + Nagel's intranet.

Non-retaliation policy: Members reporting any concerns in good faith should not fear retaliation and will be under the protection of Kuehne + Nagel and local laws where applicable. However, knowingly providing false or misleading information may lead to disciplinary action.



Employment Practices

1. Employment Practices, Diversity and Equal Opportunities

Knowledge, experience and the entrepreneurial spirit of Members determine the success of Kuehne + Nagel. Managers are expected to act as role models. Behaviour that is contrary to Kuehne + Nagel's standard of business ethics should be identified, discussed, changed, and re-occurrence prevented.

Respected and Fostered Principles

- Kuehne + Nagel's working environment creates and fosters professional development opportunities.
- Employment conditions, as well as remuneration, aim to stimulate high performance and to consistently reward excellent results.
- Kuehne + Nagel supports a culture of diversity and inclusion, free from harassment and discrimination.
- Managers and Members establish open and honest team cooperation.
- Kuehne + Nagel respects the privacy and data protection rights of individuals.

Not Tolerated

- Kuehne + Nagel does not tolerate harassment and discrimination.
- Employment must never be illegal and unfair.
- Substance abuse and illegal drugs in the workplace are prohibited.

2. Human Rights and Dignity

Human rights are moral principles or norms that describe standards of human behaviour, and are protected as natural and legal rights by law. They are commonly understood as inalienable fundamental rights "to which a person is inherently entitled simply because she or he is a human being", and which are "inherent in all human beings" regardless of their nationality, location, language, religion, ethnic origin or any other status.

Respected and Fostered Principles

- Business activities must be delivered according to the commonly accepted principles of Human Rights and Dignity.

Not Tolerated

- Kuehne + Nagel opposes violations or limitations of Human Rights and Dignity of any kind which includes, but is not limited to, any form of discrimination, slavery and torture, human trafficking, or forced and child labour.



Safeguarding People & Assets

3. Safety & Health

Kuehne + Nagel's business is subject to various laws, regulations, industry standards and contractual obligations that require a safe and healthy work environment for its Members, business partners, customers, suppliers, and communities in which it operates.

Respected and Fostered Principles

- Kuehne + Nagel is committed to creating and maintaining a healthy and safe working environment.
- Kuehne + Nagel proactively promotes health and safety awareness for its Members.
- Kuehne + Nagel provides dedicated health and safety trainings to its Members through computer-based and classroom training.
- Members are expected to be familiar with health and safety requirements and actively identify and report areas of improvement, unsafe acts and conditions, and near-miss incidents to ensure that preventative measures are taken to deter any potential harm.
- Kuehne + Nagel ensures that its Members and suppliers are committed to obeying relevant laws and regulations, working instructions and safety measures at all times.
- Members take care of each other, work to prevent harm, and intervene or stop activities deemed unsafe.

4. Environment

Business activities can have a major impact on the environment. As such, Kuehne + Nagel continuously identifies and measures its environmental footprint to improve its performance and reduces its impact on the environment.

Respected and Fostered Principles

- Kuehne + Nagel establishes effective controls to monitor the usage of resources to avoid or reduce waste (prevention).
- Kuehne + Nagel conducts recovery operations to re-use products or their components from waste (re-use).
- Kuehne + Nagel recycles raw materials according to globally accepted standards and quality protocols (recycle).
- Kuehne + Nagel produces energy such as fuel, heat and power as well as materials from waste (recover).
- Ultimately, Kuehne + Nagel carefully manages its waste deposits at registered landfills and incinerators (disposal).



5. Data Privacy and Protection

Notwithstanding Kuehne + Nagel's contractual obligation of confidentiality, it is also compulsory to maintain the confidentiality of proprietary information of Kuehne + Nagel, its customers and suppliers. Data protection laws grant individuals certain rights in connection with the way in which their personal data is used.

Respected and Fostered Principles

- Confidential or proprietary information may only be disclosed to third parties upon respective written authorisation given by the responsible manager, or if the disclosure is required by law.
- Such confidential information includes all non-public information that might be of use to competitors or harmful to Kuehne + Nagel, its customers or suppliers if disclosed.
- Kuehne + Nagel and Members shall comply with the applicable data protection laws, thereby safeguarding data privacy rights of Kuehne + Nagel's customers, suppliers and Members.
- Members have the responsibility to comply with all applicable data protection laws and in particular the EU General Data Protection Regulation, while safeguarding the rights of people and enabling effective business operations around the world.

Not Tolerated

- Members are not allowed (neither during nor after their employment) to disclose any confidential or proprietary information which was received during their employment at Kuehne + Nagel to anyone not employed by Kuehne + Nagel.

6. Handling of Company Property

Kuehne + Nagel's business services are delivered with the support of assets such as property, plants and equipment owned by the company.

Respected and Fostered Principles

- The use of Kuehne + Nagel's assets is only allowed for legitimate business purposes.
- Devices and equipment in Kuehne + Nagel offices and facilities are to be used as efficiently as possible.

Not Tolerated

- It is the obligation of every Member to protect Kuehne + Nagel's property against any improper handling such as carelessness, waste or destruction as well as against theft or other forms of unauthorised removal.
- Unauthorised personal use of business equipment is prohibited.



7. Company Books and Records

Business activities are reflected and recorded in the company books and records. Applicable laws regulate public disclosure obligations of such books and records.

Respected and Fostered Principles

- Kuehne + Nagel is committed to maintaining its books and records in accordance with applicable laws and regulations respecting the integrity of Kuehne + Nagel's record-keeping and reporting systems at all times.
- Kuehne + Nagel requires honest, accurate and timely recording and reporting of financial information in order to make responsible business decisions.
- Kuehne + Nagel's books, records, accounts and financial statements must represent the nature, extent and purpose of activities recorded, in compliance with company policies, in reasonable detail and without omitting material facts. They must not include any misleading information, inaccurate events, exaggeration, or derogatory remarks.
- Records and documents must be kept in compliance with applicable document retention laws and internal policies.

Not Tolerated

- Members shall never, directly or indirectly falsify Kuehne + Nagel's books and records.
- Documents relevant to any pending, threatening or anticipated litigation, investigation or audit must by no means be destroyed.

8. Business Continuity

In case of unforeseeable or unpredictable events such as systemic failures or catastrophes, plans for business continuity and disaster recovery enable mitigation procedures for staff, assets and partners, thus limiting interruption or other adverse effects on operations.

Respected and Fostered Principles

- All Kuehne + Nagel sites maintain documented business continuity and disaster recovery plans.
- Respective plans are communicated and tested to identify gaps, improvements and to reduce potential adverse effects.
- Emergency procedures and communication processes are known to all Members.



Business Ethics

9. Bribery and Corruption

Bribery can take many forms beyond cash payments such as gifts, travel, entertainment or any other undue advantage. Kuehne + Nagel will not engage in any form of active ("giving") or passive ("receiving") bribery and expressly prohibits its Members from engaging in any form of bribery. The prohibition also applies to any contributions or payments made through consultants, suppliers, or other third parties on behalf of Kuehne + Nagel.

Most countries have adopted laws prohibiting bribery, such as the 1977 United States Foreign Corrupt Practices Act ("FCPA"), the 2010 UK Bribery Act, the 2014 Brazil Clean Company Act, the 2011 Chinese Criminal Code, the 2013 Russian Anti-Corruption Law, and the Anti-Corruption French law 2016 ("Sapin II"). Violations of anti-bribery laws can lead to costly enforcement actions and harsh criminal penalties against companies and the individuals involved.

Additionally, Kuehne + Nagel prohibits facilitation payments which are usually small payments mostly made to lower-level governmental employees to secure the performance of routine government actions.

Respected and Fostered Principles

- Members must familiarise themselves with all relevant anti-corruption laws and conduct business in strict compliance with these laws. Transactions that appear to be illegal or unethical should be rejected.
- Suspected violations of bribery laws and requests for payment by or for government officials should be immediately reported to a superior or Legal and Compliance representatives.
- Third parties engaged by Kuehne + Nagel must be carefully supervised - never "turn a blind eye" on suppliers.
- If Members believe their own or others' lives or health may be in danger, making facilitation payments may not be a violation of Kuehne + Nagel's prohibition. However, such payments must always be accurately recorded in Kuehne + Nagel accounts and immediately reported to Regional Management.

Not Tolerated

- Kuehne + Nagel explicitly prohibits its Members from making improper payments, whether to public officials, private persons or legal entities, active or passive.
- Members are strictly prohibited from offering, paying, giving or otherwise transferring funds or assets, directly or indirectly to someone in a public office or a person with political influence, to someone applying for a public office, to a political party or any other third party, for the purpose of obtaining or retaining an improper advantage or otherwise securing or retaining business.



10. Gifts, Hospitality and Entertainment

Kuehne + Nagel recognises that business gifts, hospitality and entertainment on a modest scale can be a regular part of doing business and are commonly used to build goodwill and strengthen working relationships among business partners. However, if offers of gifts, hospitality or entertainment are frequent or of substantial value, they may create the appearance of or create an actual conflict of interest or improper payment.

Respected and Fostered Principles

- The use of gifts, hospitality and entertainment must always be in accordance with Kuehne + Nagel's standards of transparency and in compliance with our approval and reporting procedures.
- Members may only accept or offer unsolicited non-monetary gifts if at a minimum the following conditions are fulfilled: the gifts do not go beyond common courtesy and are accepted by local business practices; the value of the gift does not imply obligations on the part of the recipient; the gift is appropriate with respect to the recipient.
- Members may accept or offer unsolicited hospitality and entertainment. Such hospitality and entertainment must be infrequent, separated from influencing business decisions, and reasonable in value; must take place in settings that are reasonably appropriate and fitting with the Members' roles in the related business.

Not Tolerated

- Gifts, hospitality and entertainment to government officials are generally prohibited. Any exceptions require prior written approval.
- Members are prohibited from soliciting or offering gifts, personal benefits or unjustified advantages to third parties connected with business dealings in monetary form or otherwise.

11. Interactions with Suppliers and other Third Parties

As a global leader in international forwarding, Kuehne + Nagel deals with a large network of suppliers and other third parties that play an important role as enablers for sustainable growth and overall success. The way supplies are purchased and operations are contracted out affects Kuehne + Nagel's reputation as a responsible corporate citizen.

Kuehne + Nagel has set forth principles that are key for economic, social and environmental sustainability in order to ensure long-time success of Kuehne + Nagel and its stakeholders in the Kuehne + Nagel Supplier Code of Conduct.

Where necessary, provisions relating to laws, regulations, compliance trainings and auditing, are included in contracts with third parties. Additionally, in an effort to minimise and manage compliance-related risks, Kuehne + Nagel has implemented a risk-based Integrity Due Diligence process for third parties.

Respected and Fostered Principles

- Kuehne + Nagel requires its suppliers to adhere to the principles of the Supplier Code of Conduct and to use reasonable efforts to ensure that their own suppliers will also comply with these principles.
- Collaboration must be based on clear and fair criteria. Members are responsible for monitoring the business relationships with suppliers to continuously ensure their qualification for Kuehne + Nagel business.



12. Competition and Fair Dealing

Worldwide, anti-trust laws generally prohibit agreements, understandings and actions which may restrain trade or reduce competition. Violations of such laws do not require explicit promises or trade reducing agreements; violations can be established with circumstantial evidence. Due to the complexity of anti-trust law, Members are strongly advised to consult the Legal and Compliance organisation with any questions.

Respected and Fostered Principles

- Kuehne + Nagel performs its business with honesty, fairness and integrity. Kuehne + Nagel seeks competitive advantage through excellent performance, never through unethical or unlawful business practices.
- All customers, suppliers, competitors and employees should be dealt with fairly and lawfully. Kuehne + Nagel must offer customers the best prices and services, independent of what its competitors are doing.
- Members must principally conduct business with customers without any interaction with Kuehne + Nagel's competitors.

Not Tolerated

- Taking unfair advantage on anyone through any illegal trade practice like manipulation, abuse of privileged information or misrepresentation of material facts is prohibited. Co-operation or alignment with competitors for the purpose of gaining new business from customers is strictly prohibited.
- Members must strictly act within the law, and must also avoid anything that might appear as collusion or improper action. Entering into collusive agreements or commitments with competitors concerning price fixing, allocations of customers or territories, customer / supplier boycotts or other similar agreements is not permitted. It is also prohibited to "team" or work with other companies in order to limit competition, e.g. for "bid rigging" or to exchange confidential information with competitors about the aforementioned subjects.
- Members must not enter into discussions with competitors about the above mentioned subjects and shall immediately exit meetings (including social gatherings or trade alliance meetings) where forbidden subjects are discussed with competitors. The point of departure should be actively noted so others will remember and such incidents should be reported to the respective Legal and Compliance representatives.

13. Trade Controls

The movement of goods, services, software, intellectual property and technology across borders is regulated in each country. Many countries also implement trade controls, such as export controls, sanctions embargoes and boycotts, which may have an impact on how Kuehne + Nagel conducts business. Compliance with trade controls is critical to Kuehne + Nagel's success. A violation can severely damage Kuehne + Nagel's reputation and give rise to civil and / or criminal penalties.

Respected and Fostered Principles

- Kuehne + Nagel's global operations shall conduct business in compliance with applicable trade controls, including relevant international and local trade control laws and regulations.
- Members are accountable and are expected to exercise responsible supervision and control over their operations to ensure compliance with applicable trade controls.



14. Political Contributions

Political and democratic initiatives can be actively and passively supported by the people.

Respected and Fostered Principles

- At their discretion, Members can participate in political activities in their own personal capacity as long as their position does not conflict with their work and measures are taken to separate their professional from political interests. When needed, such conflicts are to be transparently disclosed to Kuehne + Nagel.

Not Tolerated

- Kuehne + Nagel does not make political contributions, whether in monetary payments or donations in kind to political parties or their institutions, agencies or representatives, anywhere in the world.

15. Charitable Donations

Charitable donations are voluntary unilateral contributions from donors for charitable purposes only, without the expectation of services in return. Donations may fall under certain laws and regulations in some countries and may give rise to tax implications in some instances.

Respected and Fostered Principles

- Charitable donations shall always be in line with Kuehne + Nagel's corporate social responsibility as well as applicable laws and regulations.
- Charitable donations shall always be given transparently and be comprehensively evidenced.

16. Sponsorships

Kuehne + Nagel funds may be used for sponsoring activities. Sponsorships must be based upon bilateral agreements in which the involved parties agree to specific services and services-in-return. Most often such services-in-return relate to marketing and promotion.

Respected and Fostered Principles

- Sponsorship agreements shall be in writing with the services and services-in-return comprehensively evidenced.
- Most commonly sponsorships have commercial purposes.

Not Tolerated

- Sponsorships shall never be misused for obtaining undue advantages.



17. Conflicts of Interest

Conflicts of interest exist when positions within Kuehne + Nagel are used for personal gain aside from the normal compensatory rewards of employment. Conflicts of interest also exist when business connections are entertained with competitors, customers or suppliers beyond the regular business relationship, or when family members or friends of Members have interests in third parties that are in business with Kuehne + Nagel. Conflicts of interest may also arise when a Member's personal interest takes precedence over Kuehne + Nagel's while that Member is acting within her or his capacity as a Kuehne + Nagel employee. Even appearances of conflicts of interest could damage Kuehne + Nagel's or its Members' reputation.

Respected and Fostered Principles

- Business decisions should always be based on sound business judgment and not be motivated by potential personal gains.
- When potential conflicts of interest arise, Members are expected to immediately inform a superior and disclose the conflict in writing.

Not Tolerated

- Members are to avoid situations, activities, involvements, or investments that conflict with Kuehne + Nagel's business.

18. Insider Trading

Securities laws seek to ensure that all investors holding shares or other types of securities of a company have timely and equal access to information, subject to the company's disclosure obligations, when making trading decisions such as buying, holding or selling securities. Non-public information that could be expected to affect shareholder investments or voting decisions, or that may significantly alter the information in the marketplace about Kuehne + Nagel, or that may have an effect on Kuehne + Nagel's share price, is defined as insider information. Insiders include Members, agents or contractors of Kuehne + Nagel with access to insider information as well as their family members or persons living in the same household. It also includes other persons or entities with access to, or that may otherwise be accidentally informed about, insider information concerning Kuehne + Nagel.

Respected and Fostered Principles

- Insiders shall keep business information confidential.

Not Tolerated

- Insiders are not allowed to purchase or sell Kuehne + Nagel securities or to encourage or discourage other persons to deal in such securities based on insider information.
- Insiders are not allowed to disclose any insider information and should exercise utmost efforts in preserving the confidentiality of insider information.



19. Money Laundering

Money laundering is defined as an illegal process where funds from illegitimate activities are transformed into assumed legitimate assets. Often such activities are related to financing terrorism or evading international sanctions.

Respected and Fostered Principles

- Kuehne + Nagel is committed to complying with anti-money laundering and anti-terrorism laws throughout the world. The Group will conduct business only with reputable customers that are involved in legitimate business activities with funds derived from legitimate sources.
- Members are to collect and understand documentation about their customers and business partners to ensure that they are involved in lawful business activities and their funds are of lawful origin.
- Reasonable steps must be taken to prevent and detect unacceptable and suspicious forms of payment.

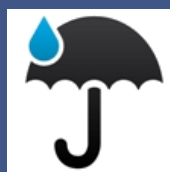
Not Tolerated

- Kuehne + Nagel will not process information deemed to be of illegitimate nature or unlawful.
- Kuehne + Nagel will neither enter into nor tolerate arrangements which facilitate or appear to be used for facilitating acquisitions, retentions, uses, or control of money payments intended to disguise crimes.

The Kuehne + Nagel Code of Conduct. Our principles.



*Employment
Practices*



*Safeguarding
People & Assets*



*Business
Ethics*



*Get your
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Kuehne + Nagel International AG

Kuehne + Nagel House

P.O. Box 67

CH-8834 Schindellegi

Telephone +41 (0) 44 786 95 11

Fax +41 (0) 44 786 95 95

www.kuehne-nagel.com

Corporate Compliance

compliance@kuehne-nagel.com

