

DOCUMENT:	Anti-Bribery and Corruption Policy
VERSION	003
APPROVED BY:	DB Cargo Data Privacy Team
REFERENCES:	Bribery Act 2010 Economic Crime and Corporate Transparency Act 2023
NEXT REVIEW DATE:	01.07.2026 and then every 12 months or earlier if there is either: (i) the implementation of, or change to any applicable law or regulation; or (ii) the introduction of a significant business change.
STATUS	July 2025
OWNER	Legal & Regulatory Affairs Department
RELATED POLICIES & DOCUMENTS	DB Group Benefits Policy Business Principles

Intention of this Policy

This Policy is designed to ensure compliance with the UK Bribery Act 2010 (the “**Bribery Act**”) and the Economic Crime and Corporate Transparency Act 2023 (“**ECCTA**”) (together, the “**Acts**”). The Policy sets out the top level approach of DB Cargo (UK) Limited and its UK affiliated companies (“**DBC UK**”) to tackle bribery, corruption and fraud, and the expectations of all internal and external stakeholders associated with the business. The Management Board of DBC UK fully supports the commitments and obligations contained in the Acts and communicates a clear message:

“DBC UK prohibits and is committed to countering all forms of bribery and corruption.”

This message is communicated to all employees and stakeholders connected with the business. DBC UK has always treated ethical and responsible practice as a core business value and is committed to continuing this approach. Compliance with the Policy is a condition of being a part of, and doing business with, DBC UK.

1. Bribery Act Basics

The Bribery Act prohibits the offering or receiving of any incentive (financial or otherwise) that has the intention of inducing a person to perform a function or activity improperly. A bribe could include cash, gifts, travel expenses, hospitality, political contributions and even charitable donations.

The Bribery Act has significant reach and will capture activities undertaken by DBC UK operating overseas, and also DB group companies based overseas and operating in the UK. Offences may be committed by employees, group companies, joint venture partners, agents and other stakeholders acting on DBC UK’s behalf (so-called “**Associated Persons**”). Commission of an offence by any Associated Person will result in automatic or ‘strict’ liability for DBC UK unless the company can show it has adequate procedures in place to prevent bribery.

Breach of the Bribery Act could lead to serious civil and criminal consequences for the company including:

- Personal liability for senior management including fines and imprisonment.
- Directors disqualified from holding their office in the company.
- Fines against DBC UK and prevention from bidding for public sector contracts in the future.

2. Economic Crime and Corporate Transparency Act 2023 Basics

The ECCTA is a UK law designed to tackle fraud, money laundering and economic crime. It also increases corporate transparency and holds organisations accountable for failing to prevent fraud.

The intention of ECCTA is to make it easier to hold companies criminally liable by:

- Combating difficulties law enforcement agencies encounter when trying to identify a company’s “directing mind and will”, holding companies responsible for acts committed by “senior managers”.
- Creating a new offence of failure to prevent fraud. The fraud must be intended to benefit DBC UK and be committed by staff or agents.

Breach of ECCTA could lead to serious civil and criminal consequences for the company including:

- Criminal charges against the company or individual.
- Unlimited fines.
- Increased regulatory scrutiny.

In addition, the perception attached to bribery, corruption and fraud will cause considerable damage to DBC UK's reputation and goodwill in the marketplace.

The Policy is a key component of DBC UK's anti-bribery and corruption programme and the company's ability to demonstrate that all steps have been taken to comply with, and wherever possible, exceed the adequate procedures (Bribery Act) and reasonable procedures (ECCTA) contemplated within the relevant legislation.

3. Zero Tolerance

All established instances of bribery, corruption and fraud will lead to the termination of an offender's relationship with DBC UK. If the offence is committed by an employee, this means disciplinary action and potentially termination of their contract of employment. If the offence is committed by a customer, supplier or other Associated Person, this means termination of their contractual or other business relationship with DBC UK.

4. Compliance Policies and Procedures

This Policy is one part of a group-wide compliance programme. It sets out the company's top level commitments and responsibilities in countering all forms of bribery, corruption and fraud. Detailed policies are maintained by DBC UK dealing with specific areas of the business that may be exposed to specific risks under bribery, corruption and fraud laws, including those listed below.

(i) Benefits (e.g. Invitations, Hospitality, Gifts)

All employees are expected to become familiar with the detailed procedures and limitations set out in the DB group's benefits policy. DBC UK recognises that invitations, hospitality and gifts are an important part of forging and maintaining business relationships with customers and other key stakeholders. It is generally permitted to accept and issue invitations, for example to business lunches, annual dinners, sporting events and industry seminars, provided that these are appropriate and comply with accepted business practices, and they are voluntary and not in anticipation of any benefits in return or any other preferential treatment. You should consult with the appropriate level of management and obtain documented approvals in accordance with the DBC UK's Compliance SharePoint site to ensure all such activities are undertaken transparently and responsibly.

(ii) Whistle blowing

DBC UK does not tolerate any actions against employees who report infringements of any kind. DBC UK encourages a 'speak up' culture to ensure the business is protected from bribery risks, and to allow action to be taken against those who do not act in accordance with the letter and spirit of this Policy. DBC UK treats bribery as a threat to its reputation and integrity as a business. Employees should regard responsible business practice as always taking precedence over the need to meet revenue targets or any other performance initiatives. Further information regarding the whistle blowing process is available to all employees on the Human Resources SharePoint site.

(iii) Procurement and tenders

Sales and marketing activities are an essential part of growing the DBC UK business. However, it is these and related areas that are most at risk under the Acts' regime of offences. DBC UK maintains controls to ensure payments made during tender procedures or during the general management of contracts are fully accounted for. Procedures are also in place to ensure full visibility and control of all agents and intermediaries who transact business on DBC UK's behalf. Customers, suppliers and all stakeholders are expected to deal with DBC UK in a manner consistent with the letter and spirit of the Policy and the Acts generally.

(iv) Facilitation Payments

DBC UK prohibits so-called 'facilitation payments'. A facilitation payment is generally recognised as a small, unofficial payment made to secure or speed-up the performance of a routine or necessary action to which the payer of the facilitation payment already has a legal or other entitlement (for example, a licence or permit from a public authority). Facilitation payments are treated as bribes under the Bribery Act and are unlawful. The Local Compliance Officer should be consulted and involved in any matters which may concern the giving or receiving of facilitation payments.

(v) Contracts

DBC UK has, where practicable, included appropriate anti-bribery commitments in its standard form commercial contracts. Customers, suppliers and other external stakeholders are expected to comply with these commitments at all times during their business relationship with DBC UK.

DBC UK supports these contractual measures with due diligence and risk assessment procedures to ensure the business knows who it is dealing with (including the identity and role of any group companies, agents and intermediaries) and in what locations (with particular regard to published tables and indices showing so called 'high risk' countries).

5. Suspected Contraventions

DBC UK encourages openness and honesty throughout its business and in all dealings with customers, suppliers and other stakeholders. As part of the group's commitment to tackle bribery, corruption and fraud, dedicated Compliance Managers have been appointed and appropriate reporting lines set up to ensure all suspected instances can be notified promptly and in confidence. Suspected breaches of the Policy should be addressed to the Local Compliance Officer, to DB Group Compliance under its hotline at + 49 30 297 62710 or via the electronic online whistleblowing system - Business Keeper Monitoring System (BKMS) at <https://www.deutschebahn.com/en/group/compliance/whistleblowing-6928812>.

6. Responding to Contraventions

DB Group has put in place procedures to be followed by staff and management where either fraud or bribery is suspected or detected.

DB Group follows the strategy of separating prevention (DB Group Compliance) and detection (DB Group Corporate Security). The investigation of suspected incidents (including bribery) is generally carried out by DB Group Corporate Security.

7. Further Information

Any questions or requests for further information regarding the terms of this Policy should be addressed to the Local Compliance Officer of DBC UK, whose details can be found on the Compliance SharePoint site or at <https://uk.dbcargo.com/rail-uk-en/our-company/compliance>.

Effective: July2025