



# TRAIN CONNECTION SYSTEMS



# CODE<sub>OF</sub> CONDUCT



## GENERAL

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Dellner's vision is to be the number one global Supplier of Train Connection Systems with innovative concepts and excellent global after-market services, and to make travel safer, more reliable and profitable. Dellner's reputation depends upon its ability to maintain high levels of reliability, service and quality, while working on continuous improvements and reducing waste. Dellner's priorities are always safety, quality, delivery and cost.

Dellner's reputation for conducting business in the highest ethical manner is a valuable asset in Dellner's relationships with its stakeholders. Dellner is a socially responsible corporate citizen and is being developed with long term sustainability in mind. Dellner's reputation and sustainability relies on the commitment by Dellner employees to act in accordance with this code of conduct (the **"Code"**).



# THE CODE AND APPLICABLE LAWS AND REGULATIONS

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Dellner constantly strives to ensure full compliance with applicable laws and regulations of the countries in which it operates. This Code sets up the minimum requirements that Dellner's employees must comply with. If the provisions of relevant laws or regulations are stricter, such stricter requirements must be complied with. The Code has furthermore been prepared in order to ensure compliance with the [ten principles of the United Nation's Global Compact](#) and has been adapted for the specific circumstances and challenges of the industry in which Dellner operates.

## TO WHOM DOES THE CODE APPLY?

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The Code applies to all Dellner employees regardless of position or location. Every employee has a personal responsibility to ensure compliance with, not only the words, but also with the spirit of, the Code. Management has an additional responsibility to foster a culture in which compliance with the Code is expected.

**All Dellner employees must:**

- Read, acknowledge and understand the Code and how it applies to the employee's particular job and/or position;
- Attend trainings about the Code where an attendance record will be maintained;
- Ensure that both the wording and spirit of the Code is respected and complied with; and
- Comply with the Employee Staff Handbook for the employee's site, as applicable from time to time.

Any violation of the Code or failure to report a known issue may lead to disciplinary actions, including suspension or termination of employment. In addition to disciplinary action by Dellner, the employee may also be subject to reimbursement obligations, prosecution, imprisonment, and fines under applicable law.

Dellner and its employees may not proceed with any workplace activity if there is uncertainty about whether it breaches the Code. If an employee is in any way uncertain as to whether an activity breaches the Code, that employee must seek advice from management, Human Resources (HR) and/or Dellner's legal department.

Dellner will follow up and continuously monitor compliance with the Code.

## REPORTING AND WHISTLEBLOWING

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If an employee is concerned about a known or suspected breach of the Code and wishes to make a complaint or report a violation, they should consult with a representative of their local management team. Complaints made in good faith will be treated anonymously to the extent reasonably possible.

For the purpose of facilitating compliance, Dellner has set up a Whistleblowing system for reporting serious suspected wrongdoings, such as bribery, facilitation of tax evasion, fraud or other criminal activities, obstruction of justice, health and safety risks, damage to the environment and any breach of legal or professional obligations. The Whistleblowing system is provided by an independent third party called 2Secure. Reporting through the system allows employees and external stakeholders to remain anonymous.

To file a report in the 2Secure system, the reporter can either visit the 2Secure website (wb.2secure.se) directly or go to Dellner's intranet and select "Whistleblowing" under "Links", where there will be a link to wb.2secure.se. In order to file a report through 2Secure, the reporter will be required to enter the Dellner's company code, "ozk910". The 2Secure system will then give guidance on how to fill in the report. The reporter should save the individual code received in connection with filing the report, as it will allow the reporter to log on to the 2Secure system to follow the case and/or answer any follow-up questions that 2Secure may have.

See Dellner's Whistleblowing Policy on the corporate website for further information and instructions: [www.dellner.com/whistleblowing](http://www.dellner.com/whistleblowing)

# ETHICAL BUSINESS PRACTICES

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## Anti-bribery and Corruption (ABC)

Any offer or acceptance of a bribery in any form or arrangement is strictly prohibited. Dellner does not make so-called “facilitation” or “grease” payments and does not make donations or sponsorships with the effect of a bribery. Dellner furthermore does not authorize or condone any third parties to take any such actions on its behalf. When Dellner deals with customers, suppliers, or any government or statutory authority, all decisions must be made with utmost integrity, honesty, independence, transparency and objectivity. No employee should accept or make any gift, gratuity or entertainment offer, if doing so could influence the employee’s, customer’s or government agent’s decision making. Any gift, gratuity or entertainment offer, exceeding preapproved levels, should be authorized by the local management team, finance and/or the Dellner’s legal department.

## Competition and antitrust

Dellner believes in fair competition and will continuously work to ensure compliance with applicable antitrust laws. Dellner will not engage in any kind of anti-competitive agreement or practice with any of Dellner’s actual or potential competitors or customers. This includes not engaging in any kind of agreement with competitors or potential competitors about pricing, bids, promotions, marketing activities, profits, royalties, warranties, allocation of customers or territory, production capacity, investments or R&D projects. Employees must consult with management or Dellner’s legal department if they see a risk of potentially anti-competitive practices or agreements with competitors or customers.

## Conflict of interest

Any business decision must always be made in the best interests of the company and employees must never allow personal relations or considerations to influence decision making. Even the appearance of a conflict of interests can cause reputational harm for Dellner and/or its employees. Therefore, if there is any risk of a conflict of interest, no matter how small, employees are expected to consult with management, HR and/or Dellner’s legal department.

## Working with Suppliers

It is important that our business partners share our ethical standards and our commitment to ensure compliance throughout the supply chain. We therefore seek to only engage with suppliers (including intermediaries such as agents, consultants and brokers) who have agreed to comply with our Supplier Code of Conduct [www.dellner.com/code-of-conduct](http://www.dellner.com/code-of-conduct)

## Confidentiality and Record keeping

Any confidential information shall always be treated with due care. Confidential information includes, but is not limited to, information, which, if disclosed, risks placing Dellner at a competitive disadvantage, personal information about Dellner’s employees as well as customer information. All records and reports must be accurately and completely kept and maintained, for both internal and external purposes. Employees shall use social media with caution and make sure that no confidential or otherwise sensitive information is shared or otherwise disclosed.



# **ETHICAL BUSINESS PRACTICES**

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## **Economic crimes**

Dellner and its employees shall at all times keep adequate records and take appropriate actions to ensure compliance with any applicable national and international regulations on preventing and detecting economic crimes, including in particular fraud, money laundering and extortion.

## **Privacy and Personal Data**

Dellner acknowledges the sensitivity associated with personal data as well as the importance of adequate protection thereof. We will always strive to provide a high level of security in relation to our employees', customers' and supplier's personal data and will only store and process personal data in compliance with applicable data protection laws and regulations. All employees must always comply with the Dellner Personal Data Policy, as applicable from time to time, and any instructions related thereto.

## **Intellectual Property**

Dellner seeks to always protect and nurture its intellectual property, including patents, trademarks, copyright, know-how, innovations, unique solutions, industrial processes and secrets, to ensure that its value is properly developed and maintained. Employees shall take necessary actions to ensure that any and all intellectual property of Dellner is adequately protected. In the event of a discovered actual or potential breach or dissemination, the employee shall promptly notify management, the Dellner patent attorney(ies) and Dellner's legal department thereof.

## **Economic Sanctions**

Dellner must ensure compliance with all applicable economic sanctions, including any trade, economic or financial sanctions laws, embargoes, freezing provisions, or restrictive measures enacted, enforced or administered by a sanctions authority or otherwise imposed by law or regulation of the European Union (EU), the EU Member States, the United Kingdom, the United States of America (U.S.), or any other applicable jurisdiction. Before engaging in any transaction or activity that may involve such targeted third countries, directly or indirectly, all employees of Dellner must be certain that it is permissible under applicable economic sanctions, including by screening all relevant parties against applicable sanctions lists, in line with Dellner's specific policies and procedures.

## **Trade Controls**

Dellner is committed to complying with any applicable export and other trade control laws and regulations, including with respect to restrictions on export of certain items to any third country destination or to military end-users, including those administered and enforced by the EU and its EU Members States, the UK Department for International Trade, the U.S. Department of Commerce's Bureau of Industry and Security, and all other relevant government authorities. While trade controls do not generally apply to Dellner's products, export control laws could apply if e.g. Dellner supplies goods, software and technology that can be used for both civilian and military applications; i.e. so called "dual use" products or supply products that are (or contain components/materials) specially designed or modified for military or nuclear-related use. Employees must be certain, before engaging in any relevant transaction or activity, that we comply with all applicable trade control laws, including that any necessary authorizations, notifications or registrations have been obtained before proceeding, in line with Dellner's specific policies and procedures.

# ***HUMAN RIGHTS AND LABOR LAWS***

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Dellner supports and respects the protection of internationally recognized human rights. All employees are entitled to fundamental human rights, which shall all be clearly communicated and consistently applied equally throughout the Dellner organization.

Dellner employees must respect the personal dignity, privacy and rights of each individual. Dellner does not tolerate behavior including gestures, language and physical contact that is sexual, coercive, threatening, abusive or exploitative, and all employees must refrain from such behavior. Employees must not be complicit in the abuse of any human rights by others.

Dellner must ensure fair labor conditions. Dellner employees must be compensated fairly, including a right to annual leave and equal pay for equal work, and Dellner and its employees must comply with all applicable labor laws and regulations in the jurisdictions where Dellner does business, including with respect to hours and wages, insurance, anti-discrimination etc. Any form of forced, exploited, bonded and/or child labor or other forms of modern slavery is strictly forbidden.

Dellner respects the rights of employees to freely associate and bargain collectively in accordance with the laws and regulations of the country in which they are employed.

Discrimination on the basis of gender, age, sexual orientation, ethnicity, nationality, religion, disability, union membership or political affiliation is strictly forbidden.

# ***HEALTH, SAFETY AND ENVIRONMENT***




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Dellner employees must ensure a safe work environment for themselves, their colleagues and workplace visitors. Employees are expected to take adequate steps to prevent accidents and injury to health, and to minimize workplace hazards and risks, including by being drug and alcohol free in the workplace. Dellner provides appropriate safety equipment and such equipment should be used appropriately.

Dellner applies a precautionary approach to environmental challenges and will always strive to comply with applicable environmental legal requirements. Dellner employees should undertake initiatives to promote greater environmental sustainability, and Dellner encourages the development of environmentally friendly technologies and strategies to improve and reduce the overall environmental impact of its operations.

**CONTACT INFORMATION**

 **DELLNER COUPLERS AB**  
Vikavägen 144  
SE-791 95 Falun  
SWEDEN

 +46 (0)23-76 54 00  
 [info@dellner.com](mailto:info@dellner.com)  
 [www.dellner.com](http://www.dellner.com)