



Code of Conduct

for employees of the

**Kolibri Group,
Kleinmachnow**



Code of Conduct –

The business and behavioral principles for employees of the Kolibri Group

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Preamble

Dear colleagues,

this Code of Conduct forms the basis of the compliance culture of the Kolibri Group, i.e. all companies that are directly or indirectly controlled by Kolibri Beteiligungsgesellschaft mbH & Co. German Stock Corporation Act (AktG) of Kolibri Beteiligungsgesellschaft mbH & Co. KGaA or its sole limited shareholder (hereinafter referred to as the "**Kolibri Group**" or "**KOLIBRI**"). This Code of Conduct summarises the key behavioural requirements and most important principles as the most elementary compliance rules in one document. It applies to all companies in the Kolibri Group and is binding for all employees at all levels.

The Code of Conduct gives us all a common orientation in our dealings with employees, colleagues, our business partners and in the social environment. It sets standards for integrity and correct business behaviour and helps us to take ethical and lawful conduct into account in our daily work.

Compliance is a top priority for us as the Executive Board, which is why we are committed to the Code of Conduct in every respect. We are particularly aware of our role model function as members of the Executive Board. However, we are dependent on your support to ensure that a comprehensive compliance culture works. Only by working together at all levels of the Group we will be able to ensure comprehensive compliance in the Kolibri Group.

The reputation of the Kolibri Group is important to us and must be preserved and protected. The combination of entrepreneurial behaviour with ethical principles is of fundamental importance and the key to sustainable corporate success. We ask you to familiarise yourself with the Code of Conduct and to make the contents the basis for decisions in daily practice. If you have any questions or if anything is unclear, please feel free to contact the Compliance team at any time.

Kleinmachnow, January 2024

The Executive Board

Dr. Wolfram Simon-Schröter
Dominik Wiehage



1 Our Responsibility for Compliance

This Code of Conduct applies to all KOLIBRI companies and therefore equally to members of the Executive Board, members of the Board of Directors, managing directors, managers and all employees worldwide. It also applies to consultants and persons who are functionally equivalent to employees, such as temporary workers.

When implementing this Code of Conduct, each KOLIBRI national subsidiary must comply with the laws applicable in its country and, in this context, with cultural customs.

KOLIBRI's Code of Conduct is dynamic; it is not closed to new standards of behaviour. In addition to the change in binding legal standards, the behavioural requirements can be concretised through guidelines.

It is the responsibility of everyone to behave in an ethically and legally impeccable manner. KOLIBRI managers are particularly obliged to set a credible example of this standard to their employees and thus act as role models.

In the texts of this Code of Conduct, we refer to all genders with the general form of address and function in the following.

2 Conduct in Business Environment

2.1 Compliance with Laws and internal guidelines

KOLIBRI adheres to the principle of strict legality for all actions, measures, contracts, and other transactions of KOLIBRI. The same is expected from business partners. KOLIBRI employees must be aware that violations of laws could have legal consequences for both the individual employee and KOLIBRI. Therefore, all employees are required to comply with the applicable legal regulations and internal policies. Criminal violations of the law are to be avoided under all circumstances. Compliance with applicable law takes precedence over any conflicting instructions from a supervisor. In case of doubt, a legal expert from the company must be consulted. All employees of KOLIBRI must familiarize themselves with the laws, regulations, other legal provisions, and guidelines relevant to their area of activity and constantly verify whether there are any updates in the legal area relevant to them.

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

KOLIBRI considers it essential that employees do not find themselves in a situation of conflict of interest. Therefore, any conflicts between the personal interests of each employee and the interests of KOLIBRI are to be avoided. In the context of business relationships with third parties, only objective criteria such as quality, price, service, and sustainability are relevant. Even the appearance of conflicts of interest should be avoided.

Secondary employments are only permitted with the prior authorization of KOLIBRI. It is prohibited to participate in companies of competitors, suppliers, or customers or to enter business relationships with them in a private capacity if this could lead to a conflict of interest. Such a conflict arises whenever the nature and extent of a participation are capable of influencing actions in the performance of duties at KOLIBRI in any way.

2.2.1 Offering and Providing Benefits

KOLIBRI employees are not permitted to directly or indirectly offer or grant unauthorised advantages to third parties in connection with business activities, either in Germany or abroad, either in the form



of monetary payments or other benefits. Promotional gifts to employees of business partners must be selected in a way that avoids any appearance of dishonesty and impropriety on the part of the recipient. In case of doubt, the recipient should be asked to obtain prior approval from their superior for receiving the gift. If the recipient is reluctant to do so, it indicates that they themselves consider the receipt to be improper. Gifts and the provision of other benefits must be avoided when dealing with employees of public administration and other public officials. Employees entering contracts with consultants, brokers, agents, or similar third parties must ensure that these individuals also refrain from offering or granting unauthorized advantages.

2.2.2 Requesting and Accepting Benefits

No employee may use their official position at KOLIBRI to solicit, accept, procure, or be promised advantages. This excludes the acceptance of symbolic and low-value occasional or promotional gifts up to €40.00, including VAT, or those that are adequate in individual cases under exceptional circumstances. Invitations to business meals may only be accepted if they fall within a context of each respective appropriateness. Other gifts, as well as cash payments, checks or similar are to be declined or returned. In cases of doubt, the employee should seek the approval of their supervisor. If an employee is offered, promised, or granted unauthorized advantages, the respective management must be informed, or the incident must be reported to the Compliance Team.

2.2.3 Dealing with Government and Supervisory Authorities

In dealing with authorities, KOLIBRI will always act honestly and transparently and in accordance with applicable law. In case of official enquiries of any kind, all employees are advised to contact their supervisor and the legal department immediately before taking any further steps. In cases of inquiries related to antitrust or competition law, employees are obligated to engage the legal department or the Compliance Team.

2.3 Cartel and Competition Law

KOLIBRI respects the principles of fair competition. Every employee is obliged to comply with the rules of fair competition within the framework of legal regulations. Prohibited and thus to be avoided by all employees are price fixing, agreements on market shares, division of regional markets and price fixing. In all contacts with competitors, discussions about confidential or competition-related content, such as price components, market strategies, and investment strategies should be avoided. The company's market position must not be unlawfully exploited, for example to enforce price discrimination, the supply of unsolicited products or the refusal of delivery.

2.4 Prohibition of Money Laundering and Terrorism Financing

KOLIBRI is strongly committed to comply with all laws relating to the prevention, detection and reporting of money laundering activities and terrorist financing and only conducts business with customers and business partners who engage in legitimate business activities and use legitimate financial resources. Every employee is required to check unusual financial transactions, in particular involving cash, which may give rise to suspicion of money laundering, with the responsible finance department or the Compliance and Legal department if in doubt.



2.5 Product Conformity and Safety

KOLIBRI bears the responsibility to minimize risks, disadvantages, and hazards to the health, safety, environment, and assets of our customers or third parties resulting from the handling of company-owned products and services as much as possible. It is therefore not only our obligation, but also our commitment to adhere to the legal and official regulations and internal standards that apply to our products. Together, we ensure that appropriate measures can be promptly initiated in case of any potential deviations.

2.6 Taxes and Customs

At KOLIBRI, we are aware of our social responsibility in fulfilling tax and customs obligations and are strongly committed to compliance with national and international legal regulations. Internal structures and processes are to be organised in a manner that ensures taxes and customs duties owed by the respective entities within KOLIBRI are determined fully, accurately, and in a timely manner, recorded in reporting, and paid to the relevant 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 pay particular attention to the international legal requirements and restrictions on export controls and export restrictions for security-related services and goods. The export control regulations encompass not only goods but also technologies and software. In addition to the actual export, temporary exports, such as taking items and technical drawings on business trips, as well as technical transfers, such as via email or cloud, are also covered.

3 Conduct at the Workplace

3.1 Diversity, Equal Opportunities and Tolerance – Anti Discrimination

KOLIBRI respects the personal dignity, privacy, and personal rights of all employees, customers, suppliers, and others with whom KOLIBRI interacts.

KOLIBRI is committed to diversity, equal opportunities, and tolerance. This entails that all KOLIBRI employees are treated equally and selected based on their professional and social abilities and competencies. As employees of KOLIBRI, all forms of direct and indirect discrimination are prohibited, particularly concerning gender, skin color, ethnic origin, religion and ideology, disability, age, sexual identity, membership in a workers' association, or political party.

No form of harassment, including bullying and sexual harassment, coercion, and verbal attacks will be tolerated. KOLIBRI expects its employees to have the courage to stand up for these principles. If a KOLIBRI employee finds themselves in a discriminatory or harassing situation or becomes aware of one, they are required to promptly inform their respective supervisor, the Compliance Team, or the complaints office in accordance with the German General Act on Equal Treatment (AGG).

3.2 Occupational Safety, Fire, Health and Environmental Protection

KOLIBRI attaches great significance to the health and safety of its employees and the protection of the environment. It is the responsibility of all employees to avoid hazards to people and the environment. The impact on the environment must be minimised and resources must be used sparingly. Processes,



operating sites and equipment must comply with the applicable legal and internal KOLIBRI regulations on occupational safety and fire, health and environmental protection.

4 Conduct as a Member of Society

4.1 Human Rights and Social Sustainability

At KOLIBRI, we are committed to conducting our business in a responsible manner and respecting the human rights of our employees and all those who interact with us. Our Human Rights Policy and Code of Conduct help us to ensure that we achieve these aims.

With regard to respecting the human rights of our employees, we refer to and adhere strictly to the fundamental principles of:

- the United Nations Universal Declaration of Human Rights,
- the Declaration on Fundamental Principles and Rights at Work of the International Labour Organisation,
- the United Nations Convention against Corruption,
- the European Convention for the Protection of Human Rights and Fundamental Freedoms,
- the German law on corporate due diligence in supply chains.

This Code of Conduct applies to all executives and employees. We are committed to respecting and supporting the dignity and human rights of our employees and continuously strive for labour practices that respect international human rights and ultimately keep our operations safe from human rights abuses, including human trafficking and child labour.

We will assess and prevent potential human rights violations. In case of such a violation, we will take internal and external measures to remedy the situation.

4.2 Sustainable Environmental and Climate Protection

As a group of companies, and in particular as a provider of logistic services and mobility solutions, KOLIBRI is aware of its special responsibility for the environment. Sustainable environmental and climate protection and resource efficiency are important corporate goals for KOLIBRI. We take responsibility for the environmental compatibility and sustainability of our products, locations and services and always comply with environmental protection laws and guidelines. We are constantly working on innovative mobility and energy concepts that contribute to ecologically sustainable development. In addition, we evaluate the environmental compatibility of our products and services and optimise them where necessary. KOLIBRI employees are required to consider environmental protection issues in the course of their work, to use resources and energy appropriately and sparingly, and to report any shortcomings and irregularities with a negative impact on the environment to their superiors, sustainability officers or the Compliance Team.

4.3 Consumer Interests

KOLIBRI considers itself a partner to customers and aims to offer safe and flawless products and services of high quality and safety. Of particular importance to KOLIBRI is customer contact, which has a long-lasting impact on KOLIBRI's image. It is a matter of course for KOLIBRI that all employees in this sensitive area behave in a compliant and ethically correct manner with our customers.



4.4 Public Relations

We respect the right of freedom of expression and the protection of personal rights and privacy. However, every KOLIBRI employee should be aware that he or she may also be perceived as part of and representative of KOLIBRI in the private sphere and is therefore called upon to protect the company's image and reputation through his or her behaviour and appearance in public. In order to protect the company's interests and to ensure consistent and sustainable corporate communications, every employee is required to forward any media enquiries about the company to the relevant corporate communications department or management without delay.

5 Handling Company Property and Information

5.1 Company Property

In fundamental terms, KOLIBRI's business facilities, equipment and data are to be used exclusively for the purpose of fulfilling business tasks. Exceptions to these principles, e.g. for company vehicles, mobile phones, etc., are explicitly defined in internal regulations. Every employee is obliged to treat both KOLIBRI property and the property of third parties with care so that it is not misused, damaged or stolen.

5.2 Professional Secrecy

Confidentiality must be maintained regarding all internal company matters that have not been made public. This includes, for example, details relating to the organisation of the company and its facilities, as well as business transactions and internal reporting figures. This obligation continues to apply even after termination of the employment relationship.

5.3 Data Protection and Data Security

It is of great significance to achieve a high level of data protection within the Kolibri Group, as the success of the Group depends above all on the trustworthy and secure handling of personal data. This applies 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 increasing connection of information and communication systems, the protection of personal data is a key concern, especially in today's day and age. Personal data may only be collected, processed, and used for predetermined, clear and legitimate purposes. Personal data may not be used for purposes other than those for which it was originally collected. Technical protection against unauthorised access must comply with an appropriate standard that corresponds to the state of the art. The use of data must be transparent for the data recipients and their legal rights, such as to information and complaints, to rectification and, where applicable, to objection and cancellation, must be protected.

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 und Training

In order to raise awareness of our Code of Conduct and ensure compliance with it, KOLIBRI 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, KOLIBRI 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

7.2.1 Reporting via the Compliance Team

Every employee is responsible to report a violation or suspected violation of legal regulations, business principles or internal guidelines. Whistleblowers will not suffer any disadvantages as a result of providing information to the best of their knowledge and belief, unless they themselves have violated applicable laws or guidelines.

Every employee has the right to inform their manager of circumstances that indicate a breach of the regulations contained in this Code of Conduct. If this is not an option, reports of misconduct can be made by post, phone, fax or E-Mail. It is also possible to send information anonymously, particularly in the case of serious violations and possible criminal offences or indications of violations of financial reporting and auditing. However, this should only be done in exceptional cases if serious personal, labour law or social disadvantages are feared. The information provided will be investigated and reviewed in strict confidence by persons bound to confidentiality - where necessary, remedy measures will be taken by KOLIBRI.



Contact of the Compliance Team:

Compliance Team

c/o Kolibri Beteiligungsgesellschaft mbH & Co KGaA

Albert-Einstein-Ring 22

14532 Kleinmachnow

E-Mail: compliance@zeitfracht.de

7.2.2 Reporting via the Internal Reporting System in Accordance with the HinSchG

The whistleblower protection laws (HinSchG) issued in accordance with the applicable EU directives protect those employees who report legal violations in companies and oblige companies in the EU with more than 50 employees to set up a reporting system where information can be reported. We are happy to fulfil this obligation by giving all employees the opportunity to report violations securely.

All KOLIBRI employees receive information on access to the reporting channels of the respective KOLIBRI companies as well as a detailed description of the scope of application and implementation via the employee app and/or the usual internal communication channels (e.g. intranet, E-mail and/or notices).