



# CODE OF CONDUCT

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## Why a Code of Conduct? By Monika Ribar, CEO

Panalpina is a company united by strong clear values and the highest standards of behaviour. The Panalpina Code of Conduct is based on our beliefs and values and encompasses our commitment to honesty, integrity and an open and diverse corporate culture. It stands for a fundamental commitment: to comply with all applicable legal requirements and high ethical standards wherever we operate. The Code provides guidance in key areas and references to more detailed standards, instructions or processes.

It also supports our endeavour to create an open, constructive and efficient working environment where people feel confident to raising concerns and seeking advice. This Code applies to every one of us and is mandatory for everyone working for Panalpina with no exceptions. All Panalpina employees are accountable for upholding the requirements of the Code, as our reputation, and our future as a business, depends on each one of us.



## Do I have to follow this Code?

Yes. Every Panalpina employee has to comply with the rules and principles set out in this Code. Failure to follow the Code is a cause for disciplinary action, which could lead to dismissal. Furthermore, violations of this Code may also be violations of the law and may result in severe civil or criminal penalties for you, your superiors and/or Panalpina.

## What about different laws in different countries?

Panalpina does business globally, which means that our employees are subject to the laws and regulations in different countries. The Code establishes principles for business conduct applicable throughout the group, regardless of your location. Where differences exist as a result of local customs, norms, laws or regulations, you must apply either the Code or local requirements, whichever sets the highest standard of behaviour.

## Where to go for help if I have a question?

You have several options and you can use whichever you feel most comfortable with. You can ask your Line Manager, Human Resources Manager or you can contact the Corporate Compliance Office.

## Where can I report breaches of the Code?

If you are aware of or suspect a violation of the Code, please talk to your Line Manager. Depending on the situation this might be your Supervisor or the Head of Department. If you do not feel comfortable to discuss the issue with your Line Manager please talk to your Human Resources Manager. The respective Manager will report the issue to the Corporate Compliance Office.

Alternatively feel free to call the Corporate Compliance Office directly to discuss your concerns. Your identity will be kept confidential (exceptions will only be made if required by law). Panalpina does not tolerate any retaliation against employees who report concerns.

## The duties of those who supervise others

Those who supervise others have particular additional responsibilities for ensuring that this Code is upheld in all our activities. They have to show by their behaviour what it means to act with integrity, they have to make sure that those who report to them understand the Code's requirements and have the resources to meet them, and they have to monitor compliance and ethics of the people they supervise. Finally, they have to support and provide guidance to employees who raise questions or concerns.

## Health, Safety and Environment

### Health and Safety

Panalpina is committed to providing all employees with a safe and secure working environment. Each individual employee has the responsibility of maintaining a safe and healthy workplace by ensuring that all applicable health and safety rules and practices are followed. All workplace accidents, unsafe equipments, unsafe practices and conditions must be reported to your HSE or HR manager. Violence and threatening behaviour in the workplace are not tolerated, and the same goes for work performed under the influence of alcohol, or other legal and illegal drugs.

### Environment

Panalpina is committed to minimizing the environmental impacts in all its activities, and will comply with the laws and regulations for environmental protection in the countries in which it operates. This commitment, and compliance with it, is required from all our employees. As Panalpina is fully committed to upholding the highest possible environmental standards, we will continuously evaluate the environmental aspects of our activities to deliver services with no undue environmental impact.

## Employee Relations

### Mutual Respect and Openness

We are committed to creating a work environment of mutual trust, as working together stimulates new and creative opportunities for our business. Everyone who works for Panalpina should feel that they are treated with dignity and respect.

### Discrimination and Harassment

The diversity of Panalpina's employees is a tremendous asset and every individual employee is a key contributor to our success. We are firmly committed to providing equal opportunity in all aspects of employment and will not tolerate any discrimination or harassment. This includes discrimination or harassment based on race, colour, religion, gender, age, national origin, sexual orientation, marital status or disability. Panalpina recruits, selects and promotes its employees based on professional merits exclusively.

### Conflicts of Interest

A conflict of interest occurs when an employee's private interests collide with the interests of Panalpina. This might be the case if you – or a close member of your family – receive improper personal benefits as a result of your position with Panalpina, or if you entertain business connections with competitors, customers or suppliers outside your regular working mandate with Panalpina. As a basic rule, all conflict of interest situations are to be avoided. In addition, you have an obligation to notify your Line Manager whenever a relationship could create, or appears to create, a conflict of interest.

### External Communication on behalf of Panalpina

External communication with investors, analysts and the media requires careful consideration and a unique understanding of legal and media issues. Only those employees specifically authorized to do so may respond to respective enquiries.

### **Confidentiality**

Employees must maintain the confidentiality of proprietary information entrusted to them by Panalpina or its customers and suppliers, except when disclosure is authorized in writing by the Area Managing Director, or required by law and regulations as confirmed by Legal Services. Proprietary information includes all non-public information that might be of use to competitors or harmful to the Company or its customers or suppliers if disclosed (see also the sections on company assets).

## **Business Partners**

### **Competition and Fair Dealings**

Our continued success depends on competing aggressively. But we always do so fairly and in full compliance with the law. Business relationships founded on trust and mutual benefits are vital to our success, and we will strive to develop mutual advantages by understanding the needs of our customers, contractors, suppliers and joint ventures.

### **Competition and Antitrust**

Panalpina strictly adheres to what are called 'competition' laws in some countries and 'anti-trust' laws in others. These laws promote or protect free and fair competition around the world and prohibit all anti-competitive behaviour, such as price-fixing conspiracies. No Panalpina employee is permitted to engage in price fixing, bid rigging, allocation of market or customers, or similar illegal anti-competitive activities. Please take note that some competition laws – such as the US and EU antitrust laws – can apply even when the conduct occurs outside the relevant country's or countries' borders.

### **Competitor Information**

Panalpina only uses available literature, industry and other publicly available sources to understand business, customer and supplier directions, technology trends, regulatory proposals and developments, and existing and expected courses of suppliers and competitors. Panalpina gathers this information fairly and legally and never by dubious means such as theft, illegal entry, bribery, misrepresentation of who you are or electronic eavesdropping.

### **Trade Restrictions**

A number of countries and the United Nations from time to time impose restrictions on exports and on other dealings with certain countries, entities and individuals. Serious penalties – fines, revocation of permits to export, and imprisonment – can apply when these restrictions (also called embargoes) are broken. Panalpina respects all national and international export and embargo laws and regulations.

## **Bribery and Corruption**

### **Bribery**

Panalpina employees do not give any undue advantage to influence the judgement or behaviour of a person in a position of trust whether in government or in private business. Similarly, Panalpina employees do not accept or solicit such undue advantages. This applies regardless of the geographical location and also includes undue advantages directed to or coming from a foreign government official or a foreign business partner.

### **Facilitation Payments**

Panalpina does not permit facilitation payments or so-called 'grease' money to be made to government officials to secure or speed up routine legal government actions, even if such payments are small in amount. Any exceptions need to be explicitly authorized by the Group's Chief Executive Officer. If you find this principle difficult to implement in practice, please contact your Line Manager or the Corporate Compliance Office for further guidance, as non-compliance can have severe consequences for the Company and also for you.

### **Indirect Bribery through Third Parties**

Panalpina employees do not use third parties for paying bribes. This also includes the execution of facilitation payments through third parties. Panalpina personnel have to be particularly diligent in selecting and monitoring contractors, agents and partners and must strictly follow the special procedures set up for this purpose.

### **Gifts, Hospitality, Entertainment and Expenses**

Gifts, hospitality and entertainment are often a common and socially acceptable form of behaviour. However, they may also sometimes be misused as a subterfuge for bribery. Therefore, strict rules apply for gift giving and the receiving of gifts, and you are advised to always consult with the respective policy on 'Gifts, Hospitality, Entertainment and Expenses' before accepting or giving a gift. The same applies for hospitality, entertainment and expenses: whenever confronted with hospitality and entertainment (accepting and giving) or expenses, please consult the policy on 'Gifts, Hospitality, Entertainment and Expenses' for further guidance.

### **Political Contributions**

Panalpina's approach to political contributions is very simple: The Company does not make any political contributions, whether in cash or in kind (e.g. donations of property or services, or the purchase of tickets to fund-raising events) anywhere in the world. However, Panalpina recognizes employees' right to participate as individuals in the political process in appropriate ways, if they thoroughly make clear that they do not represent the Company in the process.

## **Company Assets and Financial Integrity**

### **Record Keeping, Financial Reporting, Financial Controls and Disclosures**

As a publicly listed company, it is crucial that Panalpina's books, records, accounts and financial statements are complete, fair, accurate, understandable and maintained in reasonable detail and in compliance with Panalpina's system of internal controls. All financial transactions have to be properly recorded in the appropriate books in a timely manner, as prompt reporting allows early management intervention. Unrecorded or 'off the books' funds, assets or transactions are prohibited.

### **Additional Responsibility for Senior Financial Officers**

Senior financial officers and others responsible for the accuracy of financial reporting have an additional responsibility to ensure that proper controls are in place to achieve truthful, accurate, complete, objective, consistent, timely and understandable financial and management reports.

### **Business Expense Accounts**

All business expense accounts will be documented and accurately recorded in a timely manner. If you are not sure whether a certain expense is legitimate, ask your Line Manager beforehand.

### **Inspections and Investigations**

Books and records must be available for inspection to the supervisory body as well as to auditors. If a Panalpina employee is called upon to demonstrate that Panalpina's public reports are complete, fair and understandable, he or she is required to provide prompt, accurate and complete answers to all inquiries relating to public disclosure requirements. In the event of litigation or governmental investigation, please consult Legal Services.

### **Protection and Proper Use of Panalpina Assets**

All employees are required to protect Panalpina's assets and ensure their efficient use. They are to be used for legitimate purposes and Panalpina business only. Suspected incidents of fraud, theft, negligence and waste have to be reported to the Corporate Compliance Office, as they may have a direct impact on Panalpina's profitability. Proprietary information includes intellectual property such as patents, trademarks, copyrights, trade secrets, non-published and confidential business information (customer databases, software, marketing strategies) etc. and also represents Panalpina's asset. Unauthorized use, disclosure or distribution of this information is prohibited and might lead to civil or criminal penalties.

### **Securities Transactions and Disclosure (Insider Trading)**

Panalpina employees are prohibited from trading on the basis of 'inside' information (information that has not been publicly disclosed) in shares or other securities of Panalpina, any Panalpina entity, or any other publicly traded company or from revealing such information to others, even to members of their family (giving 'tips'). Such activity, also known as insider trading, is prohibited and may result in the criminal prosecution of anyone involved.

### **Money Laundering**

Money laundering is the process by which individuals or entities try to conceal illicit funds, or otherwise make these funds look legitimate. Few Panalpina employees will ever personally be in the position to infringe 'money laundering' laws. However, special diligence should be applied in critical situations, for example if irregularities appear in the way payments are made or if customers seem to lack integrity in their operations. Panalpina supports anti-money laundering policies by using procedures to avoid receipt of cash or cash equivalents that are the proceeds of crime. Panalpina and its employees will not condone, facilitate or support money laundering.