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**NUNNER**  
LOGISTICS

# NUNNER Logistics Code of Conduct

May 2014



OUR NAME IS A PROMISE

GENERAL CONDITIONS: THE NUNNER LOGISTICS GENERAL TERMS AND CONDITIONS ARE APPLICABLE TO ALL OUR ACTIVITIES, DEPENDING ON THE NATURE OF THE ACTIVITIES, GENERAL SECTORAL TERMS AND CONDITIONS ARE ALSO DECLARED APPLICABLE IN THESE NUNNER LOGISTICS GENERAL TERMS AND CONDITIONS. THESE GENERAL TERMS AND CONDITIONS CONFER EXCLUSIVE JURISDICTION ON THE COURT OF ROTTERDAM, THE NETHERLANDS. THE GENERAL TERMS AND CONDITIONS CAN BE DOWNLOADED FROM [WWW.NUNNER-LOGISTICS.COM/CONDITIONS](http://WWW.NUNNER-LOGISTICS.COM/CONDITIONS) AND AT REQUEST THEY WILL BE SENT TO YOU FREE OF CHARGE. THE APPLICABILITY OF ANY TERMS AND CONDITIONS OF THE CUSTOMER OR OF A PARTY THAT BECOMES A PARTY TO AN AGREEMENT CONCLUDED WITH NUNNER LOGISTICS IS EXPLICITLY REJECTED.

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## **Introduction**

The Code of Conduct applies to all employees (referred to collectively as 'employees') and sets expectations for all companies of Nunner Logistics (referred to collectively as 'NUNNER').

Employees are encouraged to review the Code of Conduct Frequently Asked Questions and other related resources for further guidance. If you have questions on how the Code of Conduct may apply, please contact HR.

## Mission

Provide Leading Logistics Solutions to Continuously improve Customers' global Competitiveness with Respect for People and Planet

## Our Values

### Customer Orientation

We Strive To:

- Listen and respond to our customers, suppliers and stakeholders
- Clearly communicate mutual intentions and expectations
- Deliver innovative and competitive logistic services
- Make it easy to work with us
- Excel at customer satisfaction

### Risk Taking

We Strive To:

- Foster innovation and creative thinking
- Embrace change and challenge the status quo
- Listen to all ideas and viewpoints
- Learn from our successes and mistakes
- Encourage and reward informed risk taking

### Discipline

We Strive To:

- Conduct business with uncompromising integrity and professionalism
- Ensure a safe, clean and injury-free workplace
- Make and meet commitments
- Properly plan, fund and staff projects
- Pay attention to detail

### Great Place to Work

We Strive To:

- Be open and direct
- Promote a challenging work environment that develops our diverse workforce
- Work as a team with respect and trust for each other
- Win and have fun
- Recognize and reward accomplishments
- Manage performance fairly and firmly
- Be an asset to our communities worldwide

### Quality

We Strive To:

- Achieve the highest standards of excellence
- Do the right things right
- Continuously learn, develop and improve
- Take pride in our work

### Results Orientation

We Strive To:

- Set challenging and competitive goals
- Focus on output
- Assume responsibility
- Constructively confront and solve problems
- Execute flawlessly

## From Nunner's CEO

Nunner Logistics is recognized as a good corporate citizen and as an ethical company. I would like to thank you for your contribution in role modelling Nunner values and maintaining our reputation as a company that is well respected, trusted, and admired.

As we embrace new challenges and increase our presence in rapidly changing markets, one thing that must never change is our unflinching commitment to our values and the highest ethical standards. These core values and standards are the foundation of the unique Nunner culture that differentiates us, builds our brand, and inspires our customers and suppliers.

Our Code of Conduct is and will always be our steady compass. The Code sets the expectations for integrity and ethics that I expect all employees to follow. Read it, discuss it, and commit to upholding it. If you have any questions or concerns please contact your manager or your HR-manager

I look forward to your continued commitment to live our values in the workplace each and every day.

Erwin Cootjans  
Chief Executive Officer  
May 2014

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## Code of Conduct

Uncompromising integrity and professionalism is the cornerstones of Nunner's business. In all that we do, Nunner supports and upholds a set of core values and principles. Our future growth depends on each of us understanding these values and principles and continuously demonstrating the uncompromising integrity that is the foundation of our company.

The Code of Conduct sets the standard for how we work together to develop and deliver product, how we protect the value of Nunner and its subsidiaries (collectively known as 'Nunner'), and how we work with customers, suppliers and others. All of us at Nunner must abide by the Code when conducting Nunner-related business.

The Code affirms our five principles of conduct:

- Conduct Business with Honesty and Integrity
- Follow the Letter and Spirit of the Law
- Treat Each Other Fairly
- Act in the Best Interests of Nunner and Avoid Conflicts of Interest
- Protect the Company's Assets and Reputation

## Conduct Business with Honesty and Integrity

One of our core values is to conduct business with uncompromising integrity and professionalism.

We put this value into practice by:

- Communicating clearly, respectfully, and professionally in business,
- Treating customers, suppliers, and others fairly,
- Acting as a responsible corporate citizen, respecting human rights, and managing the impact of our business on the world around us, and
- Keeping accurate financial and other books and records.

## *Communicating Clearly and Professionally in Business*

We value clear, respectful and professional communication in all of our business interactions.

Ambiguous and unprofessional communications – whether oral or written – can harm Nunner. Even well-intentioned communications can be misinterpreted. Examples of communications include email, presentation materials, voicemails, text messages, and instant messaging, as well as content in social media and websites.

## *Conducting Business with Customers, Suppliers, and Others*

Our success is based on strong relationships of mutual respect and trust with our customers, suppliers, and others. To maintain these strong relationships, we treat everyone we deal with the way we would expect to be treated: with fairness, honesty, and respect.

In our marketing and in our interactions with customers and potential customers, we always represent Nunner services fairly and accurately.

## *Being a Responsible Corporate Citizen*

Nunner has a reputation as a responsible corporate citizen. For us, corporate responsibility means achieving business success in ways that demonstrate respect for people and the planet and uphold the values and high standards of ethics as laid down in the 10 principles of The United Nations Global Compact and our environmental health and safety policies.

We demonstrate respect for people and the planet and ask all our employees to consider the short and long-term impacts to the environment and the community when they make business decisions. In all our activities, we need to uphold Nunner's reputation as a role model for socially responsible behavior.

### *Preparing Accurate Financial and Other Records*

Our financial and other business records shape the business decisions we make. We are responsible for ensuring that Nunner's books and records are full, fair, accurate, timely, and understandable reflections of the company's operations and business activities.

Any records required by our jobs, such as time cards (x-dock, warehouses) and expense reports must be accurate and complete. If questions arise, ask a direct or other manager for assistance. If you become aware of records that may be inaccurate, report the situation immediately to your manager or HR-management. We do not support or condone preparing false records under any circumstances.

We employ auditors (RSM Wehrens, Mennen & de Vries) to ensure that the way we conduct business and keep records is consistent with relevant accounting standards. We must cooperate with auditors and ensure that anyone acting under our direction also cooperates with auditors.

### **Follow the Letter and Spirit of the Law**

As a global company Nunner must comply with the laws of the countries in which it does business. We are each responsible for knowing and following all applicable laws or regulations. We also must act in a manner that upholds the spirit and the intent of the law. Where the Code or company guidelines differ from local laws or regulations, we must always follow the higher standard. If you believe the requirements of the Code conflict with local law, consult HR management.

Violations of laws and regulations have serious consequences, both for the company and for the individuals involved. Therefore, when questions arise on these or other legal matters, you should always seek guidance.

Some of the legal topics we encounter include antitrust, anti-corruption, environment, import-export, insider trading, intellectual property, privacy, and public communications.

### *Antitrust*

Antitrust laws, sometimes also called competition laws, govern the way that companies behave in the marketplace. Antitrust laws encourage competition by prohibiting unreasonable restraints on trade. The laws deal in general terms with the ways companies deal with their competitors, customers, and suppliers. Violating antitrust laws is a serious matter and could place both the company and the individual at risk of substantial criminal penalties.

In all regions and countries where we do business, we are committed to competing vigorously but fairly for suppliers and customers.

To adhere to antitrust laws, we must not:

- Communicate with any competitor relating to price, any term that affects pricing, or production levels,
- Divide or allocate markets or customers,
- Agree with a competitor to boycott another business, or
- Put inappropriate conditions on purchases or sales.

### *Bribery and Anti-Corruption*

Many countries have bribery and other anti-corruption laws that are intended to prevent companies and individuals from gaining an unfair advantage and from undermining the rule of law. We must never offer or accept bribes or kickbacks, and must not participate in or facilitate corrupt activities of any kind. This prohibition on offering or paying bribes also applies to third parties acting on Nunner's behalf, such as contractors or consultants. We must never engage a third party who we believe may attempt to offer a bribe to conduct company business.

## *Environmental Management and Compliance*

A number of environmental laws, standards, requirements, and policies apply to our business operations, practices, and services. We have a responsibility to understand and follow these requirements, including:

- Conserving energy, water, raw materials and other natural resources,
- Managing materials and wastes properly, and
- Complying with environmental permits and health and safety requirements.

We support a precautionary approach to the materials we forward and strive to minimize the risk of spilling of hazardous materials and the environmental impact of potential incidents. We expect our suppliers and others to comply also with all applicable environmental, health and safety laws and standards in their operations.

## *Intellectual Property*

We must use the confidential information of Nunner or others only for business purposes and disclose it only to those who are authorized and have a need to know. Even after we leave Nunner employment, we must continue to protect confidential information (whether Nunner's or another party's) and not use or disclose it without authorization. Furthermore, we must not request or encourage anyone to use or disclose privileged, proprietary, or confidential information unless they are authorized to do so by the owner of that information.

## *Privacy*

Many countries have privacy laws that govern the appropriate collection and use of personal information, which includes any information relating to an identifiable individual such as an email address, physical address, payment card information or government identification number.

We are committed to protecting the reasonable privacy expectations of everyone with whom we do business, including our customers, consumers and employees. We believe responsible stewardship of personal information helps maintain trust in Nunner and in our products and services. We recognize the importance individuals place on the ability to control the collection and use of their personal information. As Nunner employees, we each have a responsibility to comply with our privacy and security requirements.

## *Public Communications*

Only authorized employees may make any public statements on behalf of Nunner, whether to the media or in other external forums, including the Internet. This includes disclosing new or confidential information regarding Nunner through social media applications and websites. If you are contacted by a reporter or the public on a topic on which you are not authorized to speak, refer the inquiry to the CEO

## **Treat Each Other Fairly**

One of our core values is to work as a team with respect and trust for each other. We strive to uphold open and honest communication and to protect employees from discrimination, harassment, or unsafe practices.

### *Open and Honest Communication*

We value the free flow of thoughts, ideas, questions, and concerns. We encourage employees to raise work-related issues or concerns as soon as issues or concerns arise. We do not tolerate any retaliation against employees for asking questions or making good faith reports of possible violations of law, the Code, or other guidelines.

### *Equal Employment Opportunities and Discrimination*

We value diversity in our workforce, as well as in our customers, suppliers, and others. We provide equal employment opportunity to all employees. We do not discriminate employees on the basis of race, colour, religion, sex, national origin, ancestry, age, disability, medical condition, genetic information, marital status, pregnancy, gender, gender expression, gender identity, sexual orientation, or any other characteristic protected by local law, regulation, or ordinance..

We follow these principles in all areas of employment including recruitment, hiring, training, promotion, compensation, benefits, transfer, and social and recreational programs.

### *Anti-Harassment*

We are committed to providing a workplace free of harassment based on personal characteristics such as race, colour, religion, sex, national origin, ancestry, age, disability, medical condition, genetic information, military and veteran status, marital status, pregnancy, gender, gender expression, gender identity, sexual orientation, or any other characteristic protected by local law, regulation, or ordinance. We strongly disapprove of and do not tolerate harassment of employees by managers or co-workers. We must treat co-workers, customers, and suppliers with dignity and respect.

We prohibit threats or acts of violence against co-workers, vendors, customers, or others. If you become aware of a threat or act of violent behaviour in or near the Nunner workplace, notify management of the details of the act or threat immediately. Managers who receive such information should immediately notify Security or Human Resources as applicable.

### *Human Trafficking, Child and Forced Labour*

We do not tolerate forced, debt bonded, indentured labour practices, or human trafficking. Nunner does not allow harsh or inhumane treatment, including corporal punishment or the threat of corporal punishment. We will not employ anyone under the age of 16 in any position, and workers under the age of 18 should not perform hazardous work. We expect our suppliers and others to meet these expectations.

### *Safety*

We comply with the safety laws, standards and guidelines that apply to our business. Sound safety practices are important in all of our workplaces.

To protect our employees, the public, and our communities, we conduct no activity without the proper safety precautions and produce no product without the proper safeguards.

We believe workplace injuries and illnesses are preventable. When we take care, employees and suppliers at our workplaces need to obey the safety requirements that apply to our job and workplace. We must not begin or continue any work activity contrary to safety requirements.

## **Act in the Best Interests of Nunner and Avoid Conflicts of Interest**

A conflict of interest may occur when an employee's personal or family interests interfere—or even appear to interfere—with the employee's ability to make sound business decisions in the best interest of Nunner. We should not put ourselves in situations where we could be tempted to make Nunner business decisions that put our personal needs ahead of Nunner's interests.

### *Conflict of Interest Examples*

Conflicts of interest typically arise in the following situations:

- Conducting any non-company business that interferes with the proper performance of our roles, such as conducting non-company business during working hours; utilizing confidential or proprietary information or processes gained as a company employee; or using company property or equipment for non-company uses (exceeding reasonable personal use)
- Using confidential or proprietary information gained as a company employee for personal gain or to Nunner's detriment
- Offering or accepting a gift, meal, entertainment, or travel expense that could be viewed as a bribe (normal business gifts, business meals are excluded from this)
- Accepting any personal benefit that is or could be interpreted as being given to us because of our role or seniority or because the donors believe we might be in a position to assist them in the future
- Participating in or influencing a company decision that may result in a personal gain, gain for an immediate family member, or gain for someone with whom we have a close personal relationship
- Making use of business opportunities discovered or learned through the use of company property, information, or our positions that may result in a personal gain, gain for an immediate family member, or gain for someone with whom we have a close personal relationship
- Serving on the board of directors or advisors of a competitor or a company that has or is seeking a business relationship with Nunner, or owning a significant interest in such an organization, where our ability to make decisions in Nunner's best interest could be compromised
- Participating in or influencing a company decision to hire a family member, or supervising an immediate family member or someone with whom we have a close personal relationship

### *Handling Conflicts of Interest*

We recognize that a conflict of interest may arise without any wilful action on our part or that changes in circumstances may create a conflict or appearance of a conflict in situations where previously none existed. If you become aware of a possible conflict of interest, disclose it immediately to your manager, reporting all pertinent facts and circumstances. The manager will determine, in consultation with the management board as necessary, whether a conflict of interest exists, what needs to be done to resolve the conflict, or whether you may proceed. Disclosure is mandatory; failing to disclose a conflict of interest is a violation of the Code.

### *Gifts, Meals, Entertainment, and Travel*

The exchange or provision of gifts, meals, entertainment and travel may create a real or perceived conflict of interest or a situation where those expenses could be viewed as a bribe under applicable laws and international standards. Nunner expects its employees and third parties to comply with the following principles when giving or receiving gifts, meals, entertainment and travel :

- We comply with anti-corruption laws.
- It must be for a legitimate purpose, such as to promote, demonstrate, or explain a company product, position, or service.

- It must not place the recipient under any obligation. We do not offer, promise, or give anything of value with the intent to improperly influence any act or decision of the recipient in Nunner's or your company's favour, or with the intent of compromising the recipient's objectivity in making business decisions.
- It must be made openly and transparent, be reasonable, and appropriate to the business relationship and local customs, and not cause embarrassment by its disclosure.  
Accurately record all gifts, meals, entertainment and travel provided on Nunner's behalf.

## **Protect the Company's Assets and Reputation**

We spend considerable resources to develop and maintain assets used for the company's business. We each have a responsibility to comply with all procedures that protect the value of Nunner's assets, including physical assets, information, Nunner brands, and its good name and reputation.

### *Protecting Physical Assets*

Our physical assets include facilities, equipment, and computer and communications systems. We are to use these assets primarily for our business. As a narrow exception, we may use computer and communications systems for reasonable, personal use. We need to follow applicable security and use procedures to protect the company's physical assets from theft, loss, damage, and misuse, including unauthorized access. Report the theft, loss, damage, or misuse of company physical assets to Human Resources as soon as possible. While we respect employee privacy, we should not assume that our desk, cubicle, or use of compute devices or telephone equipment is private or confidential. Subject to local laws and under the guidance of Legal, we may search and review both incoming and outgoing communications and all device information, including any password-protected employee communications.

### *Maintaining Information Security*

Proprietary information is another valuable company asset and includes internal and external communication; digital information stored on laptops, handhelds, wearables, desktops, servers, backups, and portable storage devices; and hard copy documents, verbal discussions, and interactions via social media channels. We need to take personal responsibility to safeguard both Nunner owned and third-party owned proprietary and confidential information from unauthorized disclosure, changes, or loss. We must comply with all company security policies and procedures for handling information assets and systems to ensure that we meet legal obligations, protect our reputation, and protect our investment in proprietary information.

### *Representing Nunner*

The value of our reputation and good name must be upheld whenever we represent our company. In other cases, such as when speaking on business or technology topics in a public setting or posting on the Internet – including through social media applications and websites – you must make it clear that you are expressing your own views and not those of our company

## **Asking Questions and Reporting Concerns**

Each employee is responsible for reading, understanding, and following the Code. Anyone who violates the Code is subject to discipline, up to and including termination of employment. Anyone who violates the law may also be subject to civil and criminal penalties. To help our company conduct business with uncompromising integrity and professionalism, every employee has the duty to report possible violations of the law, the Code, and other company guidelines.

### *Ways to Seek Guidance and Report Concerns*

Because the Code cannot address every situation, you will need to seek guidance whenever unsure of the correct course of action. There are many ways to ask questions about the Code or raise issues. All employees of Nunner are encouraged to ask questions or raise concerns with their direct

manager or internal groups who specialize in handling such questions or issues, including Human Resources, as soon as possible after they arise. In accordance with Nunner’s open communication policy, employees of Nunner n can raise issues about the Code with any manager, such as a department head, a division general manager, or another manager up to and including the Chief Executive Officer and can ask general Code of Conduct questions by contacting [ethics@nunner-logistics.com](mailto:ethics@nunner-logistics.com). Employees of Nunner subsidiaries may have additional reporting channels. Whether you are an employee of Nunner Headquarters or an Nunner subsidiary, you have an obligation to report any potential or actual violations of the law, the Code, or other guidelines. We take all reports seriously, look into the matter, and take appropriate action.

### *Non-Retaliation Policy*

We do not tolerate any retaliation against anyone who in good faith reports possible violations of law, the Code, or other company guidelines, or who asks questions about on-going or proposed conduct. Employees who attempt to retaliate will be disciplined. Employees who believe they have experienced retaliation for reporting possible violations should contact a local representative in Human Resources.

### **Approvals and Waivers**

The Code sets out expectations for our company’s conduct. When certain situations require permission from management or another person before taking action, you need to raise the issue promptly to allow enough time for the necessary review and approval. In a particular circumstance we may find it appropriate to waive a provision of the Code. To seek a waiver, speak with a manager, who will consider the request in consultation with others. Managers who seek a waiver should address the CEO. We disclose such waivers to the extent and in the manner required by law.

### **Reminders**

The Code serves as our guide for conducting business with integrity. It is not an employment contract and confers no rights relating to employment. The Code is not a complete list of company guidelines. You are expected to know and comply with all company guidelines related to your job. Violation of these other guidelines may also result in discipline, up to and including termination of employment.