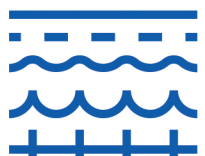


Code of Conduct

VERSION 1, MAY 2014



ECG

The Association
of European
Vehicle Logistics

ECG Code of Conduct

Introduction

The proposed Code of Conduct below is intended to complement the ECG Articles of Association and the ECG Internal Rules (versions adopted during the May 2012 General Assembly), as each company which becomes a member of ECG is bound by Belgian law to respect both abovementioned documents. Subsequent to its adoption at the May 2014 General Assembly, upon proposal by the ECG Board this Code of Conduct has become part of the ECG Internal Rules and therefore directly applicable to all current and new ECG members.

General Principles

This Code of Conduct shall be binding on all companies and organisations who are members of ECG, notwithstanding which membership category they belong to. ECG members shall commit themselves to respect the values and ethics as demonstrated through this Code and all other governing documents, such as the Articles of Association and Internal Rules as well as the 'Mission Statement' and other documents made public on the ECG website.

ECG and its members conduct their business in a socially responsible, impartial and ethical manner, adopting fair employment practices, protecting safety in the workplace, supporting and fostering environmental consciousness, in full compliance with the applicable laws of each country in which individual ECG member-companies operate.

All business relationships will be established and maintained with integrity and loyalty, and without any conflict of interest between business and personal affairs. To achieve this, ECG members require that all their directors and other employees comply with the highest standards of business conduct in the performance of their duties as set out in this Code and in compliance to its policies and guidelines.

Conflicts of interest

ECG members' directors, other employees and other persons to whom the Code is addressed must avoid every possible conflict of interest when conducting business which falls under ECG's field of activities (as per its Articles of Association). Particular regard is paid to personal, financial or family considerations which might influence the decision-maker's independence of judgment when deciding what is in ECG's best interest – including the interests of individual members and ECG's membership as a whole – and what is the most appropriate way to pursue such interests. ECG members shall refrain from purposefully harming other members' legitimate interests, outside of the scope of normal business relations and in full compliance with EU and national competition laws (see relevant headings below).

Confidentiality

No ECG member shall ever make use of information which its directors or other employees obtained in the framework of ECG meetings, where it was clearly stated that this information belongs to the internal sphere of the association and thus not in the public domain (for example when meetings, especially with external guest-speakers, fall under "Chatham House

rules”¹). Information obtained as a result of a member’s position within ECG shall not be used to obtain a personal advantage, or to favour third parties.

ECG members which obtain information by OEMs about new models, volumes etc. for planning purposes shall maintain the confidentiality of such information if so requested by the OEMs and shall undertake to limit its circulation to employees within their own organisations on a strictly “need to know” basis.

Bribery and illicit payments

ECG members, their directors and other employees are committed to the highest standards of integrity, honesty and fairness in all internal and external affairs, in compliance with national and international anti-corruption laws, with particular reference to the OECD Convention on Combatting Bribery of Foreign Public Officials in International Business Transactions, the OCSE Guidelines and the Foreign Corrupt Practices Act (“FCPA”).

ECG and its members will not tolerate any kind of bribery (i.e. paying, or offering to pay, to obtain an improper business advantage) to public officials or representatives of international organisations or any other party connected with a public official and to private entities/individuals, which is otherwise prohibited by applicable laws.

Money laundering prevention

ECG members, their directors and other employees will not be engaged or involved in any activity which may imply the laundering of proceeds of criminal activities in any form or manner whatsoever. Before establishing any business relationship with a third party, ECG members, their directors or employees shall check available information on their proposed business partners and suppliers to ensure that they are reputable and involved in a legitimate business.

Privacy

In the conduct of their normal business operations, ECG and its members collect a significant amount of personal data and proprietary information and are committed to processing such data and information in compliance with all existing privacy laws in force in any jurisdiction where they operate.

Equal opportunities

ECG and its members are committed to providing equal opportunities to all their employees, both on the job and in their career advancement, without any form of discrimination, in particular discrimination based on race, gender, sexual orientation, social and personal position, physical and health condition, disability, age, nationality, religion or personal beliefs.

¹ When a meeting, or part thereof, is held under the Chatham House Rule, participants are free to use the information received, but neither the identity nor the affiliation of the speaker(s), nor that of any other participant, may be revealed (<http://www.chathamhouse.org/about-us/chathamhouserule>).

Occupational health and safety

ECG and its members recognise health and safety in the workplace as a fundamental right of employees and a key element of the sector's sustainability. All choices made by ECG members must respect the health and safety in the workplace according to the applicable laws. ECG members shall adopt and continue to improve an efficient occupational health and safety policy which implements preventive measures, both at the individual and collective level, to minimize the potential for injury at the workplace.

Environmental impact and safety

ECG and its members are committed to offer, in full compliance with legal and regulatory requirements, transport services of the highest standard in terms of environmental and safety performance. Moreover, ECG members endeavour to develop and implement innovative technical solutions to minimise environmental impact and maximise safety. ECG and its members also encourage the safe and eco-friendly use of their services.

External relationships

ECG and its members (and their employees) are committed to conducting and enhancing their relationships with all categories of stakeholders acting in good faith, with loyalty, fairness, transparency and with due respect for the association's core ethical values.

With regards to customers, suppliers and public institutions, ECG and its members consider it essential that they are always treated fairly and honestly and therefore demand of their directors and other employees that each and every relationship and contact with customers, suppliers and public institutions be characterized by honesty, professional integrity and transparency.

Communications and media relations

ECG and its members recognise the vital role that clear and effective communication plays in sustaining internal and external relationships, ensuring the highest standards in reporting financial and non-financial information to provide a clear and transparent presentation of their performance in economic, social and environmental matters. The communication of information to the media plays an important part and therefore all information concerning ECG and its members must be supplied in a truthful and comprehensive manner.

Competition and export control laws

ECG and its members recognise the paramount importance of a competitive market and are committed to fully comply with any anti-trust and other pro-consumer legislation in force in the countries where they operate. ECG and its members are committed to ensuring that their business activities do not violate applicable domestic or international embargoes and export control laws established within or applied by the countries where they operate.

EU Competition Law Compliance

Any agreement or concerted practice between companies or any decision of an association of companies that may prevent, restrict or distort competition within the EU (e.g., by leading to a reduction in uncertainty about another company's future business plans) are highly likely

to infringe EU competition law. The line between permissible and impermissible conduct can be a very fine one, and the consequences of being on the wrong side of the line can be severe: the European Commission and national competition authorities can impose fines of up to 10% of the annual group worldwide turnover of any company that infringes the EU competition rules.

ECG and its members are committed to conducting their activities in strict compliance with the applicable EU and national competition laws and have therefore identified a number of general guidelines which will form part of every agenda as “Rules for meetings”.

Observing/using the ECG Quality Manuals

ECG members commit to using the ECG Quality Manuals which apply to their particular field(s) of activity and shall endeavour to promote these towards their clients (OEMs) and other trading partners (such as sub-contractors).

These manuals can be located on:

<https://ecgassociation.eu/publications-and-reports/quality-manuals/>

Implementation and assurance

ECG and its members are committed to achieving the highest standards of best practice in relation to their moral, social and business responsibilities towards the people concerned. This Code sets out common expectations with respect to ECG members’ directors, other employees and other third parties with whom they have a business relationship and the responsibility they must take for transforming these policies into reality. ECG and its members encourage employees to solicit guidance from their Legal Departments and/or HR Departments in any situation regarding the Code in which they may be in doubt as to the most appropriate behaviour.

Compliance and enforcement

Compliance with this Code of Conduct shall be observed in accordance with Article §6.10. of the ECG Articles of Association: “In case of a breach of any of the provisions of the articles of association or the internal rules by a Member, the President notifies the Member thereof and gives it the possibility to remedy the breach (if capable of being remedied) within a reasonable period which shall not be less than thirty (30) days. In the absence of adequate remedy, the President submits a proposal for exclusion to the General Assembly, stating the reason for the exclusion. The relevant Member is invited to the General Assembly and is given the opportunity to present its defence. The final decision on the exclusion is adopted by the General Assembly. The vote of the Member who may be excluded shall not be taken into account.”