

Dorsch Gruppe. A Group of Companies.



Dorsch Gruppe

Our foundation of acting with integrity

Code of Conduct



Annex 1

DORSCH GRUPPE COMPANIES

AHT GROUP GmbH, Essen, Germany
AMBERO Consulting Gesellschaft mbH, Kronberg im Taunus, Germany
BLS Energieplan GmbH, Berlin, Germany
BPS rail GmbH, Dresden, Germany
DC Abu Dhabi (branch of Dorsch Holding GmbH)
Dorsch Consult Asia Co. Ltd., Bangkok, Thailand
Dorsch Consult Egypt LLC, Cairo, Egypt
Dorsch Consult India Private Ltd., Mumbai, India
Dorsch Holding GmbH, Frankfurt am Main, Germany
Dorsch Holding GmbH - KSA LLC, Riyadh, KSA
Dorsch International Consultants GmbH, Munich, Germany
Dorsch MENA GmbH, Frankfurt, Germany
Dorsch Qatar LLC, Doha, Qatar
ECG, Cairo, Egypt*
Enviroearth SAS, Saint-Cannat, France*
GRE German Rail Engineering GmbH, Frankfurt am Main, Germany
IRS Stahlwasserbau Consulting AG, Würzburg, Germany
KREBS+KIEFER GmbH, Darmstadt, Germany
KREBS+KIEFER Ingenieure GmbH, Berlin, Germany
KREBS+KIEFER Ingenieure GmbH, Darmstadt, Germany
KREBS+KIEFER Ingenieure GmbH, Karlsruhe, Germany
KREBS+KIEFER International GmbH, Darmstadt, Germany
KREBS+KIEFER Engineering GmbH, Karlsruhe, Germany
KREBS+KIEFER Engineers GmbH, Darmstadt, Germany
KREBS+KIEFER Consulting GmbH, Darmstadt, Germany
KREBS+KIEFER Consultants GmbH, Darmstadt, Germany
KREBS+KIEFER Service GmbH, Darmstadt, Germany
KREBS+KIEFER Global GmbH & Co. KG, Darmstadt, Germany
Krebs und Kiefer Algérie EURL, Algiers, Algeria
PB Consult GmbH, Nürnberg, Germany
spiekermann ingenieure gmbh, Düsseldorf, Germany
Swiss-German Mono-RailGroup GbR

(* part of Dorsch Gruppe soon)

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A letter from Dorsch Holding GmbH (Dorsch Gruppe) Management

Dear Colleagues,

Social responsibility and economic success are two objectives of our company that cannot be separated from each other. Responsible and ethical conduct towards employees, business partners, society and the environment are integral to our principles and the basis for successful cooperation.

We want to continue to grow profitably in the future, but not at any price. There is no business so important that it justifies the violation of applicable rules and laws in the process. Compliance with rules and laws in our business activities is therefore a matter of fact. Violations are incompatible with our values and will not be tolerated, and in addition they also damage our reputation and can lead to legal consequences. Persons who contravene the law for their own benefits do so at the expense of the company and harm all parties: the shareholders, the management and the employees themselves. Such behavior impairs the economic success, investment and growth capacity of the company and can jeopardize jobs.

For this reason, we must comply with the rules and laws and make this an integral part of our corporate culture. Our Code of Conduct serves as a moral compass of values for our decisions and actions. It is intended to make you more sensitive to legal risks and pitfalls. All of us - employees, executives and the management - are equally obliged to comply with the principles set out here.

The success of our company depends above all on our commitment to social responsibility and our reputation as trustworthy business partners. We all want to contribute to leading the Dorsch Gruppe into a sustainably successful future. Therefore, please carefully read the Code of Conduct and make it the binding foundation for your actions.

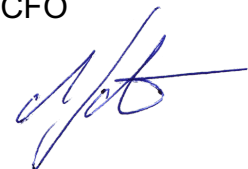
Our fundamental thesis is "Honorability means success - now and into the future!"



Olaf Hoffman
CEO

A blue ink signature of Olaf Hoffman, written in a cursive style.

Andreas Schweinar
CFO

A blue ink signature of Andreas Schweinar, written in a cursive style.

Dorsch Vision and Core Values

Our core values define who we are, how we act and what we stand for.

We aim to create innovative, holistic and sustainable values for all our stakeholders. Shaping future's essential infrastructure, we contribute in achieving cross-generational equality on a global basis.

Bringing visions to life



Integrity



Respect



Transparency



Responsibility



Confidence

1. Purpose

Our Corporate Vision and Core Values are the foundation of this Code of Conduct.

1.1 Why Do We Have a Code of Conduct?

At Dorsch Gruppe (Dorsch) we require that all of our employees conduct themselves according to the highest standards of ethics, integrity, and behavior when dealing with our clients, colleagues and other stakeholders.

This includes, but is not necessarily limited to, full compliance with all legal obligations imposed by statute or any other source of law.

This Code of Conduct establishes the standards of behavior that must be met by all employees. Where these standards are not met, appropriate disciplinary action will be taken. In cases where the breach involves serious misconduct, this may result in summary dismissal.

Our Code applies to all Dorsch employees worldwide.

1.2 What is My Responsibility?

The following guiding questions will assist you to find out whether you act with integrity in accordance with the corporate values of the Dorsch Code of Conduct.

If you can answer the questions in the affirmative, you are acting with integrity.

- Is my behavior in accordance with this Code?
- Is my behavior inline with the Dorsch corporate values?
- Do I support the reputation of Dorsch in a positive way through my behavior?
- Does my behavior stand up to external review?
- Can I reconcile my behavior with my conscience?

If you have any questions about this Code or any doubts about a particular course of action, please consult with our Dorsch Compliance Officer.

2. We Act With Integrity

2.1 Zero Tolerance for Retaliation

We do not tolerate intimidation or retaliation against anyone who raises a concern, makes a report or cooperates in an investigation.

Retaliation is not just malicious and contrary to our core values – it also undermines the culture of openness and trust we are determined to maintain. Any threat of retaliation can hinder investigations and prevent people from coming forward with concerns.

Each of us has a role to play in making retaliation unacceptable and maintaining an environment in which we can all feel safe and comfortable raising an issue or reporting a violation.

We recognize that speaking up isn't always easy, and we want to make the decision to speak up as simple as possible. Retaliation against anyone, who raises a concern or reports a violation in good faith, will result in disciplinary action.

2.2 Anonymity and Confidentiality

Dorsch will always address concerns fairly and discreetly. Employees with concerns are strongly encouraged to identify themselves when seeking assistance. This is the best way to ensure that a thorough and complete investigation can be made and that an active and lasting resolution can be reached. All reports received will be treated with confidentiality.

However, Dorsch recognizes that in some cases people may prefer to remain anonymous when raising concerns.

Anonymous reports can be made through the Dorsch Integrity Line where an investigation will be conducted using the facts provided, while working to maintain your anonymity as far as permitted by law.

2. We Act With Integrity

How Do I Raise Concerns?

Considering that any kind of misconduct may cause a serious criminal offense, Dorsch employees are obliged to report bribery attempts and violations immediately and thoroughly.

2.3 Internal Contacts

We can rely on our honesty, caring and integrity to guide us, but when we are not sure how to proceed, we also have a duty to step forward, ask questions and seek help.

If we believe a violation of our policies, our Code or the law has happened or may be about to happen, we are obligated to report.

To seek help, report violations and resolve concerns, you may use the following reporting lines:

- Contacting your Manager;
- Contacting Human Resources Department;
- Emailing the Compliance Officer;
compliance@dorsch.de;
- Tel +49 691302570.

Often it is best to start with your manager when raising a concern, but sometimes this may not be feasible. The most important thing is that you lead the way, speak up and seek help when something doesn't feel right.

Managers who receive an ethics and compliance concern must immediately forward that information to the Compliance Officer.

Dorsch consistently investigates every indication of misconduct, taking into account the principle of proportionality. Each individual report is reviewed. According to the result, a plausible decision is made as to which consequences are suitable, required and adequate.

2.4 Whistleblower System

In addition, it is possible to submit a report confidentially: For this purpose, Dorsch has implemented a whistleblower system through which confidential reports can be submitted. The platform is available at any time and worldwide in several languages via the website.

Any suspected violations of applicable laws, this Code of Conduct or Dorsch internal policies; can be submitted at any time via Dorsch Integrity Line reachable 24/7 via the following address:

<https://dorsch.integrityline.org/>

The whistleblowing system operated by an external body and fully online is available in several languages and allows secure and confidential communication with our compliance function.

3. We Have Equal Opportunities

Our Responsibility:

- Respect all employees, clients and business partners;
- Be sensitive to how your behavior may affect those around you. Never talk about a subject that may offend someone else;
- Consider your actions and put yourself in the other person's position;
- Speak up if you find someone's actions offensive or hostile;
- Report issues to your supervisor, other management, human resources or the Compliance Officer if you experience or are aware of any act of discrimination or harassment;
- Seek guidance from the Compliance Officer if in doubt about the appropriate action to take.

3.1 Anti-Discrimination

Each of us should have the opportunity to reach our full potential and contribute to Dorsch's success.

We must never discriminate or treat employees or job applicants unfairly including in matters that involve recruiting, hiring, training, promoting, compensation, or any other term or condition of employment.

We are making employment decisions regarding employees and applicants based on job-related factors, without regard to:

- Color;
- Age;
- Sex or gender;
- Sexual orientation;
- Gender identity;
- Gender expression;
- Religion;
- Ethnicity;
- Citizenship;
- Disability;
- Genetic information;
- Pregnancy;
- Marital or familial status;
- Or any other category.

Employment decisions on any of these personal characteristics is against our policies and is illegal under the laws of many countries.

Our Code prohibits harassment of any kind in the workplace or any other offensive or disrespectful conduct. Dorsch also complies with all country and local laws prohibiting harassment. Dorsch employees never engage in workplace harassment, which includes unwelcome verbal, visual, physical, psychological or other conduct of any kind that causes others to feel uncomfortable or creates an intimidating, offensive or hostile work environment.

3. We Have Equal Opportunities

3.2 Human Rights

Dorsch recognizes the importance of maintaining and promoting fundamental human rights in all our business activities and complies with global legal labor standards.

All employees are expected to support our commitment to operate programs and policies that:

- Promote a workplace free of discrimination and harassment;
- Prohibit child labor, forced labor and human trafficking;
- Provide fair and equitable wages, benefits and other conditions of employment in accordance with local laws;
- Provide humane and safe working conditions, including safe housing conditions, where applicable;
- Recognize employees' right to freedom of association and collective bargaining.

3.3 Diversity & Equity

Dorsch is dedicated to creating an inclusive work environment for everyone. We embrace and celebrate the unique experiences, perspectives and cultural backgrounds that each employee brings to our workplace. Dorsch strives to foster an environment where our employees feel respected, valued and empowered, and our team members are at the forefront in helping us promote and sustain such an inclusive workplace. Dorsch is committed to taking the following actions in support of an inclusive workplace:

- Provide all employees with ongoing education and training on diversity, equity and inclusion topics;
- Provide all employees with a safe avenue to voice concerns regarding diversity, equity and inclusion in our workplace;
- Support flexible work arrangements that accommodate the different needs of all employees.

3. We Have Equal Opportunities

3.4 Anti-Harassment

Dorsch prohibits all forms of harassment including sexual harassment and other hostile behavior, such as bullying and intimidation. Harassment – whether verbal, visual, psychological or physical – has the potential to harm an individual as well as interfere with his or her work performance.

Dorsch will not tolerate harassment of or by any employee or individual with whom we do business. Anyone who participates in any form of harassment will be subject to disciplinary action, up to and including termination, whether or not the inappropriate conduct constitutes a violation of law.

Some examples of harassment include:

- Unwelcome sexual advances or requests for sexual favors;
- Displaying sexually explicit pictures, cartoons or other materials;
- Offensive remarks or jokes including vulgar or profane language;
- Any form of physical threat or physical intimidation.

3.5 Environment, Health and Safety

We are aware of the environmental impact of our business activities and are committed to the responsible and sustainable use of natural resources. Environmental pollution is to be reduced to a necessary minimum and environmental protection is to be continuously expanded.

Dorsch provides a safe working environment for its employees by complying with the relevant legal requirements and regulations regarding occupational safety and proactive health protection.

Every Dorsch employee contributes to the protection of people and the environment with his or her own responsible measures (e.g. by keeping the workplace tidy or by wearing protective clothing when visiting construction sites).

4. We Act Responsibly

4.1 Conflict of Interest

A “conflict of interest” occurs when an individual’s private interest interferes (or appears to interfere) in any way with the interests of Dorsch as a whole.

Our commitment to honesty, caring and integrity compels us to do what is right for the people who are relying on us. We are all accountable for recognizing actual or potential conflicts of interest and avoiding even the appearance of them. By doing so, we protect Dorsch’s reputation, build trust with our business partners and communities, position ourselves to sustain and grow our business over the long term.

A conflict of interest may arise, and disclosure is required, when an employee:

- Hires, manages, or has an influence on the workload, performance assessment, granting of approvals and / or reward of someone with whom they have a close personal relationship;
- Accepts or performs a Public Official role, or has a family member or a close personal contact who is a Public Official with the ability to take decisions that could impact Dorsch businesses;
- Has a close personal interest in the business of competitors or other third parties relevant to Dorsch.

This includes cases where the employee, their family members or a close personal contact:

- Work for or provide any services to competitors or to any other third parties relevant to Dorsch’s business;
- Hold investments other than in publicly traded pension funds, index linked or tracker funds that represent substantial interests in a competitor, State controlled or influenced entity, or any other third party relevant to Dorsch’s businesses.

Avoid:

Avoiding conflicts of interest means we:

Are **Alert** to situations where personal and company interests are or might be in conflict or where someone could reasonably think there is a conflict;

Recognize that conflicts of interest can be avoided or addressed if promptly disclosed and properly managed;

Consult with a manager, Human Resources or the Compliance Officer for advice, especially when we are unsure whether a conflict of interest exists;

Disclose actual or potential conflicts honestly and promptly;

Remove ourselves from the decision-making process if we have a conflict of interest and support whatever decision is made.

4. We Act Responsibly

4.2 Protecting Company Property

We have a duty to handle company assets both physical and intangible responsibly and appropriately.

Dorsch's physical property includes its buildings, facilities, vehicles, equipment and computer systems. We are responsible for protecting such property from loss, damage, misuse, theft and waste. We can do this by using company resources wisely and only for business purposes.

Intangible assets are fundamental to our business. They include our knowledge, ideas, structures and working methods. These values shall be safeguarded and managed in the best interest of Dorsch.

4.3 Personal Data Privacy

We respect the privacy of our employees and our business partners. We handle their personal information with care.

“Personal information” is any information that could be used to identify someone, either directly or indirectly, such as a name, employee ID, email address or phone number.

There are data privacy laws that prescribe how to responsibly collect, store, use, share, transfer and dispose personal information and we comply with those laws everywhere we operate.

4.4 Responsible Technology

All information, data and files belong to our company, and – to the extent permitted by applicable law – Dorsch reserves the right to monitor or disclose any messages, documents or any other files on company's data assets.

Dorsch employees are expected to be familiar with their company's information technology policies. These include, but are not limited to, policies concerning the appropriate distribution of emails and compliance with copyright laws.

In all forms of communication, it is essential that we are law abiding, truthful, accurate, and respectful of others.

Dorsch employees must also take care to avoid improper use, such as:

- Sending, receiving or storing inappropriate, or offensive information that are not in line with our Core Values;
- Spreading discriminating or harassing comments or threatening or abusive language;
- Downloading unlicensed or illegal material that is banned by applicable laws where we operate;
- Accessing websites that interferes with our business activities and employee productivity during working hours.

5. We Do Transparent Business

5.1 Corruption

We conduct our businesses in an honest and fully transparent way to avoid corruption. Corruption is any illegal or unethical act or failure to act by a person motivated by personal gain. Corruption can lead to legal penalties and damage to Dorsch's reputation.

Employees may not directly or indirectly offer, promise or grant financial and non-financial unauthorized advantages to public officials, business partners or third parties in connection with business activities with the purpose to influence a business outcome improperly, induce or reward improper conduct or influence any commercial, contractual, regulatory or personal decision. This would be qualified as Corruption.

5.2 Gifts, Entertainment & Contributions

Anti-corruption laws typically do not prohibit the giving or accepting of gifts, entertainment and other business courtesies however they must be made in full compliance with local and international laws and Dorsch's policies and procedures as well as the other party's policies and procedures. These policies provide monetary limits or require pre-approval of offers of gifts, entertainment & contributions in order to ensure that the gift or entertainment would not be prohibited by anti-corruption laws or regulations.

Before offering or accepting any gifts, entertainment & contributions to a Public Official or a business partner, you must be able to answer **'yes'** to all of the following:

- Is the recipient permitted under local law to accept the gift or benefit?
- Is the gift or benefit offered or received without expecting any benefit or advantage in return?
- Is there a legitimate business purpose to the offer or receipt of the gift or benefit?
- Is the gift or benefit offered or received transparently and openly?

5.3 Public Officials

Any employee at the government entity regardless of rank, seniority or position is defined as government official. Employees of multi-lateral funding organizations such as World Bank or international organization such as U.N, and members of the royal families are considered as government officials.

Businesses involving governmental entities have the highest corruption risk to our company and Dorsch policies are more restrictive regarding the interactions with governments and government officials.

5. We Do Transparent Business

5.4 Facilitation Payments

A Facilitation Payment is a payment of small value made to a government official to expedite a non-discretionary, routine governmental action to which Dorsch is legally entitled.

Even very small facilitation payments are subject to criminal law implications in some countries. Furthermore, Dorsch supports the 10 UN Global Compact principles (<https://unglobalcompact.org>) which include the principle to fight against all forms of corruption.

Accordingly, Dorsch strictly prohibits any and all Facilitation Payments.

Payments to public officials in cases where the employee has no alternative but to make the payment to protect against loss of life, limb or liberty do not qualify as Facilitation Payments. These payments to public officials must be reported immediately to the Compliance Officer.

5.5 Money Laundering

Dorsch is committed to helping in the global fight against money laundering.

Money laundering defines the circumstance of transferring the income from criminal offences and illegal transactions into the legal money cycle.

In order to Dorsch from becoming inadvertently involved in this type of misconduct and to minimize our exposure to the risk of money laundering transactions, all Dorsch employees are required to verify unusual transactions to the Compliance Officer.

Dorsch performs due diligence on customers, suppliers, and other business partners who wish to conduct business with our company to make sure Dorsch does business transparently.

Look out for red flags that may signal money laundering activities.

5.6 Bid Rigging

Dorsch employees and others subject to this policy may not collude on project bids or otherwise engage in improper bidding practices such as bid rotation, price fixing, false or misleading representations or any other improper bidding practices.

5. We Do Transparent Business

5.7 Accurate Record Keeping

The record-keeping provisions of laws and regulations require Dorsch to keep its books, records and accounts in reasonable detail, accurately and such that they fairly reflect all transactions and dispositions of assets.

Thus, Anti-Corruption Laws prohibit the mischaracterization or omission of any transaction on a company's books or any failure to maintain proper accounting controls that result in such a mischaracterization or omission. Keeping detailed, accurate descriptions of all payments and expenses is crucial for compliance purposes.

Accordingly, employees must follow applicable standards, principles, laws and Dorsch practices for accounting and financial reporting. In particular, employees must be timely and complete when preparing all reports and records required by management.

Prior to paying or authorizing a payment on behalf of Dorsch to or for the benefit of any person or entity, and in particular a government official, employees and third parties shall be sure that no part of such payment is to be made for any purpose other than that to be fully and accurately described in the Dorsch's books and records.

Employees and third parties may not create an undisclosed or unrecorded account of Dorsch for any purpose.

Finally, personal or third party funds shall not be used to accomplish what is otherwise prohibited by Dorsch Gruppe policies.

How to Act:

Act in the best interest of Dorsch and never let personal interests interfere or appear to interfere with your ability to make sound, objective business decisions.

Disclose any outside jobs and a violations with customers, competitors, or suppliers to Compliance Officer through reporting channels.

Ask yourself whether your personal interests could interfere with those of Dorsch. Even if private interests do not affect your business decisions, you should consider whether others may perceive it that way.

Withdraw from decision-making that creates or could appear to create a conflict of interest until you are sure that none exists.

Seek advice from Compliance Officer if you are unsure of the appropriate action to take.

Accurately record and fully disclose transactions.

Never offer or accept anything of value meant to improperly influence business decisions.

6. We Care Our Global Practices

6.1 Business Partner Engagement and Due Diligence

Corruption indirectly through third parties on behalf of Dorsch may put the company's reputable name under suspicion even if Dorsch had no actual knowledge of a third party's corrupt act.

Dorsch takes measures to reduce risk when choosing and entering into an agreement with any third party who will transact business on Dorsch's behalf.

Before entering into any relationship with a third party, appropriate due diligence must be made on that third party. The necessary due diligence process will vary depending on the nature of the proposed relationship. Dorsch has Code of Conduct for Business Partners to make sure our business partners understand and acknowledge our compliance measures.

Ask Question If:

- The compensation the third party requests are reasonable and have a commercial basis;
- The third party is reputable, competent and qualified to perform the work for which they are being hired;
- The proposed arrangement complies with all applicable legal requirements;
- There is any conflict of interest that means engaging the third party would be inappropriate.

Red Flags:

Particular attention should be paid to any potential red flags, such as:

- The third party requests unusual payment arrangements such as payment in cash or payment to a personal account without any invoices;
- The third party is a close family member of a government official;
- The third party has objections to Dorsch's policies.

Dorsch employees must ensure that third parties we work with share our ethical values and operate in a legal and compliant manner.

All engagements of third parties must be done through written agreements.

Any concerns during the engagement of the third party shall be forwarded immediately to the Compliance Officer for analysis.

6. We Care Our Global Practices

6.2 Fair Competition

Many countries, have laws that regulate competition. Antitrust laws promote fair competition by prohibiting practices that unreasonably restrain trade, restrict competition or fix prices.

The consequences for violating these laws are severe. Our promise to conduct business fairly and with integrity includes a commitment to comply with all laws regulating anti-competitive activity. This promise also includes a pledge to act with integrity in the marketplace, never obtain information about competitors through inappropriate means and never make false or misleading statements about competitors.

6.3 Foreign Trade Law

We observe all regulations of foreign trade law, which arise according to national and international regulations that apply to us.

As a globally operating group, free trade in compliance with applicable regulations is our highest priority. For dealings involving cross-border transactions, we have defined reviews within the framework of export controls.

Follow These Rules:

- Don't fix prices or divide markets with competitors unless the agreement will be actively supervised and approved by the appropriate regulatory body;
- When attending meetings or social events with competitors or potential competitors, avoid discussing any of the following information if it's not publicly available:
 - Prices, pricing policy, contract terms or conditions;
 - Costs, inventories, marketing and service plans, market surveys and studies;
 - Capacity plans and capabilities, territorial agreements;
 - Any other proprietary or confidential information.
- Avoid using trade secrets or confidential or proprietary information from a former employer or another company;
- Be careful that any negative or critical comments you make about a competitor are accurate;
- These rules apply to informal understandings as well as formal agreements. In order to make sure that we are competing fairly, we should refrain from discussing any of these activities with our competitors – or from discussing any other matters that could be seen as an attempt to limit competition. Behavior that violates these rules shall be reported.

7. We Are Dorsch...

Bringing visions to life... Together

The following guiding questions will assist you find out whether you act with integrity in accordance with the corporate values of the Dorsch Code of Conduct.

When faced with a business decision for which there's no set policy or clear course of action, use the Dorsch Core Values and your own good judgment to determine the best approach.

In addition, **ask yourself** the following questions:

- Will I feel comfortable with my decision?
- Could I explain it to family and colleagues?
- How would it look in a newspaper?
- Have I made a decision that is fair and just?
- Have I verified the significant facts?
- If I'm not sure, have I asked?
- Have I determined if it's legal and within policy?

Dorsch Gruppe

For 70 years the Dorsch Gruppe has been a respected and innovative consulting and engineering partner for industrial customers, private investors and public institutions.

As a group of companies with about 3,400 employees, we are one of the largest independent planning and consulting groups in Germany and are represented internationally by several subsidiaries and a large number of project offices in more than 50 countries.

Our focus is primarily on the specialist areas of Transport & Infrastructure, Water & Environment, Special Engineering, Industry & Energy and Architecture & Urban Development. We are able to responsibly plan and competently implement projects in all life cycles, both nationally and internationally. In doing so, we always work in a quality-conscious and future-oriented manner - for the people in all regions of the world.

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