

## CODE OF CONDUCT FOR SERVICE PROVIDERS

Volkswagen Bank GmbH (hereinafter referred to as 'VW BANK') has a management policy based on respecting moral and ethical values and observing a high level of integrity in its business. We expect all parties that we are dealing with to adopt the same behaviour.

This Code of Conduct provides details of VW Bank's expectations vis-à-vis their service providers, suppliers, subcontractors and other partners (hereinafter referred to generically as the 'Service Providers').

By accepting this code, the Service Provider agrees to respect the requirements set out herein during all their commercial relations and agreements entered into with VW Bank. It will also agree to the principles stipulated in the International Labour Organization Conventions, the Universal Declaration of the Human Rights and the main guidelines of the OECD.

The standards defined in this Code focus on four main requirements:

- General conduct requirements (ethics),
- Social requirements (labour conditions),
- Confidentiality requirements,
- Environmental requirements.

### 1. General Conduct Requirements

#### 1.1 Laws and applicable regulations

We expect all our service providers to respect all the legal and regulatory requirements in force, and to act honestly and display integrity. Their behaviour must not damage the reputation of VW Bank or the Volkswagen Group.

They must respect the rules of competition law. It is strictly prohibited to enter into agreements which restrict the right to free competition, or favour or exclude arbitrarily any partners for any reason whatsoever.

#### 1.2. Conflict of interest

We have established these mandatory internal rules of conduct and an advisory and preventative system of conflict of interest to protect VW Bank and our employees.

Service providers must act with caution and diligence to prevent any act or condition, which would lead to a conflict of interest. A 'conflict of interest' means any situation in which the interests of the Service Provider would be in conflict, or appear to be in conflict, with those of VW Bank. If such a conflict of interest were to arise, the Service Providers must not try to seek a better or preferential treatment due to the situation which has caused the conflict.

#### 1.3. Anti-corruption policy

VW Bank strictly forbids any form of corruption, extortion or misappropriation of funds in any form whatsoever.

Any form of conduct which is dishonest or detrimental to the company is formally rejected by VW Bank. It is strictly forbidden for any employee to use their business relations with the company for their own personal benefit or for the benefit of a third party or to the detriment of the company.

The Service Providers must not, in any circumstances, take part directly or indirectly in any activity, or use any means to obtain an improper or inappropriate favour arising out of their business relations.

## 1.4 Gifts

Any gifts or invitations offered by VW Bank to their employees or Service Providers must comply with the internal rules established by VW Bank. In all circumstances, they must be legitimate, appropriate (connected to the services provided and aimed at developing a business relation) and reasonably priced. They cannot at any time be offered with intent to influence business decision-making on the part of the recipient.

## 2. Social requirements

### 2.1 Fundamental social rights, harassment, discrimination

**Forced Labour:** It is strictly prohibited for our Service Providers to use forced labour, obtained through threats of punishment, withholding of identity papers, or any other form of security deposit by workers, or through any other form of constraint.

**Child Labour:** Child labour is strictly prohibited.

**Harassment:** We expect our service providers and their employees to be treated with respect and dignity. Our service providers cannot tolerate any moral or physical harassment, or any other form of abuse.

**Discrimination:** We expect our service providers to observe equal and honest treatment for all their employees. Our service providers must not show any sign of discrimination when hiring, training, promoting personnel or dismissing personnel, on the grounds of gender, race, religion, age, special needs, sexual orientation, nationality, political opinions, social or ethnic origins.

We expect our service providers to comply with and acknowledge the right of any employee to negotiate collectively, create, or join a union movement of their choice without sanctions, discrimination or harassment.

### 2.2 Labour practises

Our service providers must pay regular wages and overtime at the legal rate in force in the manufacturing country and provide all legal benefits in force to their workers. If there is no minimum legal wage or overtime in any country, the service provider shall make their best efforts for the minimum wage to be equal to the average minimum wage in the appropriate field and for overtime to be at least equal to the standard hourly wage rate. Wages shall not be deducted for disciplinary reasons. Our service providers must comply with the restrictions in force concerning work hours and overtime in the country where they are doing business.

### 2.3. Hygiene and Safety

Our service providers must provide their employees with a safe and secure work environment to prevent work accidents, or personal injury that could be caused, related or produced during work hours or through handling equipment. They will set up systems aimed at detecting, preventing or neutralizing any threat to the hygiene and safety of personnel and shall comply with all national and international regulations and laws in force.

## 3. Confidentiality requirements

### 3.1 Information confidentiality and security

Professional secrecy is one of the main principles of our relations and an essential part of our business.

We therefore expect our service providers to guarantee that all confidential information and personal data disclosed in their relations with VW Bank are treated with the utmost confidentiality, security and integrity. They agree not to disclose any information to third parties without our consent, nor to use such information for any purposes other than those for which they are disclosed. Confidential information may only be sent via the Internet in an encrypted form and solely at the request of VW Bank.

### 3.2. Bank secrecy

As part of their business relations with VW Bank, service providers may come to obtain knowledge of information falling within the scope of bank secrecy as provided in Article L. 511-33 of the French Monetary and Financial Code. The Service Provider agrees to comply with these provisions and guarantees that their personnel and subcontractors will also comply with these provisions.

### 3.3 External communication

Service providers must obtain prior written consent from VW Bank before referring publicly to VW Bank or any trademarks belonging to VW Bank. The service providers agree to respect the intellectual property rights of VW Bank and to comply with established rules on patents, registered trademarks, authors' rights and copyright.

## 4. Environmental requirements

We expect our service providers to share our commitment to environmental cleanliness and safety. We encourage initiatives that will reduce our impact on the environment, in particular, by using environmentally friendly technologies.

Our service providers agree to respect national and international environmental regulations and standards.

Our service providers must be in a position to provide evidence of effective application of the criteria mentioned below:

- Air and water emissions and waste disposal must be adequately treated with particular attention being paid to hazardous waste and emissions which must not be discarded or tipped illegally.
- Individual persons whose activities have a direct impact on the environment must be properly skilled and trained and be equipped with appropriate means to accomplish their assignments.

## 5. Application of the Code of Conduct

### 5.1. Conflicts

When a topic is dealt within in the legislation in force and in this Code of Conduct, the most restrictive provision will apply. If there is an inconsistency between the legislation in force and this Code of Conduct, the legislation in force will apply.

### 5.2. Outsourcing and subcontracting

We require our service providers, their subcontractors and their own service providers to strictly comply with these standards. The Service Provider therefore has the responsibility to train their employees, agents and subcontractors from this point in time.

### 5.3. Control

VW BANK reserves the right to verify that these principles are respected and to conduct a compliance audit, at any time, and without prior notice.

Any default or breach of the Code of Conduct by a Service Provider must be immediately remedied. VW BANK reserves the right to terminate any agreement with a Service Provider for non-respect of this code.

**For the Service Provider**

Legal Entity :

Representative's name :

Representative's position:

Date and signature :