



## COMPLIANCE-GUIDELINE

### 1. OBJECTIVE

Under the rubric of compliance one is to understand the observance of legal norms as well as guidelines internal to the company according to German Corporate Governance Codex (DCGK).

The shipping company (hereinafter referred to as the company) pursues this goal through setting up, monitoring and continuously developing a Compliance Management System (CMS). The CMS is intended to prevent compliance-violations (violations of the law and the company's internal guidelines are referred to in the following as compliance violations) and avoid possible harm to company, its employees and its managerial units. Compliance is a comprehensive responsibility that concerns all areas of a company and has effects on all processes.

Another primary goal and at the same time an essential task of the CMS is to identify the significant compliance risks, continuously assess them and minimise them through the implementation of suitable measures and processes.

The goal of the CMS is furthermore to make the employees alert to the observation of relevant legal regulations and provisions of law in their work area and thus create a risk-consciousness for possible compliance risks among the employees (unless expressed to the contrary in this code, words in the singular include the plural and vice versa and any gender includes the other genders).

### 2. SCOPE

The Guideline Compliance applies to the company Reederei F. Laeisz G.m.b.H.

### 3. COMPLIANCE MANAGEMENT SYSTEM

#### 3.1 TASKS

The Compliance Management System describes the compliance-relevant tasks and responsibilities. The system is to be continuously developed further according to an analysis of the effectiveness, the risk environment and the existing organisational units:

- a.) **Create a compliance environment**
  - Generate and communicate the code of conduct along with guidelines and instruction
- b.) **Identify compliance risks**
  - Risk inventory
  - Compliance checks
- c.) **Introduce compliance measures**
  - Guidelines, directives
  - Procedures
- d.) **Communicate compliance measures**
  - Trainings/workshops/ personal discussions
- e.) **Documenting and reporting compliance**
  - Central documentation
- f.) **Monitor and improve compliance**
  - System tests
  - Compliance-checks



### 3.2 SUB-AREAS OF THE COMPLIANCE MANAGEMENT SYSTEMS

The Compliance Management System includes the following sub-areas:

Sub-area	Internal rules
General compliance-conduct of employees	Code of conduct
Corruption prevention	Anti-corruption guideline
Search of business facilities	Search guideline

### 3.3 FUNCTIONS

The functions in the compliance system arise from the following description:

#### 3.3.1 Executive Management

The executive management bears the entire responsibility for compliance. They provide for the implementation and execution of the Compliance Management Systems and monitor its suitability and effectiveness. The executive management is supported in this by the Compliance Officer.

#### 3.3.2 COMPLIANCE OFFICER

The Compliance Officer is directly subordinate to the executive management and as Central Coordinator of the Compliance Management Systems and officer for the continuing development of the existing system he exercises the following specific functions:

##### 3.3.2.1 FUNCTIONS OF THE COMPLIANCE OFFICER IN CMS

#### A. RISK IDENTIFICATION, RISK PREVENTION AND CONTINUOUS DEVELOPMENT OF THE COMPLIANCE MANAGEMENT SYSTEM

The Compliance Officer supports the Process Manager (Department Manager, etc.) in identifying, recording and analysing significant compliance-risks. The direct responsibility for identification, assessment, management, controlling and reporting compliance-risks lies – with respect to their various areas of responsibility – with the Process Manager.

The Compliance Officer analyses the compliance violations and compliance risks reported in the context of the risk inventory and other reporting by the Process Managers, measures taken to remediate them and makes suggestions for the adjustment of the CMS to the executive management and the Process Manager.

#### B. ADVISING EMPLOYEES

The Compliance Officer advises and supports the executive management as well as the Process Managers and the employees of the company in all compliance-relevant questions.

#### C. REPORTING

In the event of a violation or an adequately concrete suspicion that a significant violation has been committed (referred to jointly in the following as a 'significant violation') as well as in the identification of a new, significantly changed or vanished risks, the Compliance Officer must immediately report this to the member of the executive management responsible for compliance.

A violation is "significant" is a violation in which conduct constitutes an act liable to criminal prosecution and/or presents a threat of significant loss of assets or harm to the company's reputation.



If it is not a significant violation, the Compliance Officer will report such compliance violations as well as the measures taken against them and other ongoing measures to the member of the executive management responsible for compliance annually. The annual Compliance-Report must be submitted in writing and must contain information about:

- Any significant violations and/or sanctions and measures for future prevention taken
- The currently identified significant compliance-risks, their analysis and measures to minimise risk
- Measures taken during the reporting period for communication of compliance-related content such as informational messages, training, workshops, etc.
- Any other measures taken during the reporting period for the improvement and continued development of the CMS
- Measures taken in the reporting period for monitoring and controlling the function and the effectiveness of the Compliance Checks.

#### **D. INVESTIGATING COMPLIANCE ISSUES**

The Compliance Officer will objectively and independently investigate issues that could constitute a compliance violation. An investigation can proceed (i) following an order from the executive management, (ii) following a tip from employees or (iii) on own initiative. For the communication of tips to potential compliance violations, a special route of contact (e.g. "Whistleblower Channel") will be set up. In the event of the suspicion that a criminal act was committed or attempted by employees of the company, the Compliance Officer will initiate and coordinate the investigation of the suspicious case and the proceedings from that point. In the framework of his investigations the Compliance Officer has an unrestricted right to truthful, detailed information as well as review of the operational and commercial processes as well as any therewith associated data, documents and papers.

The Compliance Officer is the first contact person for external offices in all questions relevant to compliance.

#### **E. COMMUNICATION AND OTHER MEASURES**

The Compliance Officer will design and coordinate communication especially the training and informational measures for the employees with respect to the code of conduct, the specific guidelines and therewith associated legal framing conditions and will be available to all employees as a contact person. The planning and execution of compliance measures (including training and other communications measures) will be done jointly with the Process Managers involved.

#### **F. DOCUMENTATION**

The Compliance Officer will provide for central documentation in which his own activities as well as the collaboration with those of other functionaries in the compliance management system are documented. These specifically include:

- Training events (especially presentations, lists of attendees, feedback-documents)
- Communications measures
- Consultation questions from employees
- Continued development of the CMS
- Tips on possible compliance violations, investigations and other procedures
- Compliance meeting

#### **3.3.2.2 LEGAL POSITION OF THE COMPLIANCE OFFICER**

The obligation of the Compliance Officer to communicate compliance-violations is limited to the proper notification of the organisational units named under 3.3.2.1 C. The Compliance Officer is specifically not required to suppress any legal violations that may proceed from the shipping line independently and on



his own responsibility. A duty to notify external agencies only exists as long as there is a contractual or legal obligation to do so.

### **3.3.3 PROCESS MANAGER**

#### **3.3.3.1 Functions in Compliance Management System**

The responsibility for compliance in the individual staff offices lies with the respective Process Managers. They bear the responsibility for suitable design of the procedures, their proper documentation and reliable achievement of the process goals. This includes observance of the applicable internal and external legal norms. Compliance and the identification, management and minimising of compliance-risks is thus an absolute requirement for the design of all process conditions. In the framework of the design of all process sequences, each Process Manager must be informed concerning the regulations and laws that are applicable to his area of responsibility. Each Process Manager must organise his division such that messages concerning violations of the law can reach him. It must be possible to actively discuss grievances. Furthermore, Process Managers must also be able to generate and maintain an appropriate awareness on their own initiative based on their own function as role models. They must regularly perform controls, and seek conversation with employees especially with respect to options for continued development and improvement.

#### **3.3.3.2 Cooperation with the Compliance Officer**

The Process Managers will inform the Compliance Officer of any compliance violations that occur and of measures taken to minimise losses and prevent them in the future.

#### **3.3.4 LAW AND INSURANCE POLICIES**

The Staff Unit for Law and Insurance Policies (“Legal Department”) must be involved in all processes with particular legal relevance. In the event that there is suspicion that criminal acts have been committed or attempted, the legal department is obligated, once the Compliance Officer has initiated an investigation, to legally assess the state of facts, to communicate with the insurance companies involved, to file legal complaints/criminal complaints and supervise investigations and court proceedings.

#### **3.3.5 COMPLIANCE-MEETING**

The responsible member of the executive management, the Director of the Staff Office for Law, a member of QA and the Compliance Officer will regularly (at least twice annually) meet to discuss current topics from the areas concerned and will coordinate as needed joint standpoints for continued development and improvement of the CMS (“Compliance Meeting”).

## **4. ENTRY INTO FORCE**

This version of the Compliance-Guideline enters into force on January 01, 2015.