



Code of Conduct

Corporate Guideline

September 21, 2009



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1 ADHERENCE TO THE CODE OF CONDUCT

This **Code of Conduct** applies to every affiliate of the Kuehne + Nagel organisation. As a global player, Kuehne + Nagel business is subject to the different laws and regulations of every country. However, irrespective of the regional distinctions between the national laws, this Code establishes the general principles of Kuehne + Nagel's business conduct, anywhere in the world. Precedence must always be given to the highest standards, i.e. either this Code of Conduct or local legal requirements should they set even higher standards of compliance.

This **Code of Conduct** applies to every Board Member, Officer and staff member (collectively referred to as "Members" thereafter) of our organisation. Every Member is personally obliged to adhere strictly to the rules and principles set out in this Code. In cases of doubt, exercising good judgment in line with the spirit of this guide is expected.

1.1 What is the obligation of a Kuehne + Nagel Officer?

As a Kuehne + Nagel Officer, it is important to create a culture of compliance where staff members understand their responsibilities and feel comfortable raising concerns without fear of negative repercussions. An example must be set for subordinate staff members in personal behaviour, social competence and lawfulness. An open ear must be kept for any questions or concerns from staff members relating to business ethics and laws.

Kuehne + Nagel Officers are personally accountable for the misconduct of their staff. It is therefore, their responsibility to properly supervise their staff members. It must be clearly communicated that the violation of law and/or this Code of Conduct will have serious employment consequences. Suitable staff members must be selected for tasks and instructed appropriately, in accordance to the law. Additionally, an active role must be played in regularly monitoring compliance to this Code. Any misconduct must be corrected immediately and appropriate disciplinary action taken.

1.2 What is the obligation of a Kuehne + Nagel staff member?

It is the duty of a Kuehne + Nagel staff member to comply with the rules and principles set out in this Code. Details of policies relevant to individual jobs should be learned and a basic understanding of the policy requirements formulated in this Code gained. Failure to follow this Code may result in disciplinary action. Furthermore, violations of this Code may also be violations of the law and may result in severe civil or criminal penalties for staff members, their superiors and/or Kuehne + Nagel.

1.3 Reporting of Violations

Any Kuehne + Nagel Member who becomes aware of any issue or practice that actually or potentially violates the law or any misconduct of this Code must immediately report it to their superior or regional Compliance Representative.

Members reporting any such incidents should not fear any negative repercussions and will be under the protection of the Kuehne + Nagel Management.



2 BUSINESS POLICIES AND PROCEDURES

2.1 Employment Practices

The knowledge, experience and entrepreneurial spirit of our employees determine the success of Kuehne + Nagel Group.

Kuehne + Nagel Group provides a working environment which creates and fosters professional development opportunities on a global scale. Our employment conditions, as well as our remuneration structure, aim to stimulate high performance and to consistently reward excellent results. Kuehne + Nagel assumes social responsibility and seeks to ensure an excellent working environment.

The Kuehne + Nagel Values, Core Principles and Code of Conduct give clear direction in the appropriate behaviour of managers and employees.

The cornerstones of our corporate culture include: respect and support for cultural diversity, open and honest team co-operation and an environment free from intimidation and harassment.

Kuehne + Nagel expects its management to act as role models in their business conduct and leadership style. Any behaviour that goes against our high standard of business ethics should be identified, discussed and prevented.

2.2 Health, Safety and Environment

We provide highest possible levels of safety, health and security for all parties involved by preventing risks to persons, the environment and property.

Kuehne + Nagel is committed to offering environmentally sound, sustainable and innovative supply chain solutions that continually reduce our impact on the environment. Environmental considerations form an integral part in the formulation of strategy and in decision making. Following this commitment Kuehne + Nagel measures its environmental impacts, strives to continuously improve its environmental performance and effectively manages its environment programs. It reduces its natural resource consumption and provides environmentally sensitive product alternatives. Furthermore Kuehne + Nagel communicates its Environmental Policies, Objectives and Targets to employees and sub-contractors and ensures compliance to all relevant Environmental Legislation and Regulation. Additionally Kuehne + Nagel pro-actively develops pollution incident response plans for all sites and respects the surrounding local environment and population.

2.3 Handling of Company Property

It is the obligation of every Member to protect Kuehne + Nagel's property against any improper handling such as carelessness, waste or destruction as well as against theft or other forms of unauthorized removal. The use of Kuehne + Nagel assets is only allowed for legitimate Kuehne + Nagel purposes. Unauthorized personal use of business equipment is prohibited.

The devices and equipment in offices and any Kuehne + Nagel facility are to be used as efficiently as possible and for Kuehne + Nagel's business only.

Any suspected case of theft must be reported directly to the regional Compliance Representative.



2.4 Company Records

We are obliged to respect the integrity of Kuehne + Nagel's record keeping and reporting systems at all times. Kuehne + Nagel requires honest, accurate and timely recording and reporting of information in order to make responsible business decisions.

All of Kuehne + Nagel's books, records, accounts and financial statements must represent the activities they record, in compliance with the company's policies and in a manner that reflects the nature and purpose of the activity. They must be maintained in reasonable detail and should not include any inaccurate events, exaggeration, derogatory remarks, estimations or any other misleading information.

Records and documents must be kept in compliance with applicable document retention laws and Kuehne + Nagel policies.

Documents relevant to any pending, threatening or anticipated litigation, investigation or audit must by no means be destroyed for any reason; until expressly authorized by the responsible regional manager or the responsible member of the Management Board.

2.5 Confidentiality

Notwithstanding Kuehne + Nagel's contractual obligation of confidentiality, it is also compulsory to maintain the confidentiality of proprietary information of Kuehne + Nagel, our customers and our suppliers. Members are not allowed (neither during nor after their employment) to disclose any confidential or proprietary information which was received during their employment at Kuehne + Nagel to anyone not employed by Kuehne + Nagel.

Confidential or proprietary information may only be disclosed to a third party upon respective written authorization given by the responsible manager, or if disclosure is required by law.

Such confidential information includes all non-public information that might be of use to competitors or harmful to Kuehne + Nagel, our customers or our suppliers if disclosed.

2.6 Insider Trading

Members of the Kuehne + Nagel organization are not allowed to directly or indirectly through intermediaries participate in the buying or selling of Kuehne + Nagel Securities or in transactions with Securities of another entity, whereby such entity enters into strategic discussions and/or transactions with Kuehne + Nagel concerning a combination or consolidation, merger, acquisition or similar transaction. The term "Securities" includes shares, options to purchase such shares or any other types of securities related to such shares.

This prohibition applies to Members who are in possession of material non-public information to which they have gained access in connection with their privileged access to such information whilst working for or on behalf of Kuehne + Nagel.

It is also prohibited to advise third parties of the desirability of buying or selling Securities on the basis of such non-public information (investment tips).

In order to avoid even the appearance of a violation of the insider trading rules, the members of the Management Board and the Board of Directors as well as persons working in the Finance or



Communication departments must generally not affect any transactions in Kuehne + Nagel Securities during any “Closed Period”.

A regular Closed Period will be published regularly by Kuehne + Nagel. In addition to these regularly scheduled Closed Periods, Kuehne + Nagel may occasionally impose additional Closed Periods during which there exists sensitive information about Kuehne + Nagel. The Chief Financial Officer (CFO) defines and communicates any additional Closed Periods. Any transaction by one of the above mentioned persons requires the prior written approval by the Chief Financial Officer (CFO).

Using non-public information for personal financial benefit or providing others with investment tips upon which investment decisions might be made is not only unethical but also illegal.

2.7 Conflicts of Interests

All Members are required to maintain high ethical standards while handling conflicts of interest.

A conflict of interest exists when a position within Kuehne + Nagel is used for personal gain aside from the normal compensatory rewards of employment. A conflict of interest also exists when business connections are entertained with competitors, customers or suppliers outside the regular working mandate. The rules prohibiting conflicts of interest can also apply when a family member or friend of an employee has an interest in an outside entity, affiliated with Kuehne + Nagel.

As a basic rule, situations where your personal interest could conflict with Kuehne + Nagel’s interests must be avoided. Whenever a relationship could create such a conflict of interest, a superior must immediately be informed.

2.8 Money Laundering

We are committed to complying fully with all anti-money laundering and anti-terrorism laws throughout the world. We will conduct business only with reputable customers, involved in legitimate business activities with funds derived from legitimate sources.

We will neither enter into nor tolerate any arrangement which facilitates or appears to be used to facilitate any acquisition, retention, use, or control of any money payments intended to disguise the proceeds of crime.

Every Member has to collect and understand documentation about prospective customers and business partners to ensure that they are involved in lawful business activities and their funds are of lawful origin. Reasonable steps must be taken to prevent and detect unacceptable and suspicious forms of payment.

2.9 Gifts, Hospitality and Entertainment

We endeavour to win new business with the quality of our services. Kuehne + Nagel prohibits the soliciting or offering of any gift, personal benefit or unjustified advantage to third parties connected with business dealing in monetary form or otherwise.



Gifts to customers or other business partners and their staff members must be selected so as to avoid any appearance of impropriety in the mind of the recipient. Gifts, hospitality and entertainment are often a common and socially acceptable form of behaviour. However, in some cases they could be suspected or misinterpreted as a form of bribery. Therefore, the following rules apply for gift-giving and receiving of gifts:

1. Members may only accept or offer an unsolicited non-monetary gift if the following conditions are fulfilled: the gift does not go beyond common courtesy and is accepted by local business practices; the value of the gift does not imply any obligation on the part of the recipient; the gift is appropriate with respect to the recipient.
2. You may accept or offer unsolicited entertainment if all the following requirements are met: the entertainment occurs infrequently and not in the ordinary course of business; it involves reasonable expenditures; it takes place in settings that are reasonably appropriate and fitting with the Kuehne + Nagel Members' roles in the related business.

All Members must refrain from accepting or offering any gift or entertainment that does not meet such conditions. In cases of doubt, prior permission for the gift must be obtained from a superior.

2.10 Improper Payments

An improper payment to gain advantage in any situation is never acceptable and exposes Members and our company to possible criminal prosecution. We expressly prohibit all sorts of improper payments, whether to public officials or to private persons, active or passive.

All Members are strictly prohibited from either offering, paying, giving or otherwise transferring any funds or assets, directly or indirectly to someone in a public office or a person having a political influence, to someone applying for a public office, to a political party or any other third party, for the purpose of obtaining or retaining an improper advantage or otherwise securing or retaining business.

Not all bribery takes the form of cash payments. Alternatively, it can take the form of gifts, travel, entertainment or any other undue advantage. The Prohibition further applies to any contribution or payments made through consultants, suppliers, or other third parties on our behalf. Third parties engaged by Kuehne + Nagel must be carefully supervised. Never "turn a blind eye" on our suppliers.

Nearly all countries have adopted laws prohibiting the bribery of government officials. Additionally, the United States Foreign Corrupt Practices Act ("FCPA") deals with corruption conducted abroad. Bribery equates to a criminal offense by the employee and the company involved. Violations of the anti-bribery laws can lead to costly enforcement actions and harsh criminal penalties against our company and the individuals involved. Members found guilty of bribery possibly face imprisonment. Bribery always has a highly negative impact on reputation and business integrity.

Members must familiarize themselves with all applicable anti-corruption laws and conduct our business in strict compliance with these laws. Extreme caution must be taken when choosing partners, representatives, consultants and agents. Any transaction that could appear to be illegal or unethical should be rejected.



Any suspicion that a violation of any applicable anti-bribery law has happened, should be immediately reported to a superior or a regional Compliance Representative. Similarly, any request for payment by or for government officials should be immediately reported to a regional Compliance Representative.

2.11 Facilitation Payments

In some countries, we may be asked to make so-called “Facilitation Payments”. These are payments to low-level public officials or government staff members in accordance with local customs, to expedite routine services or actions by those individuals, which may not in any way relate to obtaining business or influencing the official to take some inappropriate action (such as lowering otherwise applicable custom duties).

Where there is no national or international legal prohibition against such payments and the same is understood to be a local business practice, the utmost should nevertheless be done to avoid making such payments. Such payments should never be made without prior approval from the Regional Manager (RM).

Once approved, any payment that is made must be recorded and appear accurately in the company’s books and records.

In case of doubt, about whether a person is a government official holding a public office, it should be assumed that the person in question is a government official.

For clarification as to whether a particular payment constitutes a Facilitation Payment, and whether the payment is legally allowed, Members are expected to consult the Legal Department.

2.12 Political Contributions

We recognize our employees’ right to participate as individuals in the political process and play an active role in society, including activities in political parties.

However, Kuehne + Nagel companies do not make any political contributions, whether in monetary payments or other donations in kind to any political party or their institutions, agencies or representatives, anywhere in the world.

2.13 Competition and Fair Dealing

We perform our business with honesty, fairness and integrity. We seek competitive advantage through excellent performance, never through unethical or unlawful business practices.

All our customers, suppliers, competitors and employees should be dealt with fairly and lawfully. Taking unfair advantage on anyone through any illegal trade practise like manipulation, abuse of privileged information or misrepresentation of material facts is prohibited.

Kuehne + Nagel must offer customers the best prices and services, independent of what our competitors are doing. Every co-operation or alignment with a competitor for the purpose of gaining new business from a customer is strictly prohibited.



In almost every country worldwide, anti-trust laws generally prohibit agreements, understandings and actions which may restrain trade or reduce competition. A prohibited agreement or understanding can be distinguished by circumstantial evidence and does not require explicit promises or trade reducing agreements. Each Kuehne + Nagel staff member, Officer and Management Board Member must strictly act within the law, and must also avoid anything that might appear as collusion or improper action.

In particular, entering into any collusive agreement or commitment with a competitor concerning price fixing, allocations of customers or territories, customer/supplier boycotts or other similar agreements is not permitted. It is also prohibited to "team" or work with other companies in order to limit competition, e.g. for "bid rigging" or to exchange confidential information with competitors about the aforementioned subjects.

Kuehne + Nagel employees must not enter into any discussions with any competitor about the above mentioned subjects and shall immediately exit any meeting (including social gatherings or trade alliance meetings) where forbidden subjects are discussed with competitors. A point of your departure should be made so others will remember and such incidents should be reported to the respective Legal department.

Members must principally conduct business with customers without any interaction with competitors of Kuehne + Nagel.

Due to the complexity of anti-trust law, Kuehne + Nagel staff members and Officers are strongly advised to consult the Legal Department with any questions.

Schindellegi, September 21, 2009

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