



Supplier Code of Conduct

Table of Contents

PREAMBLE	3
1. ACTING ETHICALLY.....	3
1.1 ANTI-BRIBERY & ANTI-CORRUPTION	3
1.2 GIFTS & INVITATIONS.....	3
1.3 CONFLICT OF INTEREST	4
1.4 FAIR COMPETITION	4
1.5 CONFLICT MINERALS	5
1.6 GOOD TRADE PRACTICES	5
1.7 FINANCE	5
1.8 INTELLECTUAL PROPERTY & COUNTERFEITS	6
1.9 INFORMATION SECURITY	6
1.10 SENSITIVE, CONFIDENTIAL AND PROPRIETARY INFORMATION.....	6
1.11 PRIVACY OF PERSONAL INFORMATION	7
2. CARING FOR OUR PEOPLE.....	7
2.1 HUMAN RIGHTS	7
2.2 EMPLOYMENT PRACTICES.....	8
2.3 ENVIRONMENT, HEALTH & SAFETY	8
3. REDUCING ENVIRONMENTAL FOOTPRINT.....	9
3.1 COMPLYING WITH ALL APPLICABLE ENVIRONMENTAL LAWS	9
3.2 PRESERVING THE RESOURCES	9
3.3 REDUCING GREENHOUSE GAS EMISSIONS	10
4. SUSTAINABLE PROCUREMENT.....	10
5. CONCLUSION	10
5.1 SUPPLIER'S COMMITMENT.....	10
5.2 REPORTING A CONCERN OR ISSUE	11
5.3 AUDIT RIGHTS.....	11
5.4 CORRECTIVE MEASURES.....	11

Preamble

At Expleo, people are the driving force of our business. Expleo's values define who we are, what we stand for, and how we behave. Expleo's values and Corporate Social Responsibility (hereinafter 'CSR') vision bring together all our employees and stakeholders around common standards and principles that involve behaviours and acts calling for discernment, exemplarity, integrity, responsibility, and transparency.

At Expleo, it is our collective responsibility to do the right thing. We are committed to complying with all applicable laws and regulations. To further that objective, Expleo has adopted a comprehensive ethics & compliance program, which includes guidelines, periodic training, awareness, and advice.

Expleo seeks to work with suppliers and subcontractors (hereinafter 'Supplier') that agree to comply with the ethical, social, and environmental requirements of this Supplier Code of Conduct which also abides by the principles stipulated in the conventions of the International Labour Organization, the Universal Declaration on Human Rights, the guiding principles of the OECD and of the Global Compact.

1. Acting ethically

Doing business with integrity is at the very core of Expleo's values and is central to building trust-based relationships with our stakeholders.

The highest standards of integrity are to be upheld in all business interactions.

Supplier shall identify and comply with all applicable international, national, and local laws and regulations, contractual agreements, and internationally recognized standards. Supplier shall also conform its practices to generally accepted industry standards, shall obtain, maintain, and keep up to date all applicable permits, certificates, licenses and registrations, and shall operate in accordance with permit limitations and requirements at all times.

1.1 Anti-bribery & anti-corruption

Corruption violates the public's trust, threatens economic and social development, and hurts fair trade. Expleo is committed to doing business with integrity and in compliance with the highest anti-corruption standards. Expleo expects Supplier to comply with applicable anti-corruption laws, directives, and regulations in the countries where it operates.

Each Supplier shall conduct itself with honesty, fairness, and high ethical standards, avoiding even the appearance of impropriety in all its business interactions worldwide.

Suppliers shall not make, authorize, or offer any bribes, kickbacks, or payments of money or any-thing of value to anyone, including officials, employees, or representatives of any government or public or international organization, or to any other third party (public or private sector) for the purpose of obtaining or retaining business, or influencing any other favourable business decision. This includes giving money or anything of value to anyone when there is reason to believe that it will be passed on to a government official or the decision-maker at a customer or potential customer company for this purpose.

Suppliers must not engage in any unethical business activity or arrangements with any Expleo employees.

Suppliers must show due diligence with regard to preventing and detecting corruption in all commercial contracts, including partnerships, associated companies, netting agreements and the recruitment of intermediaries such as agents or consultants.

1.2 Gifts & invitations

We believe Suppliers should compete on the merits of their products and services.

The exchange of business courtesies may not be used to gain an unfair competitive advantage or exercise improper influence. In any business relationship, Suppliers must ensure that the offering or receipt of any gift or business courtesy is permitted by law and regulation and complies with any contractual obligations, and that any exchanges do not violate the rules and standards of the recipient's organisation and are consistent with reasonable marketplace customs and practices.

Moreover, Suppliers shall not directly or indirectly provide any gift, travel, entertainment, political contribution, or charitable donation of any value to any third party on behalf of Expleo.

Suppliers may offer to an Expleo employee a gift, travel, or entertainment only if it:

- a) is appropriate (no cash or cash equivalents or other lavish gift type),
- b) does not create an actual impropriety or a perception of impropriety, and complies with all laws, regulations, and policies for all parties),
- c) is of (i) 100 EUR including taxes in Europe, North America, and Oceania (ii) 50 EUR including taxes in Asia, South America, and Africa, and with full transparency of its value.

1.3 Conflict of interest

Expleo's employees are expected to always maintain the highest degree of integrity when dealing with Expleo's business partners and to act solely in the best interest of Expleo. A conflict of interest arises whenever employee's personal interests compromise that employee's ability to fully and objectively perform their responsibilities for the benefit of Expleo. The situations that generate this type of conflict usually involve an effort to obtain some sort of personal or family benefit, or the pursuit of an outside business interest, in a way that conflicts with the economic or reputational interests of Expleo. Employees are required to disclose actual or potential conflicts of interest to Expleo, thereby allowing Expleo to evaluate the situation.

Supplier must ensure the absence of any conflict of interest or any situation that could lead to a conflict of interest. Supplier shall disclose to Expleo any perceived, potential, or actual conflict of interest as soon as it has been made aware. Expleo's whistleblowing platform, that can be accessed via this link: [Ethics & compliance \(expleogroup.com\)](https://ethics.expleogroup.com).

1.4 Fair competition

Antitrust and competition laws are designed to protect consumers and competitors against unfair business practices and promote and protect healthy competition. Antitrust or competition laws vary from country to country, but generally such laws prohibit agreements or actions that unreasonably restrain trade, are deceptive or misleading, or unreasonably reduce competition without providing beneficial effects to consumers.

Expleo is committed to competing fairly and in compliance with the antitrust and competition laws in every country where it does business.

Supplier shall comply with all applicable fair business, advertising, and antitrust competition laws.

Any consultation or dialogue between suppliers concerning price, bids or business conditions is strictly prohibited. Supplier must not:

- enter into formal or informal anti-competitive arrangements that fix prices, collude, rig bids, limit supply or allocate/control markets;
- exchange current, recent, or future pricing information with competitors;
- participate in a cartel or any activity that would unlawfully restrain or impact competition.

1.5 Conflict minerals

Expleo recognizes the risk of contribution to adverse impacts such as human rights violations and conflict of mining and trading of minerals and raw materials.

Supplier shall respect all internationally recognized human rights and conduct responsible supply chain management of any minerals and raw materials, and in particular of those from conflict affected and high-risk areas.

Supplier shall ensure that products supplied to Expleo do not contain metals derived from minerals or their derivatives originated from conflict regions that directly or indirectly finance or benefit armed groups and cause or foster human rights abuses.

1.6 Good trade practices

Supplier must comply with export control regulations applicable to its business and provide accurate and truthful information about it to customs and other authorities when required.

1.6.1 Import

Supplier must ensure that its business practices are in accordance with all applicable laws, directives and regulations governing the import of parts, components, and technical data. Expleo requires its Supplier to provide truthful and accurate information and obtain appropriate licenses and/or consents where necessary.

1.6.2 Export

Supplier must ensure that its business practices are in accordance with all applicable laws, directives and regulations governing the export of parts, components, and technical data. Expleo requires its Supplier to provide truthful and accurate information and obtain appropriate licenses and/or consents where necessary.

1.6.3 Sanctions and embargos

Supplier must comply with all laws, directives and regulations on sanctions and embargoes that apply to exports, imports and associated financial flows.

1.7 Finance

Supplier must act with integrity in all its dealings and must not engage in any type of fraudulent activities. Supplier must not under any circumstances draw any benefit from acts of fraud, embezzlement or falsification, and Supplier must not authorise a third party to do so. This includes fraud or theft within its company or that of a customer or third party, and all forms of misappropriation of assets.

1.7.1 Anti-money laundering & counter terrorist financing laws

Money laundering is the process of taking funds obtained from criminal activities such as tax evasion, corruption, financial fraud, or terrorism and disguising the illegally obtained funds to make them look legitimate.

Supplier shall have processes in place to prevent money laundering. Supplier must always verify the origin of funds, engage business with reputable partners, and conduct financial transactions in compliance with all applicable anti-money laundering laws and regulations.

1.7.2 Maintain accurate records

Supplier must create and maintain accurate records. All records, regardless of format, made or received as evidence of a business transaction must fully and accurately represent the transaction or event being documented. When a record is no longer needed to conduct current business, records should still be retained based on the applicable retention requirements. Supplier must not falsify or provide fraudulent records, billings or other statements to us or our customers.

1.7.3 Payment practice

Supplier is expected to be fair and reasonable in their payment practices and pay undisputed and valid invoices on time in accordance with agreed contractual payment terms and applicable laws.

1.7.4 Taxes

Supplier must ensure it complies with all applicable tax laws and regulations in the countries where it operates and be open and transparent with the tax authorities. Under no circumstances should Supplier engage in deliberate illegal tax evasion or facilitate such evasion on behalf of others.

As such, Supplier must put in place effective controls to minimise the risk of tax evasion or its facilitation, and provide appropriate training, support and whistleblowing procedures to ensure their employees understand and implement them effectively and can report any concerns.

1.8 Intellectual property & counterfeits

Supplier shall comply with all applicable intellectual property rights and laws, including protection against disclosure, patents, copyrights and trademarks.

Supplier shall only use information technology and software that it has acquired or licensed legitimately and shall use them only in accordance with the terms of such licenses.

Supplier shall not transfer any of Expleo's technology, proprietary information, or trade secrets without prior written consent from Expleo's Legal Department.

Supplier is expected to develop, implement, and maintain effective methods and processes appropriate to its products to minimize the risk of counterfeit parts and materials being delivered. Effective processes should be in place to detect, report and quarantine counterfeit parts and materials and to prevent such parts re-entering the supply chain. If counterfeit parts and/or materials are detected or suspected, Supplier should provide immediate notification to the recipients of such counterfeit parts and/or materials.

1.9 Information security

Supplier's data and Information Security is an essential requirement for Expleo. Expleo may entrust data to and/or grant Supplier access to its Information Security. Supplier must comply with any security requirements that Expleo sends it. In order to ensure the confidentiality, integrity, availability, accountability and traceability of Expleo's confidential information and data media in accordance with Expleo's security requirements, Supplier shall take all necessary precautions to protect them, particularly by using computer access control methods and/or encryption of confidential information at rest and in transit, following Expleo own requirements and methodology. Expleo's Supplier must make sure that appropriate computer, hardware and software security measures are in place in order to protect all information property of Expleo and its clients & partners as well as personal data from any loss, alteration or unauthorized access.

1.10 Sensitive, confidential and proprietary information

Supplier must maintain the confidentiality of all information entrusted to it by Expleo, its customers or other third parties, except where disclosure is authorized or legally required (and then only after notice).

Expleo requires Supplier properly to handle and protect from improper disclosure any sensitive information, including classified, controlled, proprietary and personal information, competition sensitive information and intellectual property. Information should not be used for any purpose (e.g., advertisement, publicity, and the like) other than the business purpose for which it was provided, unless there is prior authorization from the owner.

Supplier and its employees must not use any material or non-publicly disclosed information obtained in the course of their business relationship with Expleo as the basis for engaging in any action to take advantage of that information, including passing that information on to others.

1.11 Privacy of personal information

In its relationship with Expleo, Supplier must comply with all applicable data privacy laws and regulations.

Expleo's Supplier must process personal data provided by Expleo in accordance with the principles of privacy by design and by default in particular.

Whenever a Supplier is entrusted with personal information about individuals, Supplier shall safeguard it and take appropriate steps to protect it from misuse. Moreover, Supplier must protect personal data/information, from unauthorized access, destruction, use, modification, and disclosure, through appropriate physical and electronic security procedures, including mitigating emerging risk to information systems by implementing appropriate IT cyber security programs.

Supplier recognizes that any use, sharing or retention of personal data must be supported by, or based on, consent or a legitimate, compelling business purpose, and strictly in accordance with the contractual terms and conditions agreed with Expleo.

Supplier must immediately report to Expleo any suspected or actual data breach or security incident as soon as Supplier is aware of. The data protection officer can be contacted at dpo@expleogroup.com.

Supplier is encouraged to implement a risk evaluation process in order to identify threats to privacy, and to act upon any threats or risks identified.

2. Caring for our people

Expleo expects Supplier to support and respect:

- internationally recognized human rights as expressed in the International Declaration of Human Rights, and
- the principles concerning fundamental rights set out in the International Labour Organization's Declaration on Fundamental Principles and Rights at Work.

Accordingly, Supplier treats people with dignity and respect, and maintain a respectful and safe, inclusive and accessible workplace, physical and virtual.

Supplier is expected to identify risks and actual adverse human rights impacts related to its activities and through their business relationships. Supplier should take appropriate steps to reduce risk and ensure its operations do not cause or contribute to human rights abuses and to remedy any adverse impacts directly caused, or contributed to, by its activities or through business relationships.

2.1 Human Rights

Supplier shall comply with regulations prohibiting human trafficking, as well as applicable local laws in the countries where they operate.

Supplier must refrain from violating the rights of others and must remedy any negative impact of their activities on human rights.

Supplier shall not use forced, bonded, or compulsory labour, and employees must be free to leave their employment after reasonable notice.

Supplier shall prevent all forms of child labour. The term “child” refers to any person under the minimum legal age for employment where the work is performed, and/or the minimum working age defined by the International Labour Organization, whichever is higher. All workers under the age of 18 must be protected from performing work that is likely to be hazardous or that may be harmful to their health, physical, mental, social, spiritual, or moral development.

2.2 Employment practices

2.2.1 Working hours

Supplier shall always respect and comply with applicable laws and collective bargaining agreements, if applicable, on working and resting hours, including overtime working hours, as well as annual, sick and parental leave and any other applicable leave regulations.

Supplier is encouraged to maintain reasonable working hour schedules for its employees in order to prevent quality and safety incidents and to minimize strains on employees’ physical and mental health.

2.2.2 Wages and benefits

Supplier shall pay its employees based on the minimum wage established by local law and provide them with all social benefits required by law.

In addition to pay for regular hours, overtime hours shall be paid at a higher rate as provided for by law. If a country does not have such a law in place, overtime hours must be paid at least at the same rate as regular hours.

Withholding wages as a disciplinary measure shall not be permitted.

2.2.3 Freedom of Association

Supplier shall not place unreasonable restrictions on the freedom of movement of their workers. Supplier shall adhere to applicable law and collective bargaining agreements where such agreements exist; and support parallel means of dialogue such as the implementation of collective employee representation and robust and effective dialogue between management and employees where laws prohibit these freedoms.

2.2.4 Diversity, equal opportunities and respect for the individual

Supplier must provide equal employment opportunity to employees and applicants for employment without discrimination and comply with all non-discrimination laws and regulations.

Supplier is expected to foster a diverse and inclusive work environment where employees are treated with dignity, respect and fairness, regardless of their race, colour, religion, gender, age, ethnic or national origin, disability, sexual orientation or preference, gender identity, marital status, citizenship status, political preference or another personal characteristic.

Expleo requires Supplier to not tolerate physical violence, threats, corporal punishment, mental coercion, verbal abuse, disrespectful behaviour, bullying or harassment of any kind (whether or not such harassment is legally prohibited on the basis of protected characteristics).

2.3 Environment, health & safety

2.3.1 Safe, healthy work environment

Supplier is expected to establish an appropriate health and safety management system (e.g., ISO45001 or equivalent) including policies aimed at protecting the health, safety and welfare of employees, contractors, visitors and others who may be affected by its activities by striving to eliminate fatalities, work-related injuries, health impairment and limiting exposure to safety hazards.

2.3.2 Process safety

Supplier shall have safety programs in place for managing and maintaining all its production processes in accordance with the applicable safety standards. Programs shall be appropriate to facility and process risks. Supplier shall appropriately communicate, disclose, and manage hazards inherent in their processes and products to ensure that affected or potentially affected third parties are protected. Likewise, major incidents shall be analysed and communicated in a timely fashion. For hazardous installations and processes, Supplier shall regularly conduct specific risk assessments and implement measures that prevent the occurrence of incidents such as chemical releases, fires or explosions.

2.3.3 Product safety

Supplier shall meet generally recognized quality standards or contractually agreed quality requirements and standards in order to provide products and services that consistently meet Expleo's and its customers' needs, perform as warranted and are safe for their intended use.

Supplier must comply with product safety regulations, label products properly and communicate product-handling requirements. Supplier shall provide to relevant parties the applicable documentation containing all necessary safety-relevant information for all hazardous substances in case of a legitimate need. This includes product information, safety data sheets, notification or registration confirmations, uses and exposure scenarios. Supplier pro-actively and transparently shares information about the health, safety, and environmental aspects of its products with all relevant parties.

Expleo expects Supplier to have in place quality assurance processes to identify defects and implement corrective actions and to facilitate the delivery of a product whose quality meets or exceeds the contract requirements.

Supplier shall immediately address all critical issues that have the potential to negatively affect the quality of products and services. Supplier must inform Expleo about changes of the manufacturing or supply process that have the potential to impact the specification of products and services provided.

3. Reducing environmental footprint

Expleo has decided to become *Net-Zero Greenhouse Gas Emissions* across the value chain by 2030, in accordance with the *Science Based Target* initiative (SBTi) methodology, the United Nations Global Compact and the Paris Agreement. Expleo's approach consists in taking action in its operations, across the value chain and affiliates, and to influence the society. Expleo's vision is to embody an active and leading role in the path towards a *Net-Zero* society by preventing, controlling and reducing its carbon footprint, deploying sustainable innovation and increasing awareness and actions of its stakeholders.

Expleo expects Supplier to adhere to its *Net-Zero* initiative by setting its own emission reduction targets in line with recognized standards and implementing an action plans to reduce its environmental footprint.

3.1 Complying with all applicable environmental laws

Supplier ensures to identify and to adhere to all the applicable local, national, regional and international (when applicable) regulations relating to environmental protection within the countries where it carries out their activities, such as requirements regarding chemical and waste management and disposal, industrial wastewater treatment and discharge, air emissions controls, environmental permits and environmental reporting.

3.2 Preserving the resources

Supplier shall monitor, track and document its consumption of natural resources such as water and raw materials, as well as sources of energy in order to be able to measure it and influence fostering opportunities for improvement and minimized consumption.

Supplier is encouraged to use and consume natural resources and sources of energy in an optimized and efficient way, with particular focus on implementing conservation and recycling practices in Supplier's production and

maintenance processes. At all times, we encourage Supplier to adhere to the precautionary principle by, when suitable alternatives are available, substituting materials and methods posing potential environmental and health related risks. A Supplier located in an area affected by water scarcity and/or water stress is encouraged to economize and to secure existing and future access to water sources, and to seek opportunities for responsible treatment of water and wastewater discharges.

Moreover, Supplier is encouraged to implement a waste management strategy that targets: prevention, reduction, reuse, recycling, energy recovery, incineration without energy recovery, and landfill/disposal of waste in a safe and environmentally responsible manner. Supplier is encouraged to design all packaging material in a way that facilitates a circular economy approach.

Consumption shall be monitored, tracked and documented on both the site and corporate level and provided to Expleo upon request.

3.3 Reducing greenhouse gas emissions

Supplier shall monitor, track and document its emissions to air, water and soil from its facilities and transports as well as the wastewater and solid waste generated by its operations in order to be able to identify aspects that Supplier can control and influence fostering opportunities for improvement and minimized emission.

Supplier shall implement energy efficiency measures at all its sites and power its operations as much as possible with renewable energy sources.

Supplier shall monitor, track and document the composition of their packaging material which becomes waste at Expleo in order to facilitate steps towards circular economy, e.g., utilizing non-complex materials and/or materials for which there are locally established recycling markets available.

Supplier is encouraged to routinely control, minimize and to the extent possible eliminate greenhouse gas emissions and discharges or pollutants at the source or by other adequate measures. Supplier is also encouraged to control and treat wastewater and solid waste generated from the operations, industrial process and sanitation facilities of the Supplier prior to discharge or disposal.

All output shall be monitored, tracked and documented on both the site and corporate level and be provided to Expleo upon request.

4. Sustainable procurement

The Supplier shall take the necessary actions to flow down the Supplier Code of Conduct principles to its affiliates, subsidiaries and to their subcontractors involved in business with Expleo.

Expleo expects Supplier to apply the standards set in this Supplier Code of Conduct to their own suppliers. It also expected that Supplier monitors its own suppliers' compliance to the above requirements.

5. Conclusion

5.1 Supplier's commitment

Compliance with this Supplier Code of Conduct is an important criterion that is taken into consideration in Expleo's Supplier selection process. Expleo requires Supplier to maintain an effective ethics and compliance program and to meet the requirements of this Supplier Code of Conduct.

Upon signature of this Supplier Code of Conduct, the Supplier accepts that this document shall be a commitment to the principles set out herein for all existing contracts (if any), and for all business and contractual relationship with Expleo. Violation of any provision of this Supplier Code of Conduct shall be deemed a material breach of any contract in force between Expleo and Supplier.

5.2 Reporting a concern or issue

Supplier shall encourage and provide means for its employees to report concerns, complaints, or potentially unlawful activities in the workplace without threat of reprisal, intimidation or harassment. Any report should be treated in a confidential manner. Supplier shall investigate such reports and take corrective action if needed. Supplier shall notify Expleo of legal actions, administrative investigations or prosecutions that may affect their performance of Expleo business or that could potentially adversely affect Supplier's and Expleo's reputation.

Supplier should also take action to prevent, detect, and correct any retaliatory actions.

If at any time Supplier or one of its employees believes that a Expleo employee has acted contrary to this Supplier Code of Conduct, Supplier or its employees are encouraged to report its concerns to Expleo's whistleblowing platform, that can be accessed via this link: [Ethics & compliance \(expleogroup.com\)](https://ethics.compliance.expleogroup.com).

5.3 Audit rights

Expleo may from time-to-time request certain information from Supplier in relation to their compliance with these Supplier Code of Conduct in order that Expleo may fulfil its obligations with regard to monitoring, reporting and verification of its supply chain. Information Security technical assessment & audits can also be conducted. Supplier shall comply with such requests in a full and timely manner.

Moreover, Expleo may audit, at its own cost and expense, Supplier's adherence to the principles set out in this Supplier Code of Conduct via on-site or remote audits. Such audits may be conducted during normal business hours once annually, and Expleo will provide at least 30 days prior written notice of its intention to conduct such an audit. Expleo will conduct such audits in a manner that will result in minimal disruption to Supplier's business and HR operations. Expleo's employees or independent representatives (who must not be competitors of Supplier) will execute appropriate confidentiality agreements prior to such audit.

For the purposes of this audit, Supplier will provide Expleo's employees and independent representatives with reasonable access to relevant information. Unless otherwise agreed in writing, Expleo will not be entitled to audit other confidential information of Supplier, including: (a) information about other clients or business partners of Supplier; (b) cost or pricing information; (c) internal employee surveys or survey results; (d) employee demographic information; (e) information about grievances or legal claims; (f) legally privileged advice; or (g) non-public personal data relating to employees (including individual training records).

Expleo shall notify Supplier if any matters of concern are identified by its audit and/or information provided by it, and authorised officers of Supplier meet with Expleo to discuss such concerns within 10 business days of notice where the concern identified is material in nature.

5.4 Corrective measures

Whenever a situation of non-compliance is identified, Expleo may work with Supplier to develop and implement a corrective plan to improve and remedy the situation.

In the case of an actual or possible violation of law or regulation, Expleo may be required to report to proper authorities. Expleo reserves the right to terminate the relationship with Supplier or take any other appropriate action with Supplier under the terms of the existing procurement/purchasing contract.