

SUPPLIER AND SUBCONTRACTOR CHARTER





TABLE OF CONTENT

1	PREAMBLE	4
2	OUR VALUES	5
3	OUR EXPECTATIONS	6
	3.1. APPLICATION OF THE PRINCIPLES	
	3.2. COMPLIANCE WITH LAWS AND REGULATIONS	
	3.3. ETHICS ALERT	
4	OUR PRINCIPLES	7
	4.1. HUMAN RIGHTS PRINCIPLES	
	4.1.1. Protection of International Human Rights law	
	4.1.2. Complicity in Human Rights Violations	
	4.2. INTERNATIONAL LABOUR STANDARDS PRINCIPLES	
	4.2.1. Freedom of Association and the Right to Collective Bargaining	
	4.2.2. Forced or Compulsory Labour	
	4.2.3. Child Labour	
	4.2.4. Discrimination in Employment and Occupation	
	4.2.5. Health and Safety	
	4.2.6. Working Hours	
	4.2.7. Fair Wages	
	4.3. ENVIRONMENTAL PRINCIPLES	
	4.3.1. Environmental impact	
	4.3.2. Carbon footprint expectations	
	4.3.3. Accreditation	

4.4. ETHICAL BUSINESS PRINCIPLES

- 4.4.1. Combating Corruption, extortion, Bribery and money laundering
- 4.4.2. Competition
- 4.4.3. Taxation
- 4.4.4. Personal Data
- 4.4.5. Adherence to foreign trade law regulations
- 4.4.6. Relationships with Small and Medium-Sized Suppliers

5 OTHER PROVISIONS 11

5.1. SUBCONTRACTING

5.2. PUBLICATION OF INFORMATION

5.3. PERFORMANCE MONITORING PLATFORMS

5.4. OUR RECIPROCAL COMMITMENTS



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1

PREAMBLE

The SPIE Group places sustainable development at the heart of its strategy. SPIE adheres to the OECD's guiding principles and has been a member of the Global Compact since 2003. The Global Compact is an organisation that, under the aegis of the United Nations, encourages companies to promote the defense of human rights, respect for labor standards, the fight against corruption and the consideration of environmental issues.

In line with this commitment, the supplier and subcontractor charter reflects SPIE's desire to promote the principles of the Global Compact among its suppliers and subcontractors.

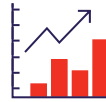
SPIE has drawn up this charter by incorporating

- The 10 principles of the Global Compact
- The OECD's recommendations for multinational companies
- International Labour Organisation (ILO) conventions

SPIE's Supplier and Subcontractor Charter applies to all suppliers and subcontractors that have a business relationship with SPIE and we encourage them to promote this Charter within their own sphere of influence.

2 OUR VALUES

In line with its values of performance, proximity and responsibility, SPIE has adopted guiding principles in the areas of ethics, environment, health and safety, respect for the men and women in the company, diversity, training, risk management, local involvement and customer focus.



PERFORMANCE

PROXIMITY



RESPONSIBILITY

OUR EXPECTATIONS

3.1. APPLICATION OF THE PRINCIPLES

In line with its commitment and values, SPIE expects each of its suppliers and subcontractors to respect the principles set out in this charter.

Our suppliers and subcontractors are strongly encouraged to communicate to us opportunities to improve their responsible practices in the areas of safety, the environment, human rights and ethics. Suppliers and subcontractors will implement procedures and internal controls to ensure compliance with these principles. SPIE also expects its suppliers and subcontractors to take the necessary steps to ensure that these principles are communicated to their own suppliers and subcontractors.

We are convinced that the adherence of our suppliers and subcontractors to this Charter contributes to creating value for all in a mutually beneficial relationship.

3.2. COMPLIANCE WITH LAWS AND REGULATIONS



Suppliers and subcontractors must respect and comply with the laws and regulations in all countries in which they operate, procure and/or sell goods and services. In case the local legislation requirements are lower than the international standards, which are stated here, suppliers are required to follow the latest international standards. They must implement the requirements of SPIE charter into their entire supply chain.

Suppliers and subcontractors undertake to comply with all applicable laws, regulations, and international treaties particularly in the areas of:

- Human, labor and social rights
- Respect for the environment
- Business ethics, including the fight against corruption, compliance with competition law and international trade rules
- Protection of resources, including information and data



3.3. ETHICS ALERT

Each supplier and subcontractor is asked to display vigilance and to report any breach to SPIE, notably through its Compliance Officers or by sending a letter to a person belonging to SPIE Group. The Compliance Officers of SPIE collect and manage all the whistleblowing confidentially, with the assurance that the necessary measures will be taken in the event of a violation.



The whistleblowing platform of SPIE can be accessed at the following address: <https://alert.spie.com/>

SPIE also provides a [procedure](#) for collecting and processing reports and alerts.





4.1. HUMAN RIGHTS PRINCIPLES

4.1.1. Protection of International Human Rights law

Respecting human rights means being vigilant in identifying potential direct or indirect negative impacts of the organization in order to correct them.

Human beings should enjoy their rights without distinction on any ground such as origin, color, gender, language, religion, political or other opinion, national or social origin, property, birth or other status.

Reference: OECD-UN Global Compact Recommendations.

4.1.2. Complicity in Human Rights Violations

Complicity is being directly or indirectly involved in the violation of human rights by another company, government, individual, group or other.

In order to counter this risk, SPIE implements due diligence, particularly within its value chain. These processes identify, prevent or mitigate human rights risks related to its products, operations or services. The same due diligence is expected of its suppliers and subcontractors.

Reference: OECD-UN Global Compact Recommendations.

4.2. INTERNATIONAL LABOUR STANDARDS PRINCIPLES

4.2.1. Freedom of Association and the Right to Collective Bargaining

Freedom of association, the subject of ILO Recommendation 87 of 1948, implies respect for the right of all employers and workers to freely and voluntarily form and join groups for the promotion and defense of their occupational interests. Workers and employers have the right to establish, join and operate their own organizations. All, including employers, have the right to freedom of expression and opinion, including on trade union matters, provided that the exercise of this right does not interfere with a worker's right to freedom of association.



4.2.2. Forced or Compulsory Labour

Suppliers and subcontractors must contribute to the elimination of forced labor by not using any form of forced or compulsory labor as defined by ILO Conventions C29 of 1930 and C105 of 1957.

Forced or compulsory labor means any work or service which is exacted from any person under the menace of any penalty and for which the said person has not offered himself voluntarily. Providing a wage or other remuneration to a worker does not necessarily mean that the work is not forced or compulsory. Work should be given freely, and employees should be free to leave their work in accordance with established rules.

4.2.3. Child Labour

Child labor is work that is harmful to the physical, social, mental, psychological and spiritual development of the child insofar as it occurs at too early an age.

Suppliers and subcontractors must contribute to the effective abolition of child labor.

They commit themselves not to directly or indirectly employ a child below the minimum age of employment admission or work as set by the host country or, failing that, under the conditions set out in ILO Convention C138 of 1973.

Suppliers and subcontractors ensure the elimination of the worst forms of child labor in accordance with ILO Convention C182 of 1999.

4.2.4. Discrimination in Employment and Occupation

Suppliers and subcontractors prohibit discrimination or marginalization in employment and employment practices such as applications for employment, promotions, rewards, access to training, job assignments, wages, benefits, discipline, termination or retirement that consists of treating people differently because of characteristics that are not related to their merit or the skills inherent in the job. These characteristics generally include skin color, gender, religion, political opinion, national and social origin,...

Reference: ILO Convention C100 of 1951, and C101 of 1952.

4.2.5. Health and Safety

SPIE aims for zero accidents. SPIE requires that no person is exposed to unacceptable health or safety risks while working under its responsibility.

We expect our suppliers and subcontractors to identify and eliminate any unsafe working conditions.

Our suppliers and subcontractors must implement all necessary preventive measures to achieve the above-mentioned zero accident objective and thus prevent the occurrence of occupational accidents and diseases (training, safety orientation, protective equipment, work equipment, adapted operating procedures, etc.)

The design and methods of use of our suppliers and subcontractors products and equipment must prioritize the preservation of the physical integrity and health of users or third parties.

4.2.6. Working Hours

Suppliers and subcontractors must comply with the legal and/or conventional legislation on working hours applicable in the country concerned. Working hours should not exceed 48 hours per week and 8 hours per day, subject to the provisions described in ILO Convention C30 of 1930.

4.2.7. Fair Wages

Suppliers and subcontractors must comply with the minimum wage legislation in force in the country concerned. Workers must be paid in a fairly and a timely manner.



4.3. ENVIRONMENTAL PRINCIPLES



SPIE seeks to reduce its major environmental impacts as detailed in its [environmental code](#).



4.3.1. Environmental impact

Suppliers and subcontractors must identify, manage and measure their environmental impacts in a context of continuous improvement, including in the design of new products and services. This involves, among other impacts that vary according to the company's activity, the search for energy efficiency, the reduction and recycling of waste, and the substitution or, failing that, the responsible use of chemical products for which the supplier ensures traceability.

4.3.2. Carbon footprint expectations

SPIE focuses on reducing its carbon footprint in order to meet its commitments to Science-Based Targets throughout its value chain. These targets cover greenhouse gas emissions from company's activities (scopes 1 and 2), from company's procured goods and services (scope 3) and are consistent with the reductions required to limit global warming to 1.5 °C. Consequently, suppliers and subcontractors are expected to be aware of their carbon footprint and to set ambitious targets for reducing it.

4.3.3. Accreditation

In general, SPIE encourages its suppliers and subcontractors to set up an ISO 14001-certified environmental management system or equivalent or, failing that, to align their practices with this standard.



4.4. ETHICAL BUSINESS PRINCIPLES

SPIE maintains high ethical commitments ([SPIE Ethics Code](#)) in the conduct of its business. These requirements aim to instill and maintain a strong culture based on trust and integrity.

When we conduct tenders, we select our suppliers and subcontractors based on open and competitive consultations.

We require our suppliers and subcontractors to establish and maintain ethical principles at all levels of the company:

- If national legislation imposes stricter rules than the SPIE Ethics Code, national legislation must always prevail.
- If the SPIE Ethics Code provides for stricter rules than national legislation, the SPIE Ethics Code must be applied.

4.4.1. Combating Corruption, extortion, Bribery and money laundering

In order to protect itself against reputational, financial and legal risks, etc., SPIE asks its suppliers and subcontractors not to offer, directly or indirectly, promises nor grants undue advantages, pecuniary or otherwise, to public officials or employees of their business partners. SPIE encourages the implementation of internal control mechanisms to prevent and detect corruption and to inform their employees of their policy.

Reference: SAPIN 2 LAW, FCPA, UK bribery acts and OECD Recommendations.



4.4.2. Competition

SPIE expects its suppliers and subcontractors to conduct their activities in a manner consistent with all applicable laws and regulations, to refuse to enter into or to execute anti-competitive agreements such as:

- price fixing
- concerted bidding
- establishing production limitations or quotas
- sharing or dividing markets by allocating customers, suppliers, geographical areas or business lines.

Reference: Sapin 2 Law and OECD Recommendations.



4.4.3. Taxation

Suppliers and subcontractors must pay, in a timely manner, all charges and taxes for which they are liable in accordance with applicable local laws.

4.4.4. Personal Data

SPIE's suppliers and subcontractors undertake to process personal data concerning SPIE's staff and business partners in accordance with the General Data Protection Regulation (GDPR) and any other applicable legislation on the protection of personal data.

4.4.5. Adherence to foreign trade law regulations

By the use of appropriate measures, suppliers must ensure that transactions with third parties do not violate applicable law on economic embargoes or trade regulations, import and export controls or provisions concerning the international fight against terrorist financing.

4.4.6. Relationships with small and medium-sized suppliers

SPIE's suppliers and subcontractors pay attention to their relations with their small and medium-sized suppliers, particularly regarding the following aspects:

- Financial fairness: payment in accordance with the European provisions or with the national law of the country where the United Nations Convention on Contracts for the International Sale of Goods (CISG) is in force.
- Close collaboration with strategic suppliers and subcontractors.
- Vigilance over possible mutual dependence and its consequences.
- Mutual trust based on the exchange of relations necessary for the management of activities.
- Evaluation of competitiveness based on the completeness of costs and on the estimation of risks inherent in the supply chain.



5

OTHER PROVISIONS

5.1. SUBCONTRACTING

In the absence of any relationship of subordination between the principal (SPIE) and the subcontractor, SPIE may, where necessary, intervene with its subcontractor in the event of a proven breach of the points mentioned in this Charter and in particular in the event of a breach of basic safety and ethical principles.

The subcontractor must comply with the legal and/or contractual legislation relating to subcontracting applicable in the country concerned when he himself has recourse to a subcontractor.

5.2. PUBLICATION OF INFORMATION

SPIE expects its suppliers and subcontractors to publish, in a timely manner, accurate information on significant aspects of their activities, structure, financial situation, results, shareholding and system of corporate governance.

SPIE encourages them to provide additional information regarding performance in terms of compliance with the principles, internal audit arrangements, risk management, employee relations and environmental information (such as greenhouse gas emissions, waste, etc.).

5.3. PERFORMANCE MONITORING PLATFORMS

SPIE strongly recommends that its current and future service providers subscribe to a CSR platform specializing in the objective assessment of the results achieved on each of the principles set out in this charter.



5.4. OUR RECIPROCAL COMMITMENTS

We undertake to apply internally all the requirements described above.

In addition, SPIE undertakes to:

- Act in a transparent and objective manner
- Promote responsible purchasing practices within our profession.
- Raise awareness of sustainable development among our own employees.
- Communicate internally about this Charter.

Our suppliers and subcontractors agree to receive internal or external auditors at SPIE's request, to verify the application of this charter. If SPIE notices incidents of non-compliance with this supplier and subcontractor charter and that SPIE informs the supplier or the subcontractor, SPIE expects the supplier or the subcontractor to correct the problems of non-compliance as soon as possible and within the agreed time limits. If the supplier or the subcontractor does not show willingness to correct these issues, SPIE reserves the right to take appropriate legal action, hereunder measures to terminate the business relationship entirely or to promote, trace and enforce corrective actions.



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