

PUBLIC

Global Policy

# Global Vendor Code of Conduct and Ethics

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## Introduction:

Foundever Group and its affiliated entities (“Foundever”) require all vendors of goods and services, including vendors, consultants, agents, subcontractors, and freelancers (“Vendor” or “Vendors”), to operate with the same commitment to sustainable, responsible, compliant, equitable, and ethical business practices that Foundever upholds.

This Foundever Vendor Code of Conduct (“this Code”) is based on the principles of internationally recognized standards of responsible corporate governance. These include the Universal Declaration of Human Rights, the United Nations (UN) Global Compact, the UN Guiding Principles on Business and Human Rights, the UN Free & Equal Standards, the Organization for Economic Co-operation and Development (OECD) Guidelines for Multinational Enterprises, the International Covenant on Civil and Political Rights, the International Covenant on Economic, Social and Cultural Rights, and the Core Labor Standards of the International Labor Organization (ILO).

Additionally, this Code is based on the requirements of both the French Duty of Vigilance law, the UK Modern Slavery Act, and the German Act on Corporate Due Diligence Obligations, which require organizations to assess their Vendors’ Human rights and environmental risks.

Foundever shall consider such risk assessments in the process of the selection of vendors.

In this context, the Foundever Vendor Code of Conduct defines binding minimum requirements for vendors in their relationship with Foundever.

The continuity and development of successful business relationships depend largely on a shared commitment to integrity and responsible entrepreneurship.

Therefore, we expect our vendors to observe and implement the required policies and controls to comply with this Vendor Code of Conduct throughout their business relationship with Foundever.

## 1. Scope and applicability

This Vendor Code of Conduct applies to all vendors and all supply engagements entered by Foundever.

Vendors are required to establish processes to effectively communicate the principles of this Code to their employees, relevant affiliated companies, permitted vendors, and subcontractors so that they can honor this Code within their own organization and throughout their supply chain.

Foundever may update this Code at any time and in its sole discretion, per changes to its vendor management policy and its evolving standards.

Whenever “shall” or “must” or “required” is used, it indicates a minimum requirement that is necessary to be fulfilled.

Whenever “should” is used, it indicates the requirements that are recommended to be followed, and the targets that we encourage all vendors to work towards.

## 2. Compliance with laws

Foundever recognizes that local customs, traditions, and practices may differ from the terms of this Code but expects, at a minimum, that vendors comply with local, national, and international applicable laws, including, but not limited to, all anti-corruption, competition, export control, environmental, health and safety, data protection and labor laws, and to monitor compliance with applicable laws.

## 3. Human rights and working environment

### 3.1. Prohibition of Child labor

Vendors shall neither directly nor indirectly employ any underage person, minor, or child, as this can have negative consequences on children’s mental, social, and health development and violates children’s fundamental rights to education, health, protection, and participation.

The term “child” refers to any person employed under the age of 15 (or 14 where the law of the country permits), under the age for completing compulsory education, or under the minimum age for employment in the country, whichever is greatest.

The use of legitimate workplace apprenticeship programs, which comply with all laws and regulations, is supported. Workers under the age of 18 must not perform hazardous work and may be restricted from night work with consideration given to educational needs.

Vendors must ensure that no exploitative child labor, as defined by ILO Convention No. 182, is or has been used in the production or processing of the products and services to be supplied.

Furthermore, Vendors must ensure that these products and services do not violate any obligations arising from the implementation of this Convention.

### **3.2. Prohibition of forced labor or human trafficking**

Vendors shall avoid any form of forced or compulsory labor, modern slavery, human trafficking, or similar. Through an appropriate process, they shall ensure that all the work carried out by their direct or indirect employees is by choice and without restrictions on workers' freedom of movement.

Furthermore, none of the workforce shall be subjected to unacceptable treatment such as psychological cruelty, sexual or corporal punishment, or any other type of personal harassment.

Vendors shall not participate in and must reject all forms of slavery and human trafficking.

### **3.3. Freedom of association**

Vendors must respect their employees' right to freedom of association, to join trade unions, to appeal to employee representatives, and to membership in works councils in accordance with the applicable local laws. It must be possible for workers to communicate openly and without fear of retaliation or harassment.

### **3.4. Health & safety conditions**

Vendors shall ensure the safety of all their employees in the workplace and provide a work environment that promotes health, prevents accidents, and minimizes exposure to health hazards. If hazards cannot be completely avoided, vendors should provide their employees with appropriate personal protective equipment free of charge.

Vendors are expected to establish an effective health and safety system, and employees must receive adequate training in their native language on workplace health and safety issues.

Health and safety-related information should be clearly posted in the facilities.

### **3.5. Remuneration**

Vendors will comply with the applicable laws or the current industry standards regarding remuneration.

The vendor undertakes to remunerate its employees at least in accordance with the legal provisions applicable in the region of its operation and, if available, in accordance with the minimum wage or

collective agreements. If no minimum wage exists, at least a wage that ensures a dignified existence (living wage) must be paid.

The employees shall be informed about their employment conditions in an understandable form and language. Wage deductions may only be made within the framework of the statutory provisions or collective agreements.

### **3.6. Working hours**

Vendors must comply with all local laws and regulations regarding working hours, which shall not exceed the maximum set by internationally recognized standards such as the International Labor Organization. Vendors cannot require excessive overtime hours. The total number of hours worked per week, including overtime, cannot exceed legal limits. Vendors' employees are entitled to at least the minimum number of days off as set out in applicable legislation, with a minimum of one day off per seven-day period.

### **3.7. Working conditions**

Vendors shall provide their employees with toilet facilities and access to clean drinking water. All facilities for the consumption, preparation, and storage of food must comply with the relevant minimum hygiene requirements. If the nature of the work requires the provision of dormitories for employees, the relevant facilities must be maintained to ensure sufficient space, cleanliness, and safety. Access to these facilities must not be restricted inappropriately.

### **3.8. Diversity, equity & inclusion**

Foundever recognizes and celebrates the cultural differences among its global workforce and expects vendors to provide a workplace that respects them.

Vendors shall provide a workplace that is free from direct or indirect discrimination and inhumane or discriminatory treatment or threat thereof, including but not limited to sexual or moral harassment, sexual abuse, corporal punishment, or other enforcement or coercive measures that compromise an individual's physical or mental integrity. This requires that all employees are treated with respect regardless of gender, religion, age, disability, nationality or cultural differences, sexual orientation, and/or other characteristics.

Vendors should provide an environment where employees and other stakeholders (including vendors, subcontractors, temporary and non-permanent employees) have an opportunity to communicate issues without fear of reprisal, intimidation, or harassment.

## 4. Environment

As a participant in the United Nations Global Compact initiative, validated by the Science Based Target initiative (SBTi), Foundever is committed to supporting and advancing the areas within our sphere of influence by reaching Net Zero carbon emissions by 2050. Among those areas, Foundever actively participates in the collective effort to preserve the planet through many initiatives worldwide, thus raising awareness and inviting our Foundever associates, vendors, and other stakeholders to support our projects. Our environmental management system is based on the ISO 26000 standard. While we are committed to conducting our operations in compliance with applicable laws, regulations, and standards concerning environmental protection and other requirements to which the organization subscribes, we also expect our business partners and Vendors to share our commitment to the environment.

We recognize the potential of our supply chain as one of the most impactful areas in which we can effect change.

### 4.1. Environmental management

Vendors shall measure and control their environmental risks. They shall ensure compliance with all the applicable local, national, regional, and international (when applicable) regulations relating to environmental protection within the countries where they carry out their activities. Vendors shall aim to establish an environmental management system recognized by national/international authorities.

All required environmental permits, approvals, licenses, and registrations shall be obtained, maintained, and kept current, and their operational and reporting requirements shall be followed.

### 4.2. Climate Change and Greenhouse Gases Emissions

Vendors shall work at measuring their carbon footprint and direct and indirect Greenhouse Gas (GHG) °emissions of their different activities, with a commitment to minimize these emissions and manage their environmental impact through initiatives such as energy reduction and waste management programs.

Upon request, vendors must share GHG reduction, emissions factors and/or mitigation data for goods or services delivered to Foundever. Vendors shall be willing to discuss these initiatives with Foundever and report on status including the impact on GHG emissions reduction.

Vendors acknowledge that this data may be used for Foundever's own GHG reduction targets reporting and accounting.

### 4.3. Pollution prevention and resource reduction

Vendors shall ensure, to the extent possible, that emissions and discharge of pollutants and waste generation are minimized or eliminated at the source by adding pollution control equipment, modifying production, maintenance, and facility processes, or other means. The use of natural resources, including water, is to be conserved by practices such as modifying production, maintenance, facility processes, materials substitution, reuse, conservation, recycling, or other means.

#### **4.4. Circular economy and waste management**

Vendors shall take appropriate and adequate measures to avoid waste, reuse resources, recycle, and safely dispose of residual waste, chemicals, and wastewater. Such measures can be applied particularly in development activities, production, product service life, subsequent end-of-life recycling, etc. **Vendors shall ensure that IT equipment and electronic waste are recycled or disposed of responsibly, in accordance with applicable environmental laws and industry best practice**

Thus, vendors must comply with international agreements on the cross-border transport of hazardous waste, in particular the Basel Convention on the Control of Transboundary Movements of Hazardous Wastes and their Disposal of 22 March 1989, as well as with the corresponding applicable implementation rules at the national and supranational levels.

#### **4.5. Water management**

Vendors are encouraged to implement a water management program that documents, characterizes, and monitors water sources, use, and discharge, seeks opportunities to conserve water, and controls channels of contamination. All wastewater is to be characterized, monitored, controlled, and treated as required prior to discharge or disposal.

#### **4.6. Conflict Minerals**

Vendors shall comply with all applicable laws and resulting due diligence obligations regarding sourcing minerals and materials from conflict-affected regions and high-risk areas to avoid human rights abuses, corruption, the financing of armed groups, or similar negative effects.

#### **4.7. Handling Hazardous Material**

Vendors shall identify, label, and manage chemicals, waste, and other materials posing a hazard to humans or the environment to ensure their safe handling, movement, storage, use, recycling, or reuse, and disposal, including in products or services thus compliance with local and international laws and regulations such as, but not limited to the Restrictions on Hazardous Substances (RoHS) Directive, where applicable.

Furthermore, vendors must consider the environmental responsibility efforts of their own vendors and subcontractors and ensure that their vendors comply with the applicable environmental laws and regulations.

## 5. Business integrity

### 5.1. Anti-Bribery and corruption – NO GIFTS POLICY

Vendors are strictly prohibited from engaging in any form of bribery, corruption, influence peddling, extortion, embezzlement, or fraud in any business practices and transactions. This includes dealings with government officials, public authorities, business partners, or any other third party on behalf of Foundever.

Vendors must adhere to Foundever's [Global Anti-Bribery & Corruption Policy](#) in addition to local anti-bribery and anti-corruption laws as well as any foreign anti-corruption laws applicable to their business. These laws include but are not limited to, French Law No. 2016-1691 of December 9, 2016 on transparency, the fight against corruption, and the modernization of economic life (known as the "Sapin II Law"), the US Foreign Corrupt Practices Act (FCPA), and the United Kingdom Bribery Act (UKBA).

Vendors are strictly prohibited from offering, promising, giving, or authorizing money or anything of value to any Foundever employee or any individual, organization, or other entity acting on behalf of Foundever.

Furthermore, vendors are prohibited from offering, paying, or providing anything of value, including travel, gifts, hospitality expenses, charitable donations, or other favours, to any government official, government agency employee, political party member, member of a public international organization, candidate for political office, or an immediate family member of any such individual to promote the interests of Foundever in any way.

### 5.2. Conflicts of interest

Foundever requires its vendors to be committed to making every effort to prevent the occurrence of situations that create an actual, perceived, or potential conflict of interest within the scope of their business relationship with any member of Foundever. Vendors' employees must adhere to the No Gift Policy detailed above.

### 5.3. Prevention of money laundering, terrorist financing, and sanction breaches

Vendors are required to support the prevention of money laundering and terrorist financing within their sphere of influence. Vendors must take all necessary measures to comply with applicable laws and regulations, ensuring that their activities do not facilitate money laundering or the financing of terrorism.

#### **5.4. Confidential information**

Vendors will be required to enter into a Non-Disclosure Agreement (NDA) before receiving any confidential information.

Vendors must ensure the confidentiality of professional secrets and other non-public information they receive from Foundever, whether in written, oral, or electronic form (“Confidential Information”). This Confidential Information includes a wide variety of details, such as strategic initiatives, targets, pricing, and employee information.

Vendors must comply with all applicable laws and regulations concerning insider trading and must refrain from trading shares, securities, or other financial instruments using inside information related to Foundever or one of its clients. They should also not encourage others, including relatives, friends, and colleagues, to trade based on inside information. Vendors must never disclose or pass on any inside information about Foundever. If a vendor has access to Confidential Information, it should only be used in a manner permitted by Foundever and protected with the same care as the vendor safeguards its own information and as required by applicable law.

Vendors are also required to protect the Confidential Information of Foundever, including that entrusted to them by Foundever’s clients, Foundever client customers, and other third parties. They must comply with data protection laws in the countries where they conduct business and secure access and transfer of data in accordance with those laws.

#### **5.5. Intellectual property**

Vendors are required to protect all intellectual property belonging to Foundever, our clients, other Vendors, and individuals. This includes respecting trademarks, patents, designs, domain names, copyrights, know-how, and trade secrets, and complying with applicable intellectual property and trade secret laws.

Vendors are not allowed to use Foundever’s intellectual property, such as trademarks, patents, designs, domain names, or copyrights, without obtaining prior written permission.

## **5.6. Data Protection**

As part of the goods or services provided to Foundever, vendors may need to process the personal data of Foundever's clients, other vendors, candidates for employment, or employees. If this is the case, Foundever expects vendors to respect individuals' rights to privacy and process personal data in compliance with all applicable data protection and information security laws, as well as in accordance with accepted industry standards and our instructions.

Vendors are required to:

- (a) comply with all applicable data protection laws when processing personal data;
- (b) treat personal data as strictly confidential;
- (c) not use the personal data for any purposes other than to provide goods or services to us and as per the contractual agreement; and
- (d) implement and maintain appropriate technical and organizational security measures to protect personal data against loss, unauthorized access, destruction, use, modification, and disclosure;
- (e) comply with all reasonable requests from Foundever to enable Foundever to fulfill its obligations pursuant to applicable data protection law and
- (f) make available to Foundever all information necessary to demonstrate compliance with the obligations outlined in applicable data protection law and allow for and contribute to audits, including inspections conducted by Foundever or another auditor mandated by Foundever.

## **5.7. Vendor records**

Foundever requires honest, complete, and accurate recording of information by vendors and the retention of documents and information related to Foundever as required by applicable law. Vendor's financial books and records pertaining to Foundever must conform to applicable law and accounting principles. Additionally, vendors are responsible for maintaining and updating their own vendor information records to ensure accuracy and compliance.

## **5.8. Fair trade & competition**

Vendors must conduct business in full compliance with the antitrust and fair competition laws that govern the jurisdictions in which they operate.

Vendors commit to taking all appropriate measures to prevent abuse of a dominant position, concerted practices, or unlawful agreements between competitors, such as setting prices or price ranges (price fixing), market allocations, or boycotts limiting the production of certain products.

Finally, vendors must refrain from creating situations of conflict of interest or influence peddling with the aim of distorting free and fair competition

## **5.9. Insurance**

Vendors may be required to obtain insurance depending on the nature of the goods and services provided. Upon request, the vendor shall provide Foundever with the insurance certificate.

# **6. Implementation of this Code**

## **6.1. Audit and assessment**

Vendors acknowledge and agree that Foundever has the right to verify compliance with and fulfillment of the requirements of this Code through appropriate measures and undertakes to cooperate in this regard.

- Foundever may send vendors questionnaires to assess the various topics mentioned in this Code (Data Privacy, Security, Anti-corruption, Human rights, Environment).
- Vendor shall fully cooperate with any assessment, examination or questionnaire conducted through Foundever's third-party risk management solution.
- Additional on-site audits and inspections may be carried out by Foundever or external third parties appointed by Foundever at its sole discretion. These audits and inspections shall include but are not limited to, the right to visit the vendor's premises, question employees, and inspect relevant documents and structures.

## **6.2. Supply chain compliance**

Vendors are committed to ensuring compliance with this Code throughout the value-creation process to meet their own requirements for responsible and ethical behavior.

In that context, vendors shall work to ensure that their own vendors (e.g., permitted subcontractors and consultants) are aware of and comply with the requirements of this Code.

Vendors shall consider the environmental and human rights requirements of this Code when selecting their own vendors, who, in turn, contribute to deliver products or services to Foundever.

## **6.3. Reporting responsibilities & procedures**

Vendors have a responsibility to prevent actions that may damage Foundever's reputation and business.

Vendors should disclose any activity that may have the appearance of being unethical.

Ethical and compliance concerns can be reported via the Foundever Ethics Hotline. Local toll-free numbers are available at [www.ethicspoint.com](http://www.ethicspoint.com).

The hotline is answered by an independent company and is available 24 hours a day. Reports may be submitted anonymously where permitted by law.

Foundever prohibits and expects its vendors to prohibit retaliation against any person who makes a report in good faith or cooperates in an investigation.

#### **6.4. Handling of violation of this Code**

If there are any signs of not following the rules and requirements of this Code, Foundever has the right to ask for details about the specific situation. Vendors must do their best to promptly give Foundever enough information.

If any violation of this Code occurs, vendors must make sure to resolve the situation right away.

Violation of this Code of Conduct may lead to sanctions against the vendor, depending on the seriousness of the breach. Foundever can impose a range of sanctions on the vendor, including but not limited to:

- A formal warning that further non-compliance will result in a more severe sanction;
- Immediate termination of the contract.
- Exclusion of the vendor from current and future procurement activities.

These sanctions will not prevent Foundever from taking legal action to protect its rights and interests.

#### **6.5. Communication**

Vendors are expected to ensure that the Foundever Vendor Code of Conduct and other relevant information are accessible and understandable to their employees. Vendors should take appropriate measures, including providing translations, if necessary, to ensure compliance.

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## Document Control Page

### 7. Document Identification

Title - #	Foundever Vendor Code of Conduct and Ethics - GLO- COMPL-PL- 001 – 3.1
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### 8. Authorization

Authored by:	Head of Global Corporate Compliance	Effective Date:	September 2025
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### 9. History

Version	Date	Author	Description
0.1	17 June 2015	Nathan Coffey	Draft Code
0.1	31 July 2015	Nathan Coffey	Approved Policy Working Group
1.0	13 October 2015	Nathan Coffey	Approved CEO
1.1	05 May 2017	Elisa Narahara	Mentioned UNGC. Included details on forced labor
1.1	01 November 2018	Reid Houser	Annual review
1.2	05 December 2019	Reid Houser	CWG approved, no changes
1.3	22 January 2021	Reid Houser	Annual Review: CWG approved, no changes
1.4	07 December 2021	Reid Houser	Annual Review: CWG approved, no changes
1.5	22 August 2022	Corinne Suné	Included details on ESG / environment topics,

			reference to Foundever Modern Slavery Statement
2.0	1 <sup>st</sup> March 2023	Corinne Suné	Review and rebranding
3	September 2024	Elodie Le Dantec	Revamping of the Policy + Annual update
3.1	February 2026	Elodie Le Dantec	Update of the policy

