

Preliminary remarks

HBPO promotes and supports the fundamental principles of Corporate Social Responsibility (CSR) in the context of its activities.

HBPO's aim is to have all of its suppliers, service providers and sub-contractors (hereafter the "Suppliers") involved in this continuous improvement approach.

The objective of this Charter is to express the expectations of HBPO and its subsidiaries ("HBPO") with regard to its Suppliers (current or potential) in terms of CSR.

This Charter applies to all the Suppliers of HBPO and shall be a part of the documentation issued by HBPO in support of its consultations. It is also intended to be included in contractual documents.

By acceding to this Charter, the Supplier shall undertake to respect, implement and have respected and implemented all the principles set forth therein by its own suppliers, service providers and sub-contractors, in compliance with contractual provisions and applicable national legislations.

The Supplier shall undertake to setup within its organization the rules and procedures required for compliance with the commitments referred to in this Charter and to make regular assessments.

The commitments defined herein may not be interpreted in a manner that would modify those taken by the supplier in its commercial agreements concluded with HBPO.

I – Supplier commitments required by HBPO

1. Regulatory compliance

The Supplier must respect all the laws and regulations applicable in the countries where it conducts its activities.

Furthermore, it specifically undertakes to respect:

- The Universal Declaration on Human Rights of the United Nations and its two complementary pacts (the international pact relating to economic, social and cultural rights and the international pact relating to civil and political rights)
- The ten principles of the United Nations Global Compact;
- The Fundamental Conventions of the International Labor Organization (ILO) as well as the ILO Declaration relating to the fundamental principles and rights at work
- The OECD guidelines

as well as any other international, national or local convention, in addition to the applicable contractual provisions.

In countries which have not ratified these texts, the Supplier undertakes to make its best efforts to reconcile as far as possible with the principles of the Global Compact.

2. Integrity and Business ethics

The Supplier shall endeavor to conduct its activities in accordance with the principles of loyalty, integrity and equity.

2.1 Respect of competition law

The Supplier undertakes, on behalf of all its employees, representatives and affiliates, to conduct its activity in compliance with laws on competition and to take any precautionary measures to avoid any anti-competitive practices or conduct.

In particular, the Supplier undertakes not to participate in cartels fixing prices, agreements on quotas, production or sales and, more generally, any unfair practices which impede free competition, in particular those intending to oust a competitor from the market or restrict access by new competitors to markets by unlawful means.

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2.2. Respect of the laws and regulations that aim to fight against corruption and money laundering

The Supplier undertakes, on behalf of all its employees, proxies, representatives, affiliates and any person who renders services in its name, to conduct its activity in strict compliance with the laws and regulations which aim to fight against corruption and money laundering, in all the countries in which it is registered as a company or established and in which it conducts its activities.

The Supplier undertakes in particular not to solicit or accept, for itself or for its relatives, or propose or offer to any associates at HBPO and any individuals or legal entities with whom it has business relations, any gift, reward, benefit in kind or in expenditure, that would be of a nature to influence business relations.

The Supplier undertakes to operate transparently and in particular shall ensure that its books, registers and all accounts accurately reflect all payments concerning its transactions.

The Supplier shall ensure that any sub-contractor or other person affiliated therein, in the context of the performance of its contractual obligations with HBPO, works on the basis of a written contract, which sets or guarantees the same level of commitment with regard to the fight against corruption and money laundering.

The Supplier undertakes to establish and implement policies and procedures for the fight against corruption and money laundering. It shall control compliance by all its employees and proxies, as well as any individuals or legal entities with whom it has business relations.

2.3 Conflict of interest situations

The Supplier is in a conflict of interest due to a personal connection between him and the people involved in the purchasing process or likely to influence the business relationships with HBPO.

When the Supplier is confronted with a risk of a potential or recognized conflict of interest, it undertakes to inform HBPO without delay.

3. Human Rights and working conditions

The Supplier promotes to respect fundamental rights relating to working conditions, in particular, with regard to:

- recourse to any form of forced or compulsory labor in all its forms
- use of child labor
- discrimination in terms of employment and working conditions
- equal pay
- trade-union freedom and the protection of union rights

in compliance with the fundamental conventions of the International Labor Organization.

The Supplier shall promote not to have recourse to illegal work such as defined by the rules of the countries in which it is involved.

The Supplier promotes to be up-to-date with declarative obligations required by social protection bodies and the tax administration, and to pay the duties and contributions due in this regard.

The Supplier promotes to respect local legislation with regard to the minimum wage, pay a regular salary and pay overtime due to employees at the legal rate stipulated by the host country. It also promotes to ensure its employees benefit from applicable legal benefits.

The Supplier promotes to respect local legislation with regard to working time.

4. Protection of health and safety

The Supplier promotes to create and maintain a healthy and safe working environment to ensure the avoidance of any risk of accident or occupational illness of its employees, sub-contractors, other persons in the vicinity and users of its products.

The Supplier promotes to implement both a policy and all procedures necessary for identifying and preventing health and safety risks not only for its employees, but also for any stakeholders likely to be affected. It shall take any relevant measures to limit and, insofar as is possible, eliminate these risks.

The Supplier promotes to inform HBPO of any dangers or risks related to its products or interventions on HBPO sites.

It shall ensure the respect by its employees, providers and sub-contractors of the health and safety rules applicable at the time of their interventions on HBPO sites.

HBPO incites the Supplier to obtain the OHSAS 18 001/ISO 45001 standard for the management of Health and Safety issues.

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5. Protection of the environment

HBPO expects its Suppliers to limit their environmental impact by controlling disturbances and pollution related to their activities, by making reasonable use of natural resources and by developing responsible waste management.

The Supplier undertakes to retain and keep up-to-date all approvals required with regard to the environment.

The Supplier shall wherever possible avoid the use of toxic products. In cases where there is no alternative solution to the use of such products, the Supplier shall limit use and ensure that their handling and use do not represent a danger for individual health. Concerning any other dangerous substances, elements or dangerous waste, of which use is limited, the Supplier shall strictly adhere to the applicable legal provisions.

The Supplier undertakes to implement traceability of raw materials, materials or components necessary for the provision of services or goods.

HBPO expects initiatives that help reduce environmental impact, in particular by the use of environmentally friendly technology and the obtaining of ISO 14 001 for environmental management and ISO 50 001 for energy management.

II – Follow-up and respect of the Supplier commitments

1. Follow-up and control

The Procurement Departments of the entities of the HBPO Group may, depending on the circumstances, take measures they deem necessary to ensure full compliance with this Charter, in particular by sending questionnaires or performing, or tasking third parties to perform, specific audits at the Suppliers and sub-contractors premises.

The Supplier undertakes to provide reasonable support and act diligently for the completion of these audits, in particular by providing, at first request, as soon as possible and in a substantiated and complete manner, all the information, clarifications or explanations requested by HBPO.

If applicable, the Supplier shall ensure effective cooperation and coordination with its own suppliers and sub-contractors.

2. Non-compliance by the Supplier of its commitments

In cases where Supplier, due to specific circumstances, is unable to respect certain provisions of this Charter, it is obliged to inform HBPO without delay in order to agree upon corrective measures to be implemented.

If the Supplier discovers that it has or is likely to have violated any one of the provisions of this Charter, it shall immediately inform HBPO and cooperate in any investigation undertaken by HBPO in this regard.

Any serious and willful non-compliance with the commitments set forth in this Charter shall constitute non-compliance with the Supplier's contractual obligations.

In this specific case, HBPO may automatically and without prejudice to any damages:

- request that the Supplier implement the required corrective measures within a given time period and/or
- depending on the severity of non-compliance, terminate all or part of the contracts and/or business relations with this Supplier on the grounds of wrongful non-compliance.

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REMINDER OF CERTAIN FUNDAMENTAL TEXTS

1. THE EIGHT FUNDAMENTAL CONVENTIONS OF THE ILO

- Convention no. 29 on forced labor of 1930, ratified in 1937;
- Convention no. 87 on trade-union freedom and the protection of trade-union rights of 1948, ratified in 1951;
- Convention no. 98 on the right to organization and collective bargaining of 1949, ratified in 1951;
- Convention no. 100 on equal pay of 1951, ratified in 1953;
- Convention no. 105 on the abolition of forced labor of 1957, ratified in 1969;
- Convention no. 111 on discrimination of 1958, ratified in 1981;
- Convention no. 138 on the minimum age for admission to employment of 1973, ratified in 1990;
- Convention no. 182 on the worst forms of child labor of 1999, ratified in 2001.

2. THE 10 PRINCIPLES OF THE GLOBAL COMPACT

Human Rights

1. Businesses should support and respect the protection of internationally proclaimed human rights in their sphere of influence; and
2. Make sure that they are not complicit in human rights abuses.

Labor

3. Businesses should uphold the freedom of association and the effective recognition of the right to collective bargaining;
4. The elimination of all forms of forced and compulsory labor;
5. The effective abolition of child labor; and
6. The elimination of discrimination in respect of employment and occupation.

Environment

7. Businesses should support a precautionary approach to environmental challenges;
8. Undertake initiatives to promote greater environmental responsibility; and
9. Encourage the development and diffusion of environmentally friendly technologies.

Anti-corruption

10. Businesses should work against corruption in all its forms, including extortion and bribery.

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