



# **CWT** **Responsible Supplier Code**

May, 2018

## 1- Introduction

CWT is committed to operating with the highest business standards and aims to conduct business in an honest, transparent and fair manner. CWT expects our Supplier's (as defined below) business activities to be carried out with equal high standards.

The primary objective of this document is to enable each Supplier to understand and confirm support, commitment and adherence to CWT's responsible business standards as set out below. CWT will assess, review, and update the content of the Supplier Code on a regular basis.

As a signatory of the [UN Global Compact](#), CWT actively promotes ethical, social, environmental, and human rights best practices within its own business and amongst its supply chain.

CWT expects our Suppliers to commit in all of their activities, to operate in full compliance with the laws, rules, and regulations to which our suppliers are subjected. Beyond mere regulatory compliance, this Responsible Supplier Code (hereinafter referred to as "**Supplier Code**") goes further, drawing upon internationally recognized standards in order to advance social and environmental responsibility.

For the purposes of this Supplier Code, the "**Supplier**" is the entity set forth below on the signature page (or entity mentioned in the main contract where this Supplier Code is included as part of an overall contract) and this includes all its group companies and Affiliates. "**Affiliates**" shall mean, any company or other legal entity which directly or indirectly: (i) controls the Supplier; or (ii) is controlled by the Supplier; or (iii) is by a company or entity which directly or indirectly controls the Supplier. For these purposes, "control" means the right to exercise more than fifty percent (50%) of the voting or similar right of ownership or operational control; but only for so long as such "control" shall continue to exist.

In consideration of CWT doing business with the Supplier, the Supplier hereby agrees to abide by this Supplier Code. If there is an inconsistency between this Supplier Code and the main contractual terms entered into between the Supplier and CWT, the terms of this Supplier Code will prevail.

## 2 - Doing business with CWT

The Supplier shall comply with the [Ten Principles of the UN Global Compact \(UNGC, \[www.unglobalcompact.org\]\(http://www.unglobalcompact.org\)\)](#), the [Universal Declaration of Human Rights](#), and the [OECD Guidelines for Multinational Enterprises \(OECD, \[www.oecd.org\]\(http://www.oecd.org\)\)](#). The Supplier shall adhere to all applicable laws, rules and regulation.

CWT also expects its suppliers to adhere to laws relating to human trafficking (see paragraph 5 below).

## 3 - Compliance and Ethics

CWT expects suppliers to conduct business transactions in the highest ethical manner, and to refuse any unethical commercial practices.

CWT does not allow payment of bribes or the facilitation of corrupt behavior. No exceptions. Unfair business practices such as kickbacks, facilitation payments, and use of third parties to channel bribes are also strictly prohibited. CWT expects the same standards from our suppliers.

Any potential conflict between private and professional interests must be avoided, and all Suppliers shall notify CWT personnel of any perceived or real conflict of interest with CWT.

CWT will refuse all gifts and hospitality that are not reasonable, transparent, appropriate, and consistent with CWT's business practice.

The Supplier shall comply with all applicable legal requirements related to their activities and business environment. In particular the Supplier shall comply with the following:

- **Competition:** all applicable laws and regulations related to fair competition;

- **Corruption:** all applicable laws and regulations related to anti-corruption, anti-bribery and anti-extortion and effective anti-bribery and corruption policy in place which prohibits all forms of bribes and corrupt behavior;
- **Money laundering:** all applicable laws related to anti-money laundering. CWT's suppliers shall not be involved in, or support, money laundering practices;
- **Trade Sanctions:** all applicable laws relating to trade and economic sanctions and embargoes and engage business partners with demonstrated commitment to transparent business practices;
- **Conflicts of interest:** avoidance, identification and disclosure of situations where there is an actual or potential conflict of interest;
- **Respect Human Rights:** provisions as set forth in paragraph 5 below.

When in doubt regarding any points mentioned above, please contact: [compliance@carlsonwagonlit.com](mailto:compliance@carlsonwagonlit.com).

The Supplier shall ensure that there is no deliberate intention to mislead government agencies, tax authorities, regulatory authorities or other parties, and Suppliers should give assurances that they do not engage in any activities associated with organized crime.

## 4 - Products and Services

Whenever possible, Suppliers shall integrate environmental, health and safety, and human rights criteria into their products and services as they develop them, whilst maintaining and/or improving their quality of usage. In order to reduce any potential negative impacts arising from the use of their products or services during their total life cycle, the Supplier shall strive to develop and deploy environment-friendly processes and/or technologies that take into account the full life cycle of their products/services (raw materials, manufacturing, packaging, transportation, energy consumption, use of product/service, and end of life disposal). To the extent possible, Suppliers shall proactively propose ways to optimize CWT's environmental or social impact while using the Supplier's products and services.

## 5 - Respecting Human Rights

### Working conditions:

- Suppliers shall:
  - comply with all [universally proclaimed human rights](#) and adhere to them as required;
  - conduct their business based on the International Labor Organization (ILO) "Fundamental" labor standards. These "Fundamental" labor standards are available [here](#).
- Suppliers shall comply with the regulations relating to illegal work, forced labor, freedom of trade union association, right to collective bargaining, and to comply with applicable laws and regulations related to maximum working hours, minimum days of rest and minimum level of wage.
- Suppliers shall treat all employees with respect and shall not engage in or tolerate unacceptable behaviors such as bullying/mobbing or other forms of harassment.
- Supplier shall guarantee the safety of persons, and the security of facilities on all its sites, and strive to continuously improve employees' working conditions.

### Anti-human Trafficking and Anti-Slavery:

The Supplier shall ensure that it is in compliance with all applicable laws and regulations related to anti-human trafficking. This includes but is not limited to laws with respect to trafficking of people for sexual purposes, and modern slavery, including the requirements set out in the UK Modern Slavery Act 2015 (as amended) ("[Modern Slavery Act](#)"). The Supplier shall implement effective measures to ensure Modern Slavery (as defined in the Modern Slavery Act) is not taking place either within its own business or that of its supply chain.

### Child Exploitation:

The Supplier shall ensure that is in compliance with all applicable laws and regulations related to the prevention of child labor and commercial sexual exploitation of children, including child prostitution and child pornography.

#### **Diversity and inclusion:**

- The Supplier shall promote equal opportunity for everyone in employment in accordance with applicable laws.
- The Supplier shall ensure that its employees should be free from discrimination on the grounds of sex, sexual orientation, marital status, creed, color, race, caste, religion, affiliation with a political organization or union organization, age, ethnic origin, nationality, national origin, veteran status, minority groups, disability and/or any other characteristic protected by applicable law.

## **6 - The Environment**

The Supplier shall comply with all local regulations on environmental protection and take the necessary measures to reduce the environmental impact of their activity. The Suppliers shall meet any reporting requirements regarding economic, social and environmental aspects, and show respect for the environment by taking a precautionary approach to environmental challenges. The Supplier shall adopt a proactive approach by undertaking initiatives to promote greater environmental responsibility and awareness.

If solicited by CWT, the Supplier shall make every reasonable effort to provide any data that will help CWT calculate its own carbon emissions.

Supplier shall ensure that waste is reduced (the aim being to preserve natural resources) and toxic substances avoided. If unavoidable then their safe handling and disposal must be carefully managed. All hazardous substances and waste must be used and disposed of legally in accordance with applicable laws.

The Supplier shall ensure that energy and water saving measures should be deployed, alongside recycling solutions and recycled packaging wherever possible.

More generally, the Supplier shall define an environmental management system designed to protect the environment, and minimize environmental impact.

## **7 - Occupational Health and Safety**

The Supplier shall ensure that their activities are safe for the health of their employees, their own contractors, CWT employees, the local community and, in general, the users of their products and services. All applicable laws and regulations must be complied with.

The Suppliers shall adopt a proactive attitude to health and safety issues. Risks linked to their activity shall be identified and evaluated, and they are responsible for taking appropriate measures to limit and, where practicable, avoid such risks.

## **8 - Non Compliance, Auditing, and Reporting Issues**

To ensure compliance with this Supplier Code, CWT reserves the right to perform audits or CSR assessments conducted either by CWT employees or by third party providers. These audits may come at a small cost to the Supplier.

CWT seeks relationships with Suppliers that are committed to manufacturing products and providing services under fair and safe labor conditions, sound environmental practices and ethical business practices. If CWT determines that a particular Supplier or facility does not comply with CWT Responsible Supplier Code, CWT will strive to work with the Supplier to develop and implement an appropriate corrective action plan. Material breach of this Supplier Code by the Supplier shall be deemed by CWT to be a material breach entitling CWT to exercise its rights under the main contractual documents. For this purpose, this Supplier Code is considered an addendum to the main contractual documents.

Supplier's employees or contractors may report suspected violations of this Supplier Code to the CWT Helpline accessible [here](#)

The Helpline is available worldwide. All reports are treated as confidential, whether provided through the telephone or web report, and may remain anonymous where permitted by law.

**Undertaking**

**The implementation and continuous improvement of the principles contemplated in this Responsible Supplier Code is a primary part of CWT’s Responsible Business strategy.**

**By remitting an offer to CWT and/or entering into a contractual relationship with CWT, the Supplier undertakes to:**

**(i) agree and shall comply with the principles of this Responsible Supplier Code, and to ensure that their sub-contractors, employees and agents so agree**

**(ii) collaborate with CWT to implement, when required, an action plan to improve their performance in the fields contemplated by these principles.**

In the event that this document is translated into any other language and translation is being executed, then it is agreed by the parties that the English language version shall prevail.

By signing this Supplier Code below or by signing an agreement which includes a link to the online version of the Supplier Code, or by signing an agreement reproducing the Supplier Code in an exhibit or schedule, the Supplier representative named below confirms on behalf of the Supplier that the Supplier has authority to enter into this Supplier Code on behalf of itself and its Affiliates and their commitment to adhere to all of its terms. CWT may update this Supplier Code from time to time by posting the latest version at: <https://www.carlsonwagonlit.com/content/dam/cwt/pdf/responsible-business-ethics/cwt-responsible-supplier-code.pdf> .

For and on behalf of my company and its Affiliates (Supplier):

Supplier Company name: \_\_\_\_\_

Signature: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_