

**OCS UK & Ireland.**  
Supplier Code of Conduct



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## Supplier Code of Conduct

OCS Group, including each of its business units, affiliates, and subsidiaries, (collectively, “OCS”) is firmly committed to conducting business with the highest integrity and in compliance with the letter and spirit of the law and have developed this Supplier Code of Conduct to underpin this commitment.

OCS requires its suppliers, contractors, subcontractors and consultants (herein referred to as suppliers) to comply with this Supplier Code of Conduct (this “Code”). This Code sets forth OCS’s fundamental ethical and business conduct requirements for its suppliers. This Code is not intended to be an exhaustive list of all requirements to be followed by suppliers; but is intended to be a high-level overview of such requirements.

This Code of Conduct is not intended to replace any applicable statutory or regulatory obligations or provisions of any agreement or contract between a supplier and OCS but is in addition to such obligations.

All references in this Code to “Laws” means all applicable laws, regulations, directives, rules, decrees, and governmental orders. Suppliers are responsible for ensuring that their directors, officers, employees, agents, representatives, suppliers, subcontractors, and other business partners understand, and comply with, all Laws applicable to their business and the requirements set forth in this Code. Suppliers will promptly notify OCS of any known or suspected violation of this Code. The ethical standards described below are the same as those all employees of the OCS Group are expected to comply with.

The OCS Code encompasses 12 core expectations:

## Ethics & Transparency

### 1. Conflicts of Interest

Group Employees should act in the best interest of OCS and as such should have no personal or financial relationship with any supplier that might conflict or appear to conflict with the employee’s ability to act in the best interest of the OCS Group.

Consequently, suppliers should not employ or otherwise make payments or offer inducement to any employee during the course of any business transaction between the supplier and OCS. It is inevitable that friendships outside the course of business will occur, and this is acceptable, however suppliers must take care that any personal relationship is not used to influence an OCS employee’s professional judgement or business decision.

If an employee of a supplier is a family relation (sibling, spouse, parent, child, grandchild, grandparent, in-law, domestic partner or step-relative) to an employee of OCS or if a supplier has any other relationship with an employee of OCS that might represent a conflict of interest, the supplier must disclose this fact to OCS using the Conflict of Interest Declaration Form.

### 2. Gifts and Gratuities

No gift considered to be morally inappropriate or indecent can be accepted by a Group Employee or offered by a Group Employee to a third party. Gifts should be provided as a token of esteem, courtesy, or in return for hospitality and should comply with local custom. A supplier shall not offer, accept or solicit any gift, or gratuities that could reasonably be deemed by a third party as an intent to improperly influence a Group Employee in relation to a business decision. The following gifts can never be accepted or offered:

- Gift or loans of cash, or cash equivalent such as gift cards or gift certificates.

- Gift prohibited by local Law.
- Gift offered to public persons (elected officials, civil servants, employee of an international organization or State company, etc.)
- Gift not delivered directly to the recipient at his business address.
- Gifts offered or received for bribery purposes (e.g., to obtain or retain business, or to secure an improper advantage such as securing favourable tax treatment)
- Gifts prohibited by the recipient's organization.
- Gifts to family members of customers, suppliers, or other business associates
- Gifts, gratuities or other items that personally benefit the Group Personnel, regardless of value.
- Credit, lease, rental or any other applications on behalf of a Group Employee.

### 3. Anti Bribery & Corruption

We apply a « zero-tolerance » policy on corruption and influence peddling. It is notably prohibited for all employees or third parties to offer, promise, give, solicit, or accept any gift, offer, or promise that could constitute an act of corruption. Suppliers shall fully comply with all anti-bribery and anti-corruption Laws applicable in the jurisdictions in which suppliers engage in business with or on behalf of OCS. Suppliers further certify that they have implemented adequate procedures to so comply, including by doing their own due diligence on their affiliates, subsidiaries, agents, subcontractors, representatives, and employees who will work on behalf of OCS and by communicating to them the

requirements set out in this Code or comparable requirements and/or training. Without prejudice to the generality of the foregoing, suppliers shall not:

- Engage in any form of bribery or corruption of Government Officials.
- Engage in any form of “commercial” or private sector bribery or corruption, including but not limited to, “kickbacks” to private, individuals to obtain or retain business.
- Accept any type of bribes or improper payments.
- Give, offer, or accept other forms of bribery, including improperly transferring anything of value directly or indirectly, or making any facilitation payments to any employee of OCS in order to obtain any improper benefit or advantage.
- Engage in any form of bid rigging, including price fixing, or any other supplier collusion.

### 4. Whistleblowing

Suppliers are expected to enable all their employees to report suspected wrongdoing as soon as possible to provide all employees guidance on how to raise those concerns; to ensure the confidentiality of the whistleblower, the person involved, and the information provided; to ensure the best possible response; and, to organize the protection of the whistle-blower against potential reprisals. A supplier may contact us in the strictest confidence on 0800 915 1571. A supplier's relationship with OCS will not be affected by an honest report of potential misconduct.

## Legal & Compliance

### 5. Fraud

Suppliers must not engage or be involved in any kind of fraud or fraudulent activity against or for the benefit of OCS, including

but not limited to, dishonest behaviour, forgery, falsification of documents and information, theft, misuse or removal of records, misappropriation of company assets.

## 6. Tax Evasion

OCS requires that all suppliers shall, and shall ensure that any supplier group companies, employees or subcontractors shall not engage in any activity, practice or conduct which would constitute either a tax evasion offence, a facilitation of a tax evasion offence or failure to prevent a facilitation offence and have and maintain in place such policies and procedures as are reasonable to prevent the facilitation of tax evasion by another person, including employees of the supplier, the supplier group companies or any subcontractors.

## 7. Fair Competition

Fair and unrestricted competition is a core element of a free economy. Suppliers must not engage in any illegal anti-competitive conduct or deceptive trade practice for any reason whatsoever, whether on behalf of OCS, suppliers', or others. Accordingly, suppliers must never rig bids, fix prices, or provide or exchange customer's, OCS's, Suppliers', or others' competitively sensitive information (including, without limitation, price, cost, and technical data) with OCS's competitors or competitors of suppliers. Suppliers must never denigrate OCS's competitors or Suppliers' competitors, or their products or services.

## 8. International Trade

Suppliers must comply with all international trade rules and related standards, including but not limited to customs regulations,

export controls, transportation rules, sanctions and embargoes, anti-money laundering and counter terrorist financing Laws. Suppliers must not engage in or attempt to engage in any transaction involving proceeds derived from unlawful activity or engage in any relationships with designated individuals and entities, who are subject to international economic sanctions.

## 9. Counterfeit, Fraudulent & Suspect Items

OCS require all suppliers to have in place a policy or process to mitigate the risk of counterfeit, fraudulent and suspect material being used or provided to OCS. If a supplier suspects that material is potentially counterfeit, fraudulent or suspect where the origin, composition, configuration, age, certification status or other characteristic of the materials has been falsely represented by misleading markings, documents or other means, they must notify OCS immediately so that the material can be appropriately removed pending investigation.

Suppliers must endeavor, where possible to source parts and materials directly from manufacturers or a recognised distributor.

## 10. Data Privacy & Information Security

When suppliers act as a Processor of the Personal Data, they agree that while acting on behalf of OCS, they will comply with all applicable data privacy legislation and regulation, and shall follow the principles of the OCS Group Data Protection Policy, ensure that all Personal Data that suppliers process under OCS instructions or to which suppliers have access as a result of engaging in business with or on behalf of OCS is kept confidential, is used only for the purposes defined by OCS, is adequately protected and in particular that there are appropriate legal, organizational and technical measures in place to ensure such protection. Suppliers will inform OCS as soon as it receives any enquiry to exercise rights on personal data of Data

Subjects or to execute the relevant authorities' requests or orders regarding the personal data it manages in connection with its relationship with OCS. If suppliers need to transfer any Personal Data processed under OCS instructions outside the European Union, they should implement the appropriate measures for further data security and, in particular, establish with any sub processor all the appropriate safeguards, including the standard contractual clauses provided by the European Commission. As an organisation OCS strives to comply with the provisions of ISO 27001. OCS expects suppliers to conduct its business in a way that recognises the importance of and seeks to prioritise, information security.

OCS will periodically review compliance with the confidentiality & data protection provisions the suppliers agree to adhere to when contracting with OCS.

## Human Rights & Labour

### 11. Labour

Suppliers must follow all applicable Laws in the countries in which it operates, and be committed to the value of, and respect for, all people. Suppliers are responsible for respecting human rights in its operations and will comply with the standards set forth in the United Nations Universal Declaration of Human Rights. The standards set forth in this Code apply to all workers, including, without limitation, temporary, migrant, student, contract, direct employees, and any other type of worker of suppliers. The applicable labour standards are:

1. **Child Labour.** Suppliers will not engage in or condone the unlawful employment or exploitation of children in the workplace. Suppliers will be committed to combating the exploitation of children, and therefore prohibit any use of child labour with any vendor, suppliers or other suppliers' arrangements.

2. **Human Trafficking, Modern Slavery and the Right to Voluntary Labour.** Suppliers will respect the free choice of all persons and strictly prohibit forced or compulsory labour for any employees. Suppliers will not do business or associate with third parties that condone or are engaged in the practice of coercing or imposing work with little or no freedom of choice. Suppliers will comply with the United Nations Guiding Principles on Business and Human Rights and local Laws and policies, such as the UK Modern Slavery Act 2015.

3. **Freedom Against Prejudice and Discrimination.** Suppliers will strive to maintain an inclusive workplace free of harassment and discrimination based on a person's status such as race, colour, religion, national origin, gender, sexual orientation, gender identity, age, disability, veteran or military status or other characteristics protected by Law.
4. **Safe and Secure Workplace.** Suppliers will be dedicated to providing a safe and secure workplace for all of its employees, and prevent accidents to employees, customers, and visitors. Suppliers' leadership will ensure compliance with this commitment in every location and facility in which suppliers operate.
5. **Working Hours and Wages.** Suppliers will comply with all Laws dealing with the wages suppliers pay its employees and the hours they work. Suppliers will be committed to being an ethical employer that strives to improve labour standards, respects its employees' contributions, and rewards them fairly.
6. **Freedom of Association.** Suppliers will respect the rights of employees and comply with all Laws concerning freedom of association and collective bargaining.

## Health Safety & Environmental

### 12. Health & Safety

Suppliers must comply with all health, safety, and security Laws of the jurisdictions in which it does business and limit worker exposure to potential safety hazards. When necessary to safely perform a job, Supplier will provide workers the proper personal protective equipment and ensure proper maintenance of the equipment. Suppliers will record, track, and report all occupational injuries and illnesses as required by applicable Laws.

### 13. Environment & Sustainability

Suppliers shall observe and comply with all applicable environmental Laws as well as implement an effective policy that promotes the efficient use of resources and energy, as well as clean and low energy solutions. Suppliers shall take a proactive approach to working with OCS towards reducing our environmental impact. OCS therefore requires that Suppliers share its commitments to:

- Continually improve our environmental performance and results and to review them regularly.
- Aspire to provide products and services that enhances ecology and ecosystems.
- Have a written environmental / sustainability policy appropriate to the size and nature of their operation which addresses preventing, mitigating, and

controlling serious environmental and health impacts from their operations.

Suppliers are committed to promote the above-mentioned principles to its own suppliers, providers and or sub-contractors. Suppliers are also committed to ensure that its own suppliers, providers, and sub-contractors respect all the principles upheld in the Code.

Suppliers acknowledge and agree that suppliers are solely responsible for full compliance with this Code by suppliers' directors, officers, employees, representatives, suppliers, contractors, and other business partners. Suppliers will nonetheless permit OCS and/or its representatives to assess Suppliers' compliance with the expectations set forth in this Code when rendering services or furnishing products for OCS. Suppliers will fully cooperate with OCS in such assessments, and suppliers will promptly correct any non-conformances identified during such assessments. Any violation or any breach of conduct of this Code by the suppliers or their subcontractors will result in a review and possible termination of the business relationship. If this Code conflicts with the terms of any suppliers' contract with OCS, and the contract term is more restrictive than this Code, the suppliers must comply with the more restrictive terms of the contract.

**Jack Holmes**, Chief Procurement Officer



9th January 2025



### Acceptance of the Terms of the Supplier Code of Conduct

The Supplier, .....(Name of Company), whose registered office is at

.....(Registered Address),

hereby represents and warrants that it has reviewed and understood this Supplier Code of Conduct in its entirety, that it will comply with the standards and principles laid out in the Code and will correct any breaches and noncompliance in a timely manner.

..... (Name of Company)

- confirms that it shares the same ethical standards as those set out in this Code by OCS.
- is aware that it must immediately inform OCS in the event of identification of incidents within our operations or our supply chain, regarding our shared ethical principles disclosed in the OCS SUPPLIER CODE OF CONDUCT, which could negatively impact our reputation as an ethical company or that of OCS.

Signed: .....  
duly authorised for the purposes hereof.

Full Name: .....

Title/Position: .....

Dated: .....