



# **Supplier Relationship Charter**

**March 2025**

This charter formalizes the Keolis Group's desire to **strengthen the consideration of all economic and social responsibility issues in its relations with its Suppliers (1).**

### Introduction

**At Keolis, our Suppliers are essential partners in providing a quality service to our customers and passengers.** Our purchasing strategy is based on **high standards and performance** : we strengthen our competitiveness by combining coordination and synergies on our main expenses. We combine **scale and local presence** to effectively meet the needs of our subsidiaries and optimize our purchases.

**You are a supplier to a Keolis Group Entity or you wish to become one.**

Adherence to the basic principles of supplier relations is part of our selection criteria, which means:

1. Adhere to these principles throughout the supply chain and ensure that your company and your own suppliers adhere to them ;
2. Comply with international standards and applicable laws ;
3. Have the Suppliers identified as being at risk (business sector, countries and Keolis's spend) assessed by a third party to determine their level of maturity in terms of CSR risk management ;
4. Consider the recommendations resulting from the assessments, implement corrective action plans where necessary and involve your own Suppliers in this process.

This document will be part of the consultation process and procurement contracts.

**Keolis reserves the right to regularly monitor its suppliers and to sanction them in the event of non-compliance with the basic principles of the supplier relationship (non-participation in future tenders or termination of the contract).**

(1) Throughout this document, "Supplier(s)" means "suppliers and subcontractors"

## A. FAIR PRACTICES

### A.1. BUSINESS ETHICS

Suppliers undertake to respect the following principles in collaboration with Keolis :

- Comply with the Group's Purchasing process and management procedures ;
- Ensure **clear and consistent communication**. Adhere to the communication process with its privileged interlocutor (inform Keolis' Purchasing Departments of the status of its relations with the users of its products and services within the Group, ensure that all information is transmitted to prevent a risk of non-compliance with contract commitments or any other difficulty encountered with the Group or an employee) ;
- To ensure that the company does not find itself in a **situation of economic dependence** on the Keolis group ;
- Guarantee the **confidentiality** of the information exchanged with the Group, whether a confidentiality agreement is signed or not ;
- **Negotiate** honestly and fairly with Keolis.

Keolis encourages its suppliers to respect the principles of ethics and transparency in their business relationships. **Gifts** must remain reasonable (value of less than €69 including VAT per year), timely and in line with good professional practice. For their part, **invitations** must have a clear objective linked to the development of the business relationship and the performance of the partnership, and must take place in an appropriate setting (value less than €150 including VAT per year).

Both the supplier and Keolis employees can refer to the **Code of Conduct for the Prevention of Corruption**.

### A.2 PREVENTION OF CORRUPTION AND CONFLICTS OF INTEREST

Keolis' Suppliers undertake to:

- Implement appropriate procedures and measures **to prevent and combat corruption**, as required by law ;
- Adopt **legal and fair business practices** (methods and means recognized by all as being in accordance with good professional practice and in compliance with the law) ;
- Select their suppliers with **due diligence** ;
- Ensure that high standards of conduct are applied to **prevent and avoid situations of conflict of interest**.

The Supplier's commitments in this respect are the subject of contractual clauses binding the Supplier to Keolis and may also be monitored by means of an evaluation system.

## A.3 COMPLIANCE WITH COMPETITION LAW

Keolis' Suppliers undertake to comply with competition law, which in particular prohibits :

- Agreements or practices between companies that could harm competition ;
- Abusive behavior by a company in a dominant position on a market.

The Supplier is free to determine its commercial and industrial policy as well as its prices, without exchanging commercially sensitive information with competitors (in particular in the context of professional meetings or associations).

## B. HUMAN RIGHTS AND FUNDAMENTAL LABOUR RIGHTS

Keolis' Suppliers must comply with the **International Labour Organization (ILO) Core Conventions, the United Nations Guiding Principles on Business and Human Rights, as well as the United Nations Global Compact**. They must also comply with all applicable regulations, including the French law on the **duty of vigilance** and European legislation such as the **CSRD** (Corporate Sustainability Reporting Directive) and the **CSDDD** (Corporate Sustainability Due Diligence Directive) and the **Forced Labor Regulation**, which prohibits the sale on the EU market of products derived from forced labor.

Keolis expects its suppliers to **identify, prevent and mitigate human rights risks in their supply chain**, including through **due diligence** mechanisms and exercising active control of their own suppliers and subcontractors. Keolis therefore reserves the right to carry out or commission **social audits** including any on-site inspections, in order to verify compliance with the commitments made with regards to respect for human rights and working conditions. These inspections may also concern the subcontractors responsible for providing all or part of the service.

### Child labour

Keolis strictly prohibits the employment of children under the legal working age throughout the entire value chain, regardless of the country in which the services are provided.

**If there is no age limit for a given country, it cannot be less than 16 years old.**

### Forced/compulsory labour

- Keolis prohibits any form of forced or compulsory labour in any form: **servitude, human trafficking, slavery, or the detention of migrants or illegal workers** ;
- **Work must be performed voluntarily**, in exchange for legal compensation, and not be subject to threats or actual threatened criminal sanctions or criminal prosecution, violence, detention, withholding of identity documents or deprivation of legal rights or privileges ;
- Workers must be free to consent to accept employment and to resign in accordance with applicable laws and regulations and collective agreements.

### Working conditions

- Keolis requires its Suppliers to guarantee a **healthy and safe working environment** ;
- Every employee must be treated fairly and with dignity.

### Salaries and Benefits

- Suppliers must ensure that the **remuneration** they pay to their employees complies with all applicable wage laws (minimum wage, overtime, etc.) ;
- Where laws and regulations do not set a minimum wage, Suppliers must pay their employees at least the prevailing market wage for the position held and in accordance with the principles of living wages.

### Non-discrimination

- Keolis prohibits all **discriminatory or harassing practices** ;
- All Group's Suppliers must guarantee **equal opportunities**, respect for differences, recognition of each other's talents in an environment where harassment, abuse, or any other treatment contrary to respect for human beings is prohibited.

## C. HEALTH AND SAFETY

Keolis has implemented a **Group Safety Policy** and is actively pursuing a risk prevention and safety improvement approach in each of its entities and in all its activities. The commitment of our Suppliers is essential to achieve continuous improvement.

The Supplier undertakes to implement an **equivalent policy** including:

- Implementing safety rules in workplace ;
- supplying products and services under conditions that minimize the risks to the health and safety of its employees and those of Keolis ;
- implementing systems for the continuous improvement of the working and health conditions of its employees ;
- communicating its safety statistics on the frequency and severity of accidents at work.

The Supplier's commitments in this respect are the subject of a contractual clause binding the Supplier to Keolis. Through this clause, the Supplier undertakes to take measures to guarantee the physical and psychological integrity of its employees in accordance with the local and international regulations in force.

## D. ENVIRONMENT

Keolis' public service mission is naturally part of the **fight against climate change and air pollution** by reducing the role of the private car, and the Group is thus contributing to the **creation of sustainable cities and regions**.

### D.1. OUR ENVIRONMENTAL POLICY

Keolis is implementing a **Group Environment Policy** based on three key commitments:

- Contribute to **climate change mitigation** by integrating responsible practices, particularly in terms of reducing energy consumption and promoting sustainable mobility ;
- **Protect the environment by managing the impact of its activities**, in particular by preventing pollution and water consumption ;
- Ensure continuous improvement of environmental performance.

As part of this approach, Keolis is actively committed to the **decarbonization of its activities**. Its greenhouse gas (GHG) emission reduction targets have been validated by the **Science-Based Targets initiative (SBTi)** as being in line with the 2015 Paris Agreement, which aims to limit global warming to **1.5°C** above pre-industrial levels.

Under these targets, by 2028, at least 43% of procurement-related emissions must come from suppliers who are also committed to the SBTi approach. Through this commitment, Keolis aims to mobilize its entire supply chain to collectively reduce the sector's carbon footprint.

For more information on Keolis' environmental policy, please visit :

<https://www.keolis.com/proteger-environnement/>

### D.2. COMMITMENTS EXPECTED FROM SUPPLIERS

Environmental issues are at the heart of KEOLIS' purchasing policy and are considered at the supplier selection stage. Keolis suppliers therefore undertake to :

- Strictly comply with **local, national and international environmental regulations** in force ;
- Implement **concrete measures** to limit the environmental impact of their activities and report these to Keolis ;
- Prepare and submit to Keolis a report on **greenhouse gas (GHG) emissions covering** all their activities, including upstream and downstream flows (scopes 1, 2 and 3) ;
- Carry out an **environmental analysis** of the product or service provided, including its **life cycle and functionalities**, to identify levers for optimization and innovation.

All these commitments are formalized in **contractual clauses** that bind the supplier to Keolis. The involvement of suppliers is essential to ensure continuous improvement and to achieve Keolis' ambitious environmental objectives.

## E. CYBERSECURITY

Keolis expects its suppliers to:

- Take the necessary measures to **protect sensitive data, including personal data**, by complying with applicable regulations and being vigilant regarding cybersecurity risks.
- **Communicate all relevant information in a transparent manner** in the event of an incident and ensure that their subcontractors apply the same security principles.
- **Continually improve their cybersecurity practices and train their staff** to better anticipate threats.

## F. ETHICS ALERT

The Keolis Group has set up an **ethical whistleblowing system called the "Keolis Ethic Line"**. This system, which is accessible to all suppliers, employees and third parties, enables them to report any behavior that is contrary to the law or the Group's ethical standards. This system is available on the website <https://www.keolis.com/ethique-conformite>. By using the Keolis Ethic Line, stakeholders can help maintain an honest working environment that complies with current regulations.

This system is exclusively dedicated to the reporting of unlawful or unethical facts. It should not be used for commercial disputes, which must be dealt with through the normal contract management channels.

## In summary

Keolis' Suppliers undertake to respect the rules of ethics, safety and human rights and to ensure the protection of the environment within their sphere of influence. They shall communicate the status of their sustainable development actions and update them annually or whenever necessary, in particular at the request of Keolis.

It is important to note that even in countries not covered by specific legislation, Keolis requires its Suppliers to control the impact of their activities. To this end, the Supplier undertakes to set up measurement and control systems and, more generally, to pay particular attention to the risks associated with health, safety, human rights and the environment.

Keolis and its suppliers therefore undertake to apply, as soon as possible, an analysis that considers the concept of total cost, which makes it possible to articulate the economic, environmental and/or social dimensions of a purchase in a long-term vision.

The Supplier's commitments will be the subject of contractual clauses binding the Supplier to Keolis and may also be monitored by means of an evaluation system.

Date: ...../...../.....

Company name: .....

Name of Representative: .....

Function of the representative: .....

Signature and stamp of the company: