

SODEXO SUPPLIER CODE OF CONDUCT

April 2014

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INTRODUCTION

Conducting business with high ethical standards is fundamental to Sodexo. In light of this, we have formalized this Supplier Code of Conduct to articulate our expectations of those with whom we conduct business including those businesses with which we have continuing supply relationships.

This Supplier Code of Conduct (“Code”) sets forth Sodexo's expectations of suppliers, vendors, contractors and others with whom Sodexo conducts business (collectively referred to as “Suppliers”) with respect to sound and responsible ethical, social and environmental practices. Sodexo recognizes that Suppliers operate in different legal and cultural environments throughout the world. Regardless, this Code sets forth the minimum requirements that Suppliers must meet to do business with Sodexo. In order to comply with these requirements, Suppliers shall communicate the principles of this Code throughout their supply chain.

To uphold the critical priority of this approach, Sodexo reserves the right to carry out the controls that it deems necessary to ensure that this Code is respected throughout its Supply Chain. This may include self-assessments, Sodexo audits, and third-party audits of Suppliers.

Sodexo realizes that Suppliers may need time to address areas in which they may not be in compliance. We believe that compliance is best achieved through a process of continuous improvement over a period of time, which includes dialogue with Sodexo. With this in mind, Sodexo invites its suppliers to keep us regularly informed about their actions and their improvement plans concerning the Code of Conduct and welcomes evidence where exceeding the minimum is achieved by our supply chain partners.

Sodexo encourages its suppliers to support the achievement of the commitments set out in the “Better Tomorrow Plan” to protect the environment, support the development of Local Communities, and actively promote Nutrition, Health and Wellness.

Additional information concerning Sodexo’s Corporate Responsibility is available on our website www.sodexo.com.

BUSINESS INTEGRITY

Sodexo is committed to the highest standards of business integrity. We do not tolerate any practice that is inconsistent with the principles of honesty, integrity and fairness, anywhere in the world where we do business.

Sodexo seeks to identify Suppliers that conduct business with ethical standards consistent with our own. Sodexo's ethical standards are embodied in our Business Integrity Statement which provides in part:

- Obey all applicable laws and regulations
- Treat each other fairly, with dignity and respect
- Prepare all records of financial transactions carefully and accurately
- Report financial conditions and results of operations, honestly and promptly
- Deal honestly and fairly with clients, customers, suppliers, and financial partners
- Avoid actual and potential conflicts of interest
- Avoid the improper giving and/or receiving of gifts
- Safeguard Sodexo's assets
- Protect confidential and proprietary information
- Protect Sodexo's reputation
- Separate personal political activities from Sodexo's business
- Report observed violations of all applicable laws and regulations and ethical standards.

Suppliers shall not engage in any acts of unfair competition and shall not engage in bribery in any form.

HUMAN RIGHTS AND FUNDAMENTAL RIGHTS AT WORK

Sodexo is committed to respect Human Rights wherever we do business. We will give effect to this commitment by working to implement and strengthen practices and procedures to prevent, mitigate and, where appropriate, remedy adverse human rights impacts that may result directly from our operations or that may be linked directly to our business through our relationships with suppliers. Our commitment and implementing practices and procedures are informed by international instruments, including the Universal Declaration of Human Rights, the ILO Declaration on Fundamental Principles and Rights at Work, and by the guidance set forth in the OECD Guidelines for Multinational Enterprises and the UN Guiding Principles on Business and Human Rights.

We expect our suppliers to conduct their business in a manner that demonstrates respect for human rights, consistent with the principles below.

ELIMINATION OF ALL FORMS OF FORCED OR COMPULSORY LABOR

Suppliers shall not use indentured, slave, bonded or other forced involuntary labor.

Suppliers shall ensure that work is performed voluntarily, in exchange for lawful compensation, and not subject to actual or threatened criminal penalty or prosecution, violence, confinement, retention of identity documents, or forfeiture of legal rights or privileges. Workers must be free to consent to enter into employment and free to leave the employment at any time, with reasonable notice in accordance with applicable laws and regulations, collective agreements, and operational constraints.

Suppliers shall not allow debt-induced forced labor, which refers to offering loans or wage advances from employers to labor recruiters in exchange for a pledge by a worker of his or her labor or of that of a family member in order to repay the loan.

EFFECTIVE ABOLITION OF CHILD LABOR

Suppliers shall not permit workers under the legal age of employment to work in any country or local jurisdiction where the Supplier performs work for Sodexo. If the minimum age of employment is not defined, the minimum age of employment shall be 15 years of age. Irrespective of the legal minimum age, in cases where minors are authorized to work, suppliers shall observe all legal requirements, particularly those pertaining to hours of work, wages, minimum education and working conditions.

Suppliers shall set and respect clear age limits for work that can be mentally, physically, socially or morally dangerous or harmful to young workers. Young workers are defined as being workers who are over the minimum age as defined previously and under the age of 18.

ELIMINATION OF DISCRIMINATION IN RESPECT OF EMPLOYMENT AND OCCUPATION

Suppliers shall not discriminate against employees in hiring, promotion, salary, performance evaluation or any other term or condition of work, on the basis of race, color, national origin, gender, gender identity, sexual orientation, religion, disability, or any other basis prohibited by applicable laws and regulations.

FREEDOM OF ASSOCIATION AND EFFECTIVE RECOGNITION OF THE RIGHT TO COLLECTIVE BARGAINING

Suppliers shall respect the right of employees to join or not to join the trade union of the employees' choice and to bargain collectively, free from any form of retaliation, intimidation or harassment. Employees shall not be subject to intimidation or harassment in the exercise of their right to join or to refrain from joining any labor organization.

WAGES AND BENEFITS

Suppliers shall not pay less than the minimum wage in accordance with applicable laws and regulations. Where the applicable laws and regulations do not set a minimum wage, Suppliers shall pay at least the prevailing market wage for the relevant job.

Suppliers shall ensure that relevant workers are compensated overtime hours at the legally mandated premium rates, are not required to work overtime in order to earn minimum wage and receive all statutory benefits and or insurance mandated by applicable laws and regulations.

WORKING HOURS

Suppliers shall comply with all applicable laws and regulations for working hours for employees, including maximum hour limitations and requirements for break times. Suppliers shall not, on a regularly scheduled basis, require employees to work in excess of legal overtime thresholds, except as may be lawful based upon the nature of the work.

HEALTH AND SAFETY

Health and Safety is an integral part of Sodexo's mission to improve Quality of Life. Sodexo is committed to achieving a global health and safety culture and world class health and safety performance. The engagement of our suppliers is essential for continuous improvement towards this objective.

Suppliers shall provide a safe and healthy workplace and working conditions. Health, safety and other workplace standards must, as a minimum, comply with all applicable laws and regulations.

Suppliers shall maintain and keep in force, at their own expense, a worker's accident compensation scheme, whether public or private (such as worker's compensation insurance), as required by the applicable laws and regulations for all their employees that provide or perform any products or services for Sodexo.

LIVING CONDITIONS

Worker housing, where provided, shall meet the same standards for health and safety as those that apply in the workplace.

Living conditions shall respect employees' dignity and right to privacy.

DISCIPLINARY PRACTICES

Suppliers shall treat everyone with dignity. Suppliers shall not inflict or threaten to inflict corporal punishment or any other forms of physical, sexual, psychological or verbal abuse or harassment on any employee.

Suppliers shall have a clear disciplinary process that forbids violence, harassment or intimidation in any physical or emotional form, and communicate it in a language understood by employees.

ENVIRONMENT

Suppliers shall abide by all applicable environmental laws and regulations.

Suppliers shall work to continuously improve their environmental protection measures for example through the implementation of an environmental improvement program or action plan.

Suppliers shall work to sustain, protect and restore the environment, by such means as energy conservation, recycling and proper disposal of waste, and water management, as well as by environmental restoration.

INCLUSIVE SUPPLY CHAIN

Sodexo's Local Community - Supply Chain Inclusion Program is an integral part of the Group's mission to improve the Quality of Life for people working for our suppliers, the development of local communities and demonstrates our commitment to engage and influence stakeholders on social and economic responsibility throughout the supply chain.

Engaging diverse and inclusive suppliers within the local communities where we operate gives both our Suppliers and Sodexo the advantage of tapping into the best, most agile and innovative companies.

Sodexo expects its Suppliers to demonstrate a diverse workforce composition actively embracing workforce age, gender, race, national or ethnic origin, religion, language, political beliefs, sexual orientation, physical ability and promoting supply chain inclusion throughout their own supply chains.

IMPLEMENTATION

Suppliers shall take appropriate steps to ensure that the principles of this Code are communicated to their employees and throughout their own supply chains. Suppliers shall also take appropriate steps to ensure that the principles of this Code are adopted and applied by their employees, suppliers, agents and contractors to the extent applicable.

Suppliers shall establish processes or mechanisms where employees can raise issues of concern without fear of reprisals or negative repercussions.

Sodexo reserves the right to carry out the controls that it deems necessary to ensure that this Code is respected throughout its Supply Chain. This may include self-assessments, Sodexo audits, and third-party audits of Suppliers.

In the foreseeable future, reporting requirements on the relevant actions a Supplier takes both within their own operations and their supply chain, will become necessary.

This Code will be updated regularly to keep it relevant based on feedback from internal and external stakeholders.

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