

## **Responsible Purchasing Code of Conduct**



## MESSAGE FROM THE GROUP PURCHASING DIRECTOR

*« Since 2013, the Responsible Purchasing Code of Conduct has formalized the commitments expected from our service providers and suppliers in terms of environmental protection, social responsibility, business ethics, and supply chain management.*

*This approach, initiated over a decade ago, is part of a long-term vision and continues to evolve in line with the latest applicable laws and regulations. Compliance with this Code has now become a fully-fledged selection criterion, on par with cost, quality, service, innovation, and risk management.*

*The Group Purchasing Department bases its Responsible Purchasing policy on the principles of ethics, professionalism, transparency, and mutual trust. The Code of Conduct serves as the reference framework for this policy. It is signed by each service provider/supplier upon joining the Group panel.*

*In the absence of a formal signature, any engagement in an activity, collaboration, or partnership with the Group shall be deemed full and unconditional acceptance of this Code ».*

**Hervé RICHONNIER**

Group Purchasing Director

---

## OBJECTIVES AND RECIPIENTS

Recognized as a responsible company that complies with the highest international standards, the Group aims to reinforce this commitment by structuring its approach at every link of its supply chain.

Aware of the challenges and opportunities for improvement that may arise within the supply chain, the Group has decided to formalize a set of guidelines to promote responsible behavior among its Service Providers.

This Code defines the minimum standard to be observed by each Service Provider. It does not replace applicable national and international legislation, which Service Providers must strictly comply with.

The principles outlined in this Code are based on major international conventions such as the 10 Principles of the United Nations Global Compact, the International Labour Organization (ILO) Conventions, the OECD Guidelines for Multinational Enterprises, as well as declarations on human and children's rights.

Through this Code, the Group not only seeks to protect its commercial interests but also aims to guarantee and promote responsible behavior throughout its supply chain, based on the principle of responsible due diligence.

The topics addressed (human rights, environmental protection, responsible purchasing, and business ethics) are fundamental.

This Code applies to all the Group's Service Providers.

Furthermore, the Group encourages its Service Providers to ensure that their own subcontractors are also made aware of and comply with the CSR principles outlined in this Code.

---

## LES ENGAGEMENTS DES PRESTATAIRES

### Comply with national and international laws and regulations

Our Service Providers commit to complying with all laws and regulations, including export regulations applicable to their activities, in every country where they operate. In the absence of such standards, they must, at a minimum, respect and promote, to the extent possible, the CSR commitments outlined in this Code.

### Respect Human Rights in the Workplace

Our Service Providers commit to promoting, respecting, and ensuring respect for human rights during their professional activities. They must ensure that their employees' working conditions are dignified and comply with applicable local and international legislation.

#### ▶ Prohibit Child Labor

Our Service Providers commit not to employ individuals who have not reached the minimum legal working age as defined by the laws of each country in which they operate. They are therefore expected to verify, by all legally permitted means, the age of their employees.

The minimum working age set by the International Labour Organization (ILO) is 15 years, except in certain countries where employment of children from the age of 14 is allowed. The minimum age may also vary depending on the difficulty and nature of the job.

People under 18 must not do night work, hazardous tasks, or any activity that could be harmful to their physical or mental health.

#### ▶ Ensure Fair Remuneration

Our Service Providers commit to respecting employees' right to receive fair remuneration, sufficiently to ensure a decent standard of living for themselves and their families.

The wages paid to employees must be at least equal to the minimum wage set by the legislation of the country where the work is performed. Payment must be made regularly, in full, and without delay, in legal tender.

#### ▶ Ensure Decent Working Hours

Our Service Providers commit to ensuring that their employees adhere to working hours and receive rest days in accordance with the legislative and regulatory provisions of the country in which they operate.

According to local regulations and the applicable status of the employees concerned, overtime work must be voluntary, paid at a premium rate, and must not pose occupational risks to the employee.

Service Providers may also establish, through a work agreement or contract, the replacement of all or part of this additional remuneration with equivalent compensatory rest.

#### ▶ Ensure the absence of discrimination, harassment, and inhumane treatment

Our Service Providers shall not engage in any form of discrimination based on gender, age, origin, religion, sexual orientation, physical appearance, health status, family situation, political opinions, pregnancy, trade union membership, disability, or any other form of discrimination, particularly regarding hiring, access to training, promotion, and similar opportunities.

Our Service Providers encourage diversity within their organizations and take positive measures to support the inclusion of disadvantaged personnel (e.g., people with disabilities).

---

▶ **Protect Health and Ensure Safety and Hygiene in the Workplace**

Our Service Providers commit to analyzing and assessing potential health and safety risks within their organizations to implement appropriate processes to prevent and, if necessary, remediate them. Training must be provided for employees exposed to these risks.

Service Providers must ensure that procedures to maintain hygiene and safety conditions are respected in their workplaces, notably by verifying that facilities comply with national standards regarding indoor air quality (ventilation), noise levels, temperature, and lighting. Fire safety equipment must be in place and evacuation training must be conducted regularly.

Our Service Providers commit to (i) identifying and mitigating their employees' exposure to risks related to the company's activities, and (ii) improving employee protection in case of accidents, including by subscribing to insurance schemes. Service Providers must also provide employees with appropriate personal and collective protective equipment.

▶ **Regulate the Use of Security Forces**

Our Service Providers commit to ensuring that any use of security forces, whether public or private, is carried out in strict compliance with fundamental human rights.

The use of practices that may result in degrading treatment, violations of privacy, or infringements on the right to freedom of association is strictly prohibited.

▶ **Respect Freedom of Association and Trade Union Rights**

Our Service Providers commit to respecting their employees' rights to freedom of association and trade union activities as provided by applicable national and international laws and regulations.

They ensure a collaborative approach with their employees and strive to prevent conflicts through effective and ongoing social dialogue.

▶ **Prohibit Forced Labor and Slavery**

Our Service Providers commit not to engage in any work or service demanded by an individual under the threat of any penalty and for which the individual has not voluntarily offered themselves.

The retention of employees' identity documents as well as requiring a security deposit upon hiring are also prohibited.

Our Service Providers must not practice or benefit from any form of servitude, human trafficking, or slavery.

**Reducing Economic Dependency**

Our Service Providers must diversify their customer base to avoid any economic dependency on the Group.

They shall inform the Group as soon as possible of any risk of economic dependency to implement necessary corrective measures, which may include a significant reduction in purchases with the Group.

**Ensure Confidentiality of Information**

Service Providers are expected to ensure the confidentiality of non-public data obtained within the framework of Responsible Purchasing with the Group.

They must implement appropriate measures to protect this information against any unauthorized access, disclosure, or use, and immediately report any cybersecurity incidents or data breaches involving the Group's confidential information.

Suppliers commit to reporting on their practices, impact, and compliance upon request by Vignal or the competent authorities. This also includes the protection of whistleblowers as part of their commitment to uphold ethical standards and transparency.

The Group's confidential information must remain strictly confidential, even after the termination of business relations with the Service Providers concerned.

Service Providers commit to protecting all professional data received from the Group throughout their business relationship and even after its termination.

---

Individual information concerning the Group, collected or held by our Service Providers, must be strictly limited to the principle of restricted use.

### **Combat Corruption and Money Laundering**

Our Service Providers commit to combat corruption in all its forms in every country where they operate. They must not, directly or indirectly, offer, promise, grant, or demand illicit payments or other undue advantages to public authorities to obtain or maintain a contract or any other illegitimate benefit. This includes avoiding extortion, fraud, or bribery.

Our Service Providers must exclude any relationships and/or commercial transactions with Japanese antisocial forces, in accordance with the guidelines and ordinance of the Japanese Government.

More generally, they must refrain from engaging in any economic or financial relationship with entities (individuals or legal persons) subject to sanctions or commercial and financial restrictions imposed for political reasons, national security, or related to human rights violations, as defined by applicable regulations.

Our Service Providers commit to combating money laundering in every country where they operate. They must exercise increased vigilance over financial transactions to detect any irregularities (verification of the country of origin of funds and the paying entity involved, location of the bank, and ensuring it is not listed on a “blacklist,” etc.)

### **Avoid Any Conflict of Interest**

Service Providers must avoid any real or potential situation that could compromise the interests and reputation of the Group.

### **Combat Anti-Competitive Practices**

Our Service Providers commit to taking all necessary measures to prevent anti-competitive practices. They agree not to engage in collusion and/or abuse of dominant position.

They refrain from sharing any sensitive information (customer files, marketing plans, business strategies, purchase and selling prices, etc.) with third parties, especially with competitors of the Group. They are also encouraged to familiarize themselves with the applicable legislative and regulatory provisions regarding competition in each country where they operate and to consult a professional if necessary.

They strictly prohibit the use, manufacture, or distribution of any counterfeit parts, ensuring that products comply with applicable intellectual property rights.

---

## **Respect the Environment and Aim for Carbon Neutrality**

In line with the Paris Climate Agreement, which aims to reduce carbon emissions by 45% by 2030 (compared to 2010) and achieve carbon neutrality by 2050, Vignal is committed to reducing its emissions across scopes 1, 2, and 3. In this context, and recognizing that emissions from its partners contribute to its overall carbon footprint (notably scope 3), Vignal requests that they measure and reduce their own emissions in alignment with these objectives.

To this end, each Provider must implement an action plan as well as monitoring mechanisms to achieve carbon neutrality for their own activities and supply chain by 2040, or if not possible, at the latest by 2050. This plan must cover all emissions from scopes 1, 2, and 3, as defined in the Greenhouse Gas Protocol.

Our Service Providers commit to complying with national and international legislative and regulatory environmental requirements. They adopt the precautionary principle: they detect, identify, and assess potential environmental risks and take all appropriate measures to mitigate or eliminate them.

Our Service Providers must minimize their environmental impact.

- by reducing their energy consumption, CO<sub>2</sub> emissions, and water usage,
- by limiting their impact on biodiversity using raw materials and the production of waste and emissions,
- by decreasing the use of non-renewable resources or environmentally harmful products.

Service Providers encourage, within their innovative processes, the development of products with the lowest possible environmental impact throughout their entire life cycle.

Our Service Providers must take climate risks into account for the stability of supply chains: floods, droughts, extreme weather events. In this context, they are required to identify vulnerabilities in their operations and implement adaptation plans to limit the impacts (reduce vulnerabilities and protect against risks).

Service Providers offering industrial services also commit to:

- Implement programs to ensure that their products do not contain prohibited or illegally sourced raw materials.
- Identify and manage any materials or chemicals that pose a risk if released into the environment. They must ensure that handling, transport, storage, recycling, reuse, and disposal are done safely and in compliance with regulations.
- Monitor wastewater and solid waste generated by their activities and treat them in accordance with laws governing their discharge or disposal.
- Monitor, control, and treat air emissions from chemicals, aerosols, corrosive substances, particulates, and volatile chemicals that deplete the ozone layer in compliance with applicable laws.
- Reduce or eliminate waste of all types, including through recycling, composting, material reuse, and upstream reduction of quantities, notably by reducing packaging.
- Prioritize eco-designed materials.

---

## **Respect laws and regulations concerning minerals from conflict-affected and high-risk areas**

In accordance with international regulations, Vignal is committed to ensuring transparency and due diligence in the supply chain of so-called “conflict minerals,” notably gold, tin, tantalum, and tungsten (3TG), as well as other minerals considered to be of concern (cobalt, mica, copper, graphite, lithium, etc.).

Suppliers must comply with the requirements defined in:

- ▶ Regulation (EU) 2017/821<sup>1</sup> of the European Parliament on supply chain due diligence obligations for Union importers of minerals from conflict-affected areas.
- ▶ The Dodd-Frank Act – Section 1502<sup>2</sup> and the rules of the United States Securities and Exchange Commission (SEC) regarding the disclosure of conflict minerals.
- ▶ The OECD Due Diligence Guidance for Responsible Supply Chains of Minerals from Conflict-Affected and High-Risk Areas<sup>3</sup>.

In view of all these international laws and regulations, Vignal requires its service providers to:

- Declare the conflict minerals contained in the products they supply to us by completing the **CMRT**<sup>4</sup> form for tin, tantalum, tungsten, and gold, as well as the **EMRT**<sup>5</sup> for cobalt, mica, copper, graphite, lithium, and nickel. The necessary resources are available from the Responsible Minerals Initiative (RMI).
- Reduce risks by adopting Conflict-Free supply chains whose due diligence practices have been validated by an independent third party.
- Implement corrective measures in the event of confirmed risks and communicate their due diligence measures if necessary.
- Stay up to date with new requirements.
- Cascade all the above requirements through their own supply chains.

In cases where Vignal determines that the efforts made by the Provider to comply with this policy are insufficient and/or that the Provider has not cooperated in the implementation of corrective measures, Vignal reserves the right to make decisions regarding the continuation of the business relationship between the two parties.

---

<sup>1</sup> [Règlement - 2017/821 - EN - EUR-Lex](#)

<sup>2</sup> [SEC.gov | Conflict Minerals Disclosure](#)

<sup>3</sup> [OECD-Due-Diligence-Guidance-for-Responsible-Business-Conduct-FR.pdf](#)

<sup>4</sup> [Conflict Minerals Reporting Template](#)

<sup>5</sup> [Extended Minerals Reporting Template](#)

---

## OUR COMMITMENTS AS VIGNAL

Vignal believes that leading by example is essential to building strong, lasting, and responsible business relationships. True to this conviction, the Group incorporates into its own practices the ethical, social, and environmental principles it expects from its partners. To achieve this, Vignal relies on a set of commitments structured around several key areas.

### ▶ **Ethics, Integrity, and Fairness in Supplier Relations**

Vignal is committed to establishing business relationships with its Providers based on fairness, honesty, equity, and mutual respect. In the context of calls for tenders, the Group ensures strict equal treatment: the same information is shared, the same deadlines are granted, and bids are evaluated according to predefined, clear, and objective criteria. The purchasing process is conducted with full transparency and traceability, in accordance with principles of impartiality.

Vignal honors all contractual commitments, including payment terms, and ensures that non-selected Providers are informed of the reasons for their non-selection.

Vignal pays close attention to financial transactions to detect any money laundering, in compliance with applicable laws, through measures such as verifying the country of origin of funds, the location of the relevant bank, or potential listing on a “blacklist.”

Vignal combats all forms of corruption. In accordance with applicable legislation, Vignal does not provide any form of payment to obtain a favorable decision or an undue advantage for the company.

To preserve the integrity of the decision-making process, any conflict of interest is actively avoided. Buyers and decision-makers act solely in the company’s interest, without personal, family, or relational interference. No gift or benefit likely to influence a decision is tolerated.

The Group maintains long-term relationships with its partners, based on mutual trust and a continuous improvement in mindset. It supports its strategic Providers in their development, when necessary, while ensuring the prevention of any situation of economic dependence that could weaken either party.

### ▶ **Data Protection, Confidentiality, and Respect for Intellectual Property Rights**

Vignal is committed to ensuring the security, confidentiality, and protection of sensitive information exchanged within the scope of its professional relationships. Certified under TISAX, Vignal applies stringent standards in information security.

The Group takes care to protect all its assets, whether physical, digital, or intangible, against any loss, intrusion, misuse, or unauthorized disclosure.

Respect for intellectual property rights is a fundamental principle. Vignal safeguards its own innovations, creations, and developments through patents, trademarks, or designs, while ensuring the recognition of the proprietary rights of its Providers and partners. No content, know-how, or technology is used or reproduced without prior authorization.

In its dealings with Providers, Vignal guarantees the confidentiality of commercial and technical data received, strictly prohibiting any disclosure to third parties without express consent.

The Group also respects the privacy of its employees, clients, and partners. In compliance with the General Data Protection Regulation (GDPR), the collection, processing, and storage of personal data are conducted legally, transparently, and securely.

Vignal ensures rigorous and consistent communication of its Responsible Purchasing principles both internally and externally. The Responsible Purchasing Code of Conduct is systematically shared with Providers, who are invited to read and sign it.

---

▶ **Respect for the Environment and Ecosystems**

Vignal is committed to integrating environmental considerations at all levels of its activities. The Group implements the ISO 14001 environmental management system across all its sites and adopts sustainable industrial practices to limit its ecological footprint.

Vignal commits to designing responsible products, optimizing its manufacturing processes, reducing natural resource consumption, and lowering emissions. Human, technical, and financial resources are mobilized to achieve these objectives.

Vignal acts in the fight against climate change, with the ambitious goal of achieving carbon neutrality. This approach relies on the collective commitment of its teams and the active involvement of its partners.

Aware of the interdependence between its activities, ecosystems, and local communities, Vignal pays special attention to preserving biodiversity as well as respecting social and territorial balances. The Group ensures the protection of wildlife, flora, and natural environments in compliance with applicable regulations, while contributing to local economic development by identifying and engaging partners rooted in the territories where it operates.

The Group is committed to a continuous improvement approach to strengthen the scope and coherence of its environmental and social actions, within a framework of shared and sustainable responsibility.

---

## IMPLEMENTATION AND COMPLIANCE WITH THIS CODE

The Group's ambition is for this Responsible Purchasing Code of Conduct to be an integral part of the relationship between the Group and its Providers, and to be applied at every stage of the business relationship, in accordance with the mentioned CSR principles.

▶ **Adherence to and Signing of the Code**

Adherence to this Responsible Purchasing Code of Conduct takes place upon entry into the panel of Providers and subcontractors and remains in effect throughout the duration of the business relationship.

▶ **Audits may be conducted**

The Group reserves the right to audit or have its Providers audited at any time to verify their compliance with the requirements of the Responsible Purchasing Code of Conduct. Providers are strongly encouraged to periodically assess, by means they consider appropriate, adherence to this Code of Conduct by both their employees and their own Providers.

Finally, Providers are invited to submit to the Group's CSR management any documents such as ratings or certificates related to their consideration of CSR issues.

▶ **Procedures for Reporting Anomalies May Be Implemented**

Providers are encouraged to establish a system for reporting anomalies, designed to encourage their employees to report behaviors they believe to be contrary to the ethical principles set forth in this Responsible Purchasing Code of Conduct.

For both the Group and its Providers, no sanctions or discriminatory measures will be taken against those who report a violation of the code, provided they act in good faith—even if the reported facts turn out to be inaccurate or do not lead to any further action.

▶ **Corrective measures may be considered**

In the event of irregularities or confirmed violations of the Responsible Purchasing Code of Conduct, Providers will propose to the Group a corrective action plan accompanied by a timeline, after which the irregularity or violation must no longer exist. The Group shall be free, in compliance with legal and contractual provisions, to terminate business relationships with the Providers concerned if irregularities persist.

---

## ADHERENCE TO THE RESPONSIBLE PURCHASING CODE OF CONDUCT

We, \_\_\_\_\_, Provider of Vignal Group, we hereby confirm that we have:

- received and fully understood the Responsible Purchasing Code of Conduct of Vignal Group.
- adhered to the commitments of the Responsible Purchasing Code of Conduct of Vignal.
- understood that non-compliance with this Responsible Purchasing Code of Conduct could, following the failure of a corrective action plan, lead to the suspension or termination of business relations with Vignal Group.
- understood that it is our duty to communicate the commitment we have made through this Responsible.
- Purchasing the Code of Conduct to our own Providers and to encourage them to comply with the CSR principles outlined therein.
- authorized, where applicable, auditors appointed by Vignal Group to verify compliance with the Responsible Purchasing Code of Conduct at our premises.

Company: \_\_\_\_\_

Represented by \_\_\_\_\_

Signed at \_\_\_\_\_ the \_\_\_\_\_