



## GP STRATEGIES SUPPLIER CODE OF CONDUCT

### POLICY POL.XGB.027

**This Code may be updated periodically at GP Strategies' discretion. Suppliers are responsible for checking for updates to ensure compliance with these terms.** For questions concerning this Code as a Policy of GP Strategies used for compliance and operations, contact the GP Strategies Global Procurement department.

At GP Strategies Corporation ("GP Strategies" or "we"), we understand that being truly successful means doing the right thing. Because of this, we are committed to upholding the values of honesty and trust in everything we do. We will partner with Suppliers who take the same approach in delivering their services to us. We expect you, as our Supplier, to join us in our commitment to maintaining the highest ethical standards, and doing business in a way in which we can be mutually proud.

This Supplier Code of Conduct outlines a series of ethical principles that GP Strategies follows as we seek to align with each of the United Nations (UN) Global Compact ten universally accepted principles. These principles should underpin and promote ethical standards in everything that we and each of our Suppliers do. This series of principles is supported by various company policies we have in place, and has an impact on our clients, employees, supply chain, and business communities.

This document also lays out a series of commitments to appropriate business conduct that GP Strategies follows and expects you to follow as our Supplier. At GP Strategies, we believe that the conduct of a responsible and successful business should make a positive impact on those it affects. We sincerely believe that by following the principles and commitments laid out in this Supplier Code of Conduct, we can ensure that we conduct business ethically, responsibly, and successfully.

### COMPLIANCE WITH THE GP STRATEGIES SUPPLIER CODE OF CONDUCT

This Supplier Code of Conduct applies to all suppliers of the GP Strategies Group of Companies, and any of their sub-suppliers and sub-contractors (each a "Supplier" and collectively "Suppliers"), be it for the supply of software, goods, or services. All Suppliers of the GP Strategies Group of Companies must read and understand each of the guidelines set forth in this Supplier Code of Conduct and agree to abide by the guidelines as a condition of doing business with any of the GP Strategies Group of Companies. Your performance of services to any of the GP Strategies Group of Companies is your deemed acceptance of your obligations as set forth in this Supplier Code of Conduct. Upon request, our Suppliers may be required to provide confirmation in writing that they meet their obligations under the Supplier Code of Conduct. Additionally, we may request an audit of a Supplier's compliance with its obligations under this Supplier Code of Conduct. Failure to comply with this Supplier Code of Conduct may result in the termination of a Supplier's relationship with the GP Strategies Group of Companies, including any purchase order(s) and/or service contracts.

## COMPLIANCE WITH LAWS

Suppliers must comply with all applicable laws and regulations, including generally accepted accounting rules and controls, in each of the countries where they operate or provide services to the GP Strategies Group of Companies.

## RESPONSIBLE TREATMENT OF INDIVIDUALS

At GP Strategies, we respect and support the fundamental human rights of every individual, wherever situated, and we expect and require each of our Suppliers to do the same when it comes to the protection of human rights of its employees, and contractors, as well as the individuals and communities that are affected by their various activities. We believe that the work environment should be one that is characterized and marked by professionalism at every stage.

All Suppliers to any of the GP Strategies Group of Companies must, without limitation, agree to the following:

### a. Commitment to Non-Discrimination of Harassment

We expect Suppliers to not only respect, but also to encourage the diversity of their workforce, contractors and others with whom they interact in the workplace. Respect for diversity should be universal and embrace and value differences in individuals, such as race, national or ethnic origin, color, religion, age, sex, sexual orientation, gender identity or expression, marital status, family status, genetic characteristics, and disability. Our Suppliers should not tolerate harassment of any kind, discrimination, violence, retaliation, or any other inappropriate behavior that demeans or disrespects the rights or dignity of another person and must not condone or tolerate such behavior by its contractors, vendors or partners.

### b. Freedom of Association

Our Suppliers must respect workers' freedom of association, recognize, and protect their right to collective bargain, to form, join or administer legally permitted workers' organizations in accordance with all applicable laws. Our Suppliers must actively work to prevent any illegal acts of interference with the formation, participation, or administration of such organizations in accordance with all applicable laws.

### c. Wages and Benefits

We believe that every employee is entitled to a fair wage for the work that they do. Our Suppliers must comply with all applicable laws and collective agreements that pertain to wages and benefits (including minimum wage and overtime pay). Any use of temporary or outsourced labor will be within the permitted limits of the relevant local laws.

### d. Strictly Prohibit Forced and Compulsory Labor



GP Strategies takes a zero-tolerance approach to modern slavery and human trafficking. We strive to act with integrity and transparency in all business dealings and to put in place effective systems and controls in order to safeguard against any form of modern slavery taking place in our own business and in our supply chain. Suppliers shall not in any case use or permit any form of forced bonded, compulsory labor, slavery, or human trafficking in any part of their business operations or supply chain. Suppliers shall not require the surrender of any government issued identification, passport or work permit or other personal document as a condition of employment.

**e. Strictly Prohibit Child and Underage Labor**

Child labor by any Supplier is strictly prohibited. Suppliers shall implement appropriate mechanisms to verify the age of workers to comply with local laws for eligibility to work. Where opportunities for student workers exist, including internships or apprenticeships, such programs shall be conducted in accordance with relevant laws, not involve hazardous work, include appropriate training and payment of wages that are commiserate for other entry-level workers providing similar tasks.

**f. Health, Emergency Preparedness and Safety**

Our Suppliers must have policies and procedures in place and actively provide healthy, safe, and sanitary working environments and conditions that comply with all relevant health and safety laws. Suppliers are responsible for ensuring their employees are provided with sufficient training and information for the maintenance of a healthy and safe workplace, as well as adequate and appropriate personal protective equipment to protect workers against hazards typically encountered in performing for services in the scope of work for GP Strategies. Suppliers are expected to have plans and conduct training for employee protection for locally recognized natural and technological hazards.

## **OPERATE WITH PROFESSIONAL AND BUSINESS INTEGRITY**

GP Strategies promotes a culture of honesty, integrity, trust and respect and all employees are expected to operate in an ethical manner in all their dealings, whether internal or external. We do not tolerate behavior which goes against this, or which could result in reputational damage to our business or our client's business.

Supplier shall self-report any violations of this Code of Conduct to GP Strategies' Procurement Department or through our Business Conduct and Ethics Hotline which allows for anonymous and confidential reports via the Internet at [www.tnwgrc.com/gpstrategies](http://www.tnwgrc.com/gpstrategies). Supplier can also submit questions and comments regarding this Code of Conduct to [info@gpstrategies.com](mailto:info@gpstrategies.com).

All Suppliers to any of the GP Strategies Group of Companies must, without limitation, agree to the following:

**a. Conflicts of interest**

Suppliers must avoid any actual or perceived conflict of interest to gain improper advantage or special treatment for other relationships they may have with the GP Strategies Group of Companies or others. Suppliers must not inappropriately seek to influence Group of Companies employees or our client's employees. Suppliers are advised GP Strategies believes in fair and open competition. Under no circumstances will the Company enter into fraudulent or illegal arrangements with competitors affecting pricing or marketing practices.

**b. Gifts and Entertainment**

We uphold the values of integrity and fairness and, as part of this, GP Strategies expects Suppliers to refrain from offering or providing any undue monetary or other advantages to any person(s) to obtain or retain business. Suppliers shall not use money, gifts, or entertainment as a means to obtain favor or to gain improper advantage or preferential treatment. Suppliers are advised that employees of the GP Strategies Group of Companies must seek approval before accepting nominal entertainment or gifts from a Supplier and a Supplier must maintain a record of any gifts.

**c. Anti-bribery and Anti-corruption**

We are committed to conducting business in an ethical way and require our Suppliers to comply with the applicable anti-bribery and corruption legislation in each jurisdiction where they operate or provide services to the GP Strategies Group of Companies. It is never acceptable for a Supplier to offer any bribe, kickback, or other unlawful payment as a means to secure any contract, benefit, or other favorable treatment. In the event of a confirmed bribe, kickback, or other unlawful payment, GP Strategies may disenroll the Supplier from any business activities with GP Strategies.

## **PROTECTING INFORMATION**

We are committed to upholding high standards of data privacy, confidentiality, and security, and respecting the intellectual property of others. Not only does this help us to protect our business, but it also helps us to provide the best service to our clients and to protect their interests too.

All Suppliers to any of the GP Strategies Group of Companies must, without limitation, agree to the following:

- a. To follow and strictly adhere to all local privacy and data protection laws applicable to Supplier and the services it provides to the GP Strategies Group of Companies.
- b. Maintain transparent and accurate privacy notices when collecting or processing personal data. Such notices shall fully explain how personal information and data is collected, used, disclosed, stored, and protected. Supplier shall only use data as expressly directed by or agreed to by the GP Strategies Group of Companies.

- c. Taking into account the state of the art, the costs of implementation and the nature, scope, context, and purposes of processing as well as the risk of varying likelihood and severity for the rights and freedoms of natural persons, Supplier shall implement appropriate technical and organizational measures to ensure a level of security appropriate to the risk as agreed with GP Strategies assessment of the risk.
- d. Cooperate with the GP Strategies Group of Companies compliance efforts as may be reasonably necessary to comply with applicable laws.
- e. Respect and protect the intellectual property rights of all parties by using software, hardware, content, or other intellectual property that has been legitimately acquired and licensed and only in accordance with their associated licenses or terms of use. Appropriately manage and transfer any intellectual property and know-how in a manner that protects and preserves the intellectual property rights of the relevant owner.
- f. Enter into a Data Privacy Agreement with the GP Group applicable to the scope of work prior to performing services.
- g. Inform GP Strategies on any proposed use of Artificial Intelligence (AI) programs and tools and receive GP Strategies written consent prior to proceeding.

## **ENVIRONMENTAL PROTECTION AND COMPLIANCE**

GP Strategies recognizes that we each have a social responsibility to do what we can to protect the environment and promote environmental sustainability. We expect Suppliers to take appropriate measures that proactively reduce carbon emissions, reduce water and raw material consumption, minimize waste generation, and institute usage of renewable resources whenever feasible. Supplier will obtain and maintain compliance with all required environmental permits, regulatory approvals, and registrations at all times.

## **PRECEDENCE**

Supplier shall comply with GP Strategies' client's code of conduct or other policies pertaining to business ethics and professional conduct (where applicable) while providing services to the client. GP Strategies' client's code of conduct and policies, as well as laws applicable to the client, shall take precedents over this Supplier Code of Conduct where applicable to the Supplier and its suppliers.

## **REFERENCES: GP STRATEGIES RELATED CORPORATE POLICIES**

Business Conduct and Ethics Policy & Employee Code of Conduct (POL.XGB.002)

Equal Employment Opportunity Policy (GP-C-04)

Personal Data Privacy and Records Management Policy (POL.XGB.018)

Business Sanctions Policy (POL.XGB.019)

Contracts Review and Approval Policy (POL.XGB.021)

Corporate Environmental Policy (POL.XGB.022)  
Sustainable Procurement Policy (POL.XGB.023)  
Corporate Waste Reduction & Recycling Policy (POL.XGB.024)

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