

spyrosoft

Supplier Code of Conduct

Spyrosoft Group

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Overview

Spyrosoft as part of Responsible Supply Chain Management is committed to conducting business with integrity and upholding the highest ethical standards. We believe that our success is deeply intertwined with the responsible and ethical practices of our suppliers. As such, we have established this Supplier Code of Conduct (the "Code") to outline our expectations for all suppliers who do business with us.

Purpose

The purpose of this policy is to outline Spyrosoft overall requirements towards suppliers in the context of business cooperation.

Scope

This document applies to all direct and indirect suppliers providing software engineering and consulting services to Spyrosoft, including their subcontractors. By engaging with Spyrosoft suppliers agree to comply with all applicable laws and regulations, as well as the principles and standards set forth in this Code.

General obligations

1. All Spyrosoft suppliers must comply with applicable laws and regulations in addition to contractual obligations with Spyrosoft.
2. In addition to the rules set forth in this Code, Suppliers cooperating with Spyrosoft must comply with project-specific rules and standards including Spyrosoft's customers' applicable requirements.

HUMAN RIGHTS AND WORKING CONDITIONS

Child Labor and Young Workers

Suppliers must comply with all applicable laws and regulations prohibiting child labor. They must also implement effective measures to identify and prevent the use of child labor in their operations and supply chains. Also, suppliers must provide safe and healthy working conditions for young workers, in compliance with all applicable laws and regulations.

Modern Slavery

Supplier acknowledges the gravity of modern slavery and commits to maintaining a supply chain that is free from all forms of forced labor, human trafficking, and modern slavery.

As part of the above statement, Supplier agrees to:

- Implement a zero-tolerance policy for modern slavery, including slavery, servitude, forced or compulsory labor, and human trafficking
- conduct due diligence to identify and assess the risk of modern slavery within its operations and supply chain. This includes assessing the risk factors associated with labor practices, subcontracting, and recruitment.
- to provide clear information to employees regarding their rights, terms of employment, and the steps they can take to report any instances of modern slavery or human trafficking without fear of reprisal.

Diversity, Equity, and Inclusion

Spyrosoft is committed to creating a diverse, equitable, and inclusive workplace.

We expect Suppliers to:

- Cultivate a workplace culture that values diversity, equity, and inclusion.
- Implement policies and practices that promote equal opportunities for all employees, regardless of their race, ethnicity, gender, sexual orientation, religion, disability or any other protected characteristic.
- Take proactive measures to eliminate discrimination and harassment in the workplace.

Non-Discrimination and Harassment

Supplier agrees not to engage in any discriminatory practices, including but not limited to, hiring, promotion, compensation, and termination decisions based on race, color, ethnicity, nationality, religion, gender, sexual orientation, gender identity, disability, or any other protected characteristic. As the results of the above:

- Supplier commits to providing a work environment that is free from all forms of harassment, including verbal, physical, visual, or online harassment.
- Supplier commits to promptly investigating and addressing any complaints or reports of discrimination or harassment.

Women's rights

Supplier acknowledges the importance of promoting and protecting women's rights in the workplace and commits to upholding gender equality and equity. In addition to what's listed above, the following activities are expected from Supplier:

- not to engage in any form of discrimination against women, including but not limited to hiring, promotion, compensation, and treatment decisions based on gender.
- to providing equal opportunities for career development and advancement for all employees, irrespective of gender.
- to ensure a workplace free from harassment, including any form of gender-based harassment or discrimination.

Whistleblowing and Protection Against Retaliation

Supplier recognizes the importance of fostering a culture that encourages whistleblowing and commits to providing a mechanism for individuals to report, in good faith, concerns about unethical behavior, violations of this Code of Conduct, or any illegal activities.

Health and Safety

Supplier commits to providing a workplace that complies with all applicable health and safety laws, regulations, and standards.

Supplier agrees to conduct regular risk assessments and take proactive measures to identify, prevent, and mitigate hazards in the workplace. This includes but is not limited to, ensuring proper equipment, implementing safe work procedures, and providing adequate training to employees.

Supplier agrees to establish and maintain emergency response plans and procedures to address potential accidents, injuries, or other health and safety incidents.

Wages and Benefits

Supplier acknowledges the importance of providing fair wages and benefits to its employees and commits to upholding ethical employment practices in the areas of compensation and benefits.

Supplier agrees to:

- comply with all applicable wage laws and regulations in the jurisdictions in which it operates. This includes adherence to minimum wage requirements, overtime regulations, and other legal standards.
- to provide employees with clear and transparent information about their wages, including the components of their compensation, deductions, and any applicable benefits.
- to provide employees with fair and competitive wages that reflect the skills, experience, and contributions of the workforce.
- to provide legally mandated benefits and, where applicable, additional benefits that contribute to the well-being of employees, such as health insurance, retirement plans, and other welfare programs

Working hours

Supplier acknowledges the importance of maintaining reasonable working hours for employees to ensure their health, safety, and well-being. As part of this acknowledgment, Supplier:

- agrees to comply with all applicable laws and regulations governing working hours, including those related to maximum working hours, rest periods, and overtime compensation.

- commits to establishing and enforcing policies that promote a healthy work-life balance for employees. This includes setting reasonable limits on daily and weekly working hours, providing adequate rest periods, and ensuring that employees have the right to time off.
- agrees not to require or encourage employees to work excessively long hours that could negatively impact their health or well-being.
- commits to accurately recording and compensating all hours worked, including any overtime, in accordance with applicable laws and regulations.

BUSINESS ETHICS

Anti-Corruption and Anti-Money Laundering

Spyrosoft is committed to preventing corruption and money laundering in all its forms. Suppliers must have a zero-tolerance policy for corruption and money laundering, and they must have effective systems in place to prevent and detect these activities.

Conflicts of Interest

Supplier agrees to conduct its business in a manner that avoids any actual or potential conflicts of interest that may compromise the integrity of its services or create an unfair advantage. A conflict of interest arises when the personal, financial, or other interests of Supplier or its employees interfere, or appear to interfere, with the objective and impartial performance of their duties.

Supplier shall promptly disclose in writing to Spyrosoft any situation, relationship, or financial interest that could reasonably be expected to give rise to a conflict of interest.

Fair Competition and Anti-Trust

Supplier agrees not to engage in any anti-competitive practices, including price-fixing, bid-rigging, market allocation, or any other activities that may unlawfully restrict competition.

Supplier commits to competing solely on the merits of its products, services, and capabilities, and will not engage in deceptive or unfair trade practices that could harm competitors, customers, or the market.

Supplier agrees to provide Spyrosoft with fair and equal access to its products, services, and pricing, without engaging in discriminatory practices or granting preferential treatment to specific customers or competitors.

Counterfeit Parts and responsible materials sourcing

Spyrosoft is committed to protecting our intellectual property and preventing the use of counterfeit parts. Suppliers must:

- Source all materials and components from legitimate suppliers. This includes exercising due diligence during the acquisition process to exclude components

originating from regions practicing forced labor, including child labor and any other human rights violations.

- Implement effective measures to prevent the use of counterfeit parts in their products and services.
- Notify Spyrosoft immediately if they suspect or detect the use of counterfeit parts in their products or services.

Data Protection and Data Security

Spyrosoft expects suppliers to comply with all applicable data protection and data security laws and regulations. This also includes our Security Policy requirements defined in ISO-ISMS-Supplier Security Policy.

Also, suppliers need to implement appropriate data security measures to protect personal data from unauthorized access, use, disclosure, alteration, or destruction. This also refers to the obligation to respect the privacy of individuals and only collect, use, and disclose personal data in accordance with legitimate business purposes and applicable laws.

Intellectual Property Protection

Supplier acknowledges the importance of respecting intellectual property rights and commits to conducting its business in a manner that upholds these rights. Supplier agrees not to engage in any activities that infringe upon the intellectual property rights of Spyrosoft, Spyrosoft's customers or any third parties. This includes, but is not limited to, unauthorized use, reproduction, or distribution of patents, trademarks, copyrights, trade secrets, or any other proprietary information.

Supplier agrees to implement and maintain robust measures to protect Spyrosoft's intellectual property shared with or entrusted to Supplier during the course of their business relationship.

Supplier commits to ensuring that its employees and subcontractors are aware of and comply with all intellectual property-related obligations and restrictions.

Export Controls and Economic Sanctions

Supplier commits to fully comply with all applicable laws and regulations governing the export, re-export, and transfer of products, services, and technology. Supplier agrees not to engage in transactions that would violate economic sanctions or embargoes imposed by the United Nations, the European Union, or any other relevant authority. This includes refraining from conducting business with individuals or entities subject to sanctions. In cases where specific authorizations, licenses, or permits are required for transactions involving sanctioned countries or parties, Supplier commits to obtaining such authorizations before proceeding.

Supplier agrees to conduct thorough due diligence to ensure that all goods, technology, and services provided to Spyrosoft comply with the export controls of relevant jurisdictions and have relevant permits and licenses. This includes screening transactions against government-issued lists of prohibited parties and destinations.

Supplier commits to promptly and transparently inform Spyrosoft in writing of any changes in circumstances that may impact its ability to comply with export control laws or economic sanctions.

Financial Responsibility and Accurate Records

Supplier agrees to provide Spyrosoft with transparent and timely access to financial information reasonably necessary to assess the financial health and stability of the Supplier's operations.

For Suppliers operating as legal entities, this may include financial records and statements upon request.

For individual Suppliers engaged under a B2B cooperation model, the scope of such information shall be limited to proportionate evidence relevant to the continuity and reliability of the services provided."

Supplier commits to conducting its financial transactions in a manner that is honest, ethical, and compliant with all relevant laws and regulations. This includes, but is not limited to, accurately recording all financial transactions, expenses, and revenues.

Freedom of Association and Collective Bargaining

Supplier recognizes the importance of respecting the rights of workers to freedom of association and collective bargaining as fundamental human rights. Supplier commits to upholding and not interfering with the lawful exercise of these rights by its employees.

If applicable, supplier agrees to respect the right of employees to form, join, or not join labor unions or other employees' associations of their choosing, without fear of reprisal, intimidation, or discrimination.

Supplier commits to engaging in good faith negotiations with duly elected employee representatives for the purpose of collective bargaining. This includes discussing and reaching agreements on terms and conditions of employment, wages, working hours, and other relevant matters.

Supplier agrees not to discriminate against employees based on their affiliation with a labor union employees' associations and not to take retaliatory actions against employees exercising their right to engage in collective bargaining.

Disclosure of Information

Supplier agrees to disclose any information that may impact the quality, safety, compliance, sustainability posture or delivery of products and services. This includes, but is not limited to, changes in ownership, financial stability, legal proceedings, and any other material information relevant to the business relationship.

Also supplier recognizes the integral role of transparency in advancing sustainability goals, which means a commitment to providing accurate, comprehensive, and timely disclosure of information to Spyrosoft with a specific focus on sustainability-related matters

Use of Private or Public Security Forces

Supplier acknowledges the importance of upholding human rights and ethical standards when using private or public security forces in its operations and commits to conducting its security-related activities responsibly.

Supplier agrees:

- to comply with all applicable laws and regulations governing the use of private or public security forces, ensuring that such forces adhere to internationally recognized human rights standards.
- to conduct thorough due diligence on private security providers or public security forces to ensure that they have been appropriately trained, adhere to ethical standards, and respect human rights.
- to provide clear guidelines to private or public security forces engaged in its operations, emphasizing the importance of respecting human rights, the rule of law, and the dignity of individuals.

Land, Forest, and Water Rights, and Forced Eviction

Supplier commits to conducting its operations in a manner that upholds the rights and well-being of local communities and indigenous peoples. This includes conducting thorough due diligence to ensure that its operations do not infringe upon the legitimate land, forest, and water rights of local communities, indigenous peoples, or other stakeholders.

Supplier commits to avoiding any involvement in forced evictions, directly or indirectly, and to conducting its operations in a manner that respects the right to adequate housing and the principles outlined in international human rights standards.

Rights of Minorities and Indigenous People

In the context of the above section, Supplier acknowledges the importance of respecting the rights and dignity of minorities and indigenous people and commits to conducting its operations with consideration for their unique cultural, social, and economic circumstances.

For this purpose Supplier agrees:

- to recognize and respect the rights of minorities and indigenous people as outlined in national and international laws, treaties, and conventions.
- to engage in transparent and meaningful consultations with affected minority and indigenous communities, especially in cases where its activities may impact their land, resources, or cultural heritage.
- to avoid any actions that may contribute to the marginalization, discrimination, or displacement of minority and indigenous communities.

RESPONSIBLE SUPPLY CHAIN

Binding Requirements Towards Suppliers to Pass on Standards Along the Supply Chain

Spyrosoft expects its suppliers to cascade our sustainability standards down their supply chains, ensuring that all suppliers meet our expectations.

Definition and Implementation of Similar Standards Towards Own Tier-1 Suppliers

Supplier acknowledges that the standards outlined in this Code of Conduct are essential for maintaining ethical practices and integrity within the supply chain. Supplier commits to define similar ethical, social, and environmental standards to its own organization and extend them to its own tier-1 suppliers.

Code Compliance

Failure to comply with this Code may result in termination of the cooperation with Spyrosoft.

Communication

This Code of Conduct is an integral part of Supplier contracting documentation necessary to enter into a business relationship with Spyrosoft. Its communication is realized by providing potential Suppliers with binding contractual documentation (i.e. Frame Agreement, NDA, Supplier Security Policy, Purchase Orders).

Suppliers are expected to communicate the contents of this Code to their employees in order to assure compliance. In case of doubts related to execution of this Code, Suppliers are encouraged to communicate any concerns directly to our Vendor Management representative handling the contract.