



SUPPLIER CODE OF CONDUCT POLICY

POLICY DOCUMENT

VERSION: 2.0

EFFECTIVE DATE: MAY 08, 2023

POLICY OWNER(S): CORPORATE ETHICS & STRATEGIC SOURCING

DOCUMENT NO. SGS-EC-GL103

INTERNAL USE ONLY

Policy	Doc No. SGS-EC-GL103
Supplier Code of Conduct Policy	Effective Date: - May 08, 2023

Introduction

Sutherland believes in conducting all business transactions with integrity and transparency and ensures that it is ethical, sincere, and open in all its transactions. We expect our Suppliers to uphold the values of integrity and ethics in all business dealings, which are in line with the Sutherland’s Code of Conduct (“Code”) and applicable laws.

This Supplier Code of Conduct (“Supplier Standards”), which supplements our Code, sets forth the standards and practices that third-party representatives of Sutherland, suppliers, service providers, vendors, and subcontractors are required to uphold.

The Supplier Code of Conduct is made up of six sections, Sections A, B, C and D outline standards for Compliance with Laws, & Business Ethics, Labor Practices and Human Rights, Health & Safety, and Environment, respectively. Section E covers management systems expected to be put in place by Suppliers and obligations of Suppliers. Section F provides avenues for reporting concerns in the event of breach of these Supplier Standards.

Please direct all questions about these standards to globalstrategicsourcing@sutherlandglobal.com.

Scope

Sutherland’s Supplier Code of Conduct applies to all of Sutherland’s Suppliers that sell or seek to sell goods or services to Sutherland and includes all third-party representatives, service providers, vendors, and subcontractors including their parent, subsidiary, and affiliated relationships.

Our Supplier Standards of Conduct

A. Compliance with Laws & Business Ethics

- 1. Compliance with Laws:** Suppliers must operate in compliance with all applicable laws and regulations of the country and locale in which they operate.
- 2. Anti-Bribery & Corruption:** As a global company, Sutherland is subject to all relevant anti-bribery and corruption laws including the Prevention of Corruption Act, 1988 (India), the U.S. Foreign Corrupt Practices Act (FCPA), 1977 and the UK Bribery Act (UKBA) 2010. The Suppliers should ensure that they comply with the relevant anti-bribery and corruption laws in both letter and in spirit. Supplier must not engage in bribery and corruption or give anything of value to secure an unfair advantage, whether in dealings with government officials, political parties, or individuals in the private sector. Sutherland has a zero-tolerance policy with respect to any form of bribery and/or corruption. Sutherland does not permit such actions, nor does Sutherland allow third parties acting on our behalf, such as agents, consultants, suppliers, or contractors, to make any such payments.

Policy	Doc No. SGS-EC-GL103
Supplier Code of Conduct Policy	Effective Date: - May 08, 2023

Suppliers shall ensure the following:

- Implement monitoring and enforcement procedures to ensure compliance with anti-bribery and corruption laws.
 - Raise invoices and claims in line with the agreed services and supplies, along with the supporting documents.
 - Perform all business dealings transparently and maintain accurate details of the same in business books and records.
 - Abstain from offering any bribe and/or facilitation payments when obtaining or awarding contracts, services, referrals, goods, or business.
- 3. Gift, Entertainment, and Hospitality:** Supplier shall not offer, accept, or solicit any gifts, entertainment, or hospitality whereby there is reason to believe, or a reasonable and informed third party would likely conclude, that there may be intent to improperly influence decisions or impair objectivity related to its business dealings.
- 4. Anti-Kickback:** A kickback means an illicit payment made to someone in return for facilitating a transaction or providing favorable treatment or services. Under no circumstances is a Supplier allowed to accept or give kickbacks when obtaining or awarding contracts, services, referrals, goods, or business.
- 5. Disclosure of Conflicts of Interest:**
A conflict of interest arises when an employee’s personal interest interferes with the best interests of Sutherland. It may occur when an employee or a family member or friend receives a personal benefit as a result of the employee’s position with Sutherland.
- Suppliers must disclose all actual or potential conflicts of interest to Sutherland’s Corporate Ethics department (Corporate.Ethics@sutherlandglobal.com) prior to entering into a business arrangement with Sutherland. If a conflict of interest arises after a business arrangement has been entered, it must be disclosed to Sutherland immediately.
- A Supplier may also be required to complete a Conflict of Interest declaration, annually or as otherwise requested by Sutherland.
- 6. Confidentiality / Privacy:** Supplier shall abide by all applicable local, state, federal and international laws such as GDPR, HIPAA, etc. relating to protection, collection, and proper handling of confidential and personal information to which its employees or agents may have access to during the course of provision of goods or services to Sutherland.

B. Labor Practices and Human Rights

- 1. Prohibition of Child Labor:** Supplier shall not employ any workers under the minimum legal working age. Employing workers under the age of eighteen, where legally permitted,

Policy	Doc No. SGS-EC-GL103
Supplier Code of Conduct Policy	Effective Date: - May 08, 2023

should not interfere with their compulsory education and should not, by the nature of the work or the circumstances in which it is carried out, be likely to harm their health, safety, or morals.

2. **Prohibition on Human Trafficking, Slavery and Forced Labor:** Sutherland prohibits and denounces any form of slavery offences in accordance with the UK Modern Slavery Act of 2015. Accordingly, all forms of forced or compulsory labor, such as prison labor, bonded labor, or indentured labor, are forbidden in any operations. Forced overtime and human trafficking are also strictly prohibited.
3. **Prohibition on Discrimination:** Supplier shall foster a culture that seeks to promote equal opportunity for all. Supplier must provide a workplace free from discrimination based on gender, race, religion, age, disability, gender identity, sexual orientation, or categories protected by local law.
4. **Wages, working hours and other conditions:** Supplier shall meet applicable standards regarding working conditions across its entire workforce, including, without limitation, laws, regulations, and standards relating to the payment of the minimum legal wage or a wage that meets local industry standards, whichever is greater; the observation of legally mandated break and rest periods; and the health and safety of the workers in the workplace.
5. **Anti-Harassment:** Supplier shall treat workers with dignity and respect and shall foster a culture and workplace that does not tolerate harassment, including sexual harassment, threats of harassment, or retaliation for reporting harassment.
6. **Freedom of Association:** In conformance with local law, Suppliers shall respect the right of all workers to form and join trade unions of their own choosing, to bargain collectively, and to engage in peaceful assembly as well as respect the right of workers to refrain from such activities. Workers and/or their representatives shall be able to openly communicate and share ideas and concerns with management regarding working conditions and management practices without fear of discrimination, reprisal, intimidation, or harassment.

C. Healthy and Safety

1. **Commitment to Health and Safety:** Suppliers must provide clean, safe, and healthy working conditions for all employees. Suppliers must comply with all applicable, legally mandated standards for workplace health and safety in the countries in which they operate. Suppliers shall ensure that all legal requirements, including occupational safety, emergency preparedness, occupational injury and illness, industrial hygiene, physically demanding work, machine safeguarding, sanitation, food, and housing are addressed. Suppliers shall take adequate steps to minimize the causes of hazards inherent in the working environment. Suppliers shall take adequate steps to address the issue of

Policy	Doc No. SGS-EC-GL103
Supplier Code of Conduct Policy	Effective Date: - May 08, 2023

substance abuse and shall prohibit the use, possession, distribution, or sale of illegal drugs and prohibited substances in their supply chain.

D. Environment

1. **Compliance with all applicable Environmental Laws:** Suppliers must comply with all local environmental laws applicable to their operations. Suppliers are required to familiarize themselves with Sutherland's Sustainable Procurement Policy and focus on continuous improvement of environmental performance.

Sutherland is certified to ISO14001 standards and expects its suppliers to participate in and co-create solutions to minimize and regulate the wastage of energy, use responsible and ecofriendly packaging, dispose waste responsibly, reduce consumption, promote rainwater harvesting and recycle wastewater.

2. **Pollution and emissions reduction** Supplier shall take reasonable steps to minimize emissions of greenhouse gases and of toxic and hazardous pollutants. Suppliers are encouraged to track greenhouse gas emissions and to set science-based greenhouse gas reduction goals (in line with the Paris Agreement), including in their own supply chains.
3. **Conflict Minerals:** Suppliers must take steps to determine if their products contain conflict minerals (tin, tantalum, gold, and tungsten) and, if so, implement supply chain processes to identify the sources of these minerals and support efforts to eradicate the use of conflict minerals which directly or indirectly finance, or benefit armed groups in the Democratic Republic of Congo or adjoining countries.
4. **Emissions Reporting:** As part of its Scope 3 reporting obligations, Sutherland may require identified supplier groups to provide complete and accurate information on the emissions associated with goods and services provided to Sutherland. Such information shall be provided in a mutually accepted format in line with applicable reporting standards.

E. Management system

1. **Communication to Employees:** Supplier will communicate the provisions of these Standards to employees engaged in providing products or services to Sutherland.
2. **Training:** Suppliers may be required to nominate one or more of their employees to participate in any training that may be conducted by Sutherland to meet applicable legal and regulatory requirements.
3. **Supplier Cooperation:** Supplier will permit Sutherland, or a third party designated by Sutherland, to periodically evaluate Supplier's facilities and operations, and those of its sub-contractors providing goods or services to Sutherland, to assess Supplier's

Policy	Doc No. SGS-EC-GL103
Supplier Code of Conduct Policy	Effective Date: - May 08, 2023

compliance with the requirements of these Supplier Standards. Supplier shall extend all necessary support and cooperation to Sutherland for such an audit, including taking prompt corrective action to remedy any non-compliance with these Supplier Standards or any applicable law or regulation.

Sutherland may also require identified suppliers to undergo external sustainability assessments from organisations such as EcoVadis or equivalent at their own cost. Such suppliers are expected to meet the minimum passing score to continue to work with Sutherland.

While Sutherland will partner with Suppliers to improve compliance, failure to comply with these Supplier Standards may result in appropriate action including but not limited to termination of the relationship with the Supplier.

F. Reporting concerns

1. **Reporting of Violations.** Sutherland Suppliers who become aware of any actual or potential violation of the Supplier Standards, Sutherland’s Code, or of any applicable law, are required to report them to the Sutherland Ethics Hotline.

To access the Ethics Hotline, go to www.convercent.com/report and follow the instructions for submitting a report. You can also make a report by telephone. Direct Access Codes are available at <https://www.convercent.com>.

Alternatively, you may write directly to Sutherland’s Corporate Ethics office at corporate.ethics@sutherlandglobal.com.

2. **Who should I contact with Questions?**

Should your organization have any questions or concerns regarding these Supplier Standards or Sutherland’s Code of Conduct, you should immediately contact us at globalstrategicsourcing@sutherlandglobal.com.

Effective Date, Repealing Clause & Requests for Exemption

This global policy shall take effect on 8 May 2023 and shall be automatically reviewed every 2 years from creation or the last revision to ensure continued relevance and compliance with relevant regulations. The policy may be updated earlier in the event of any regulatory changes mandating an earlier revision.

Requests for exemptions from any of the provisions stated herein will be decided jointly by the Corporate Ethics and Strategic Sourcing Teams.

Policy	Doc No. SGS-EC-GL103
Supplier Code of Conduct Policy	Effective Date: - May 08, 2023

Review & Approval History

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1.0	Monica Reinmiller Shailaja Shingadia	<input type="checkbox"/> Creation	Fred Piccirillo	March 2017
2.0	Abhishek Agarwal MohdSopin Peerzade ArunKumar Arumugam	<ul style="list-style-type: none"> • Changed name of Policy to Supplier Code of Conduct from Third Party Code of Conduct • Updated policy to align with the RBA Code of Conduct 7.0 	Daniel Anil Kumar Jim Lusk	May 08, 2023