

Supplier Charter Australia

Introduction

Transdev Australasia (TDA) is committed to ethical, sustainable and socially responsible procurement and we expect the same high standards of our suppliers. TDA views its Suppliers as partners and we care about the way they do business when providing goods or services (including construction works and services) to TDA and its operating subsidiaries.

This Supplier Charter for Australia (Charter) describes the minimum expectations in the areas of: integrity; ethics and conduct; conflict of interest, gifts, benefits and hospitality; corporate governance; labour and human rights; health and safety; and environmental management.

Suppliers to TDA or its related bodies corporate are advised to review the Charter and ensure that relevant areas of their business and supply chain meet these standards.

Application of this Charter

TDA seeks to work with its Suppliers to meet and exceed minimum expectations as outlined in this Charter and continuously strive to improve the standard of its business practices. By reference to Supplier, TDA means any entity that supplies goods or services (including construction works and services) to TDA and its operating subsidiaries. Where this Charter refers to workers, it includes employees, contractors, agency and temporary staff of the Supplier and its related entities. Where the Charter refers to laws it means the laws in the jurisdiction that apply where the goods are procured or services performed. By complying with this Charter, suppliers must ensure that their own suppliers and subcontractors comply with it as well.

Fundamental to this Charter is an expectation that all Suppliers operate in full compliance with all laws, rules and regulations of the jurisdictions in which they do business.

The expectations outlined in this Charter are not intended to supersede or alter the Supplier's regulatory and contractual obligations. TDA expects all existing and new Suppliers to commit to the Charter. Suppliers should check their respective contracts, agreements and purchase orders as they may contain additional obligations or higher standards than those set out in this Charter and in the event of any inconsistency the higher standards apply.

Reporting Misconduct, Unethical Behaviour or Suspected Corruption

If a Supplier considers that it or another Supplier has deviated from or breached their obligations under this Charter, or a Transdev employee has breached any of the Transdev Policies associated with this Charter, the Supplier is expected to report these concerns using one of the following methods:

- in relation to other Suppliers, the relevant department within Transdev or TDA Procurement Manager, or if there is no such appointed person, than either the appointed manager under the contract or the primary TDA contact in relation to the goods or services being provided;

Document Name: Supplier Charter Australia	Document No.: TDA-09.POL.0002	Status: Approved	Version: V. 1.0	Date of Issue: 30 January 020	Page 1 of 6
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- in relation to concerns regarding TDA personnel breaching this Charter or any other TDA Policy, the TDA Procurement Manager or the TDA Legal Department (legal@transdev.com.au);
- in relation to allegations of suspected corruption involving Suppliers or Transdev personnel, to TDA Procurement Manager or the TDA Legal Department (legal@transdev.com.au).

Corrective Action Process

Suppliers are expected to self-assess their compliance with this Charter and take timely action to correct any deficiencies or breaches reported or identified by an audit, assessment, inspection, investigation or review.

Suppliers are encouraged to raise any concerns, discuss and seek clarification accordingly to any elements of this Charter with the relevant department or TDA Procurement Manager or if there is no such appointed person, then the appointed manager under their contract or the primary TDA contact in relation to the goods or services the Supplier is providing.

If requested by TDA, Suppliers must provide evidence and confirmation of their compliance with this Charter, including the provision of documents and records that support their compliance. Suppliers are expected to support TDA in reviewing compliance with this Charter.

Integrity, Ethics and Conduct

TDA expects high standards of ethical conduct and compliance with all applicable laws. Suppliers are expected to be ethical in their business activities, including relationships, practices, sourcing and operations.

Business Integrity

Suppliers are expected to comply with all anti-bribery, anti-corruption and anti-money laundering laws. Suppliers must not engage directly or indirectly in any fraudulent, corrupt or collusive activities.

Record Keeping and Documentation

Suppliers are expected to maintain adequate records that accurately record all financial transactions and information regarding its business activities, labour, health and safety and environmental practices in accordance with applicable laws, policies and procedures. Disclosure of information by or on behalf of Suppliers to TDA must be undertaken without falsification or misrepresentation.

Professional Conduct

Suppliers are expected to conduct themselves in a manner that is fair, professional and that will not bring TDA or its clients into disrepute.

Confidentiality

Suppliers must not improperly use any private, confidential or commercially sensitive information of Transdev or its clients, related to, or in connection with, its dealings with TDA.

Document Name: Supplier Charter Australia	Document No.: TDA-09.POL.0002	Status: Approved	Version: V. 1.0	Date of Issue: 30 January 020	Page 2 of 6
This document is uncontrolled when printed or downloaded					

Conflict of Interest; gifts, benefits and hospitality

All business and procurement activities should be undertaken with impartiality and any conflict of interest must be raised and appropriately managed.

Conflict of Interest

Suppliers must:

- declare to the TDA Procurement Manager or the Contract Manager appointed under the contract/arrangement with TDA any situation that raises an actual, potential or perceived conflict of interest related to or in connection with its dealings with TDA; and
- avoid financial, business or other relationships which may compromise the performance of their duties under their business arrangement with TDA. Any conflicts of interest that cannot be avoided are expected to be declared to TDA and managed appropriately.

Gifts, Benefits and Hospitality

TDA Personnel must:

- conduct themselves with the highest standards of integrity, impartiality and accountability, ensuring that any gifts, benefits or hospitality are in accordance with the TDA Procurement Policy for Australia and the TDA Business Ethical Guidelines; and
- perform their duties without favouritism, bias or personal gain.

TDA Personnel must ensure the appropriate handling of offers of gifts, benefits and hospitality and this is critical to earning and sustaining trust. As such, Suppliers are expected to:

- not offer TDA personnel gifts or benefits, either directly or indirectly and offers of hospitality in a manner that could be perceived to compromise the TDA Personnel's ability to perform their duties without favouritism, bias or personal gain;
- not offer TDA personnel gifts or benefits during a tender process or contract negotiations;
- limit offers for basic courtesy (such as tea and coffee during a meeting);
- limit offers for industry forums that are specifically related to the performance of the TDA personnel's duties; and
- not take any action in order to entice or obtain any unfair or improper advantage for themselves or another party.

Corporate Governance

Commitment to sound management administration, risk and corrective action systems, are key to a reliable supply chain for TDA. Suppliers are expected to maintain sound administration processes.

Risk Assessment and Management

Suppliers must develop and maintain a process to identify, manage and control relevant risks associated with their operations. Such risks include risks relating to their supply chain, labour and human rights, health and safety, the environment, business ethics and corporate governance.

Document Name: Supplier Charter Australia	Document No.: TDA-09.POL.0002	Status: Approved	Version: V. 1.0	Date of Issue: 30 January 020	Page 3 of 6
This document is uncontrolled when printed or downloaded					

Critical Incident Management

Suppliers must:

- identify and assess potential critical incident, emergency situations and business continuity risks; and
- develop and implement emergency plans and response procedures that minimise harm to life, environment and property, while minimising disruption to business continuity.

Audits and Assessments

To ensure compliance with this Charter and the applicable laws, Suppliers are expected to:

- perform periodic evaluations of their facilities and operations, and the facilities and operations of their subcontractors and supply chain;
- provide information and related documentation to TDA upon request demonstrating compliance with this Charter and the applicable laws; and
- cooperate openly and honestly with any TDA audit assessment or review.

Labour and Human Rights

TDA believes that all personnel in its supply chain deserve to be treated with dignity and respect. Suppliers are to provide a fair and ethical work place, which upholds high standards of human rights and integrates appropriate labour and human rights policies and practices, including the Modern Slavery Act 2018, into its business and their respective supply chain and operations.

Anti-discrimination

Subject to applicable laws, Suppliers are expected not to discriminate against any personnel based on age, disability, ethnicity, gender, marital status, political affiliation, race, religion, sexual orientation, gender identity, union membership or any other status protected by law in hiring and other employment practices.

Diversity and Inclusion

Diversity and Inclusion is a key businesses strategy that underpins TDA’s values and behaviours. TDA expects Suppliers to further support gender equality, Reconciliation Action with Aboriginal and Torres Strait Islanders including employment and procurement opportunities, pride network, and accessibility for disabled persons, and have the appropriate policies and strategies in place to demonstrate their commitment to Diversity and Inclusion.

As an organisation, TDA expects Suppliers to agree to pay people equitability, provide flexible working arrangements, provide equal access to development programs and celebrate cultural diversity by creating an inclusive workplace in its business and respective supply chain operations.

Anti-harassment

- Suppliers are expected to commit to a workplace free from workplace bullying, harassment, victimisation and abuse.
- Suppliers are expected not to bully workers or threaten workers with, or subject them to, unlawful or inhumane treatment. This includes, but is not limited to, abuse and harassment which can be verbal, physical, sexual or psychological.

Document Name: Supplier Charter Australia	Document No.: TDA-09.POL.0002	Status: Approved	Version: V. 1.0	Date of Issue: 30 January 020	Page 4 of 6
This document is uncontrolled when printed or downloaded					

Human Rights

Suppliers are expected to know and comply with international, national, and local laws and regulations applicable to them according to their activities and the country in which they operate, including the UN's Universal Declaration of Human Rights and the Fundamental Conventions of the International Labour Organisation (ILO).

Prevention of Involuntary and Underage Labour

Suppliers are expected to:

- ensure that all work is undertaken without coercion;
- not use any form of forced, bonded or indentured labour; and
- employ only workers who meet applicable minimum legal age requirements.

All use of temporary and outsourced labour should be within the limits of the law. Suppliers are therefore expected to:

- use all reasonable endeavours to ensure that the third-part recruitment agencies it uses are compliant with the provisions of this Charter and the applicable law; and
- be responsible for payment of all recruitment – related fees and expenses in recruiting foreign contract workers either directly or through third party agencies.

Working Hours, Wages and Benefits

Suppliers must:

- follow all applicable laws and regulations with respect to wages, working hours and workers' compensation insurance;
- ensure that all workers receive their legally mandated minimum wages, benefits, superannuation, leave entitlements and time off for legally recognised holidays; and
- pay workers' wages as required under applicable laws in a timely manner and not be expected to use wage deductions as a disciplinary measure. All overtime is expected to be reasonable and paid at the rate and in accordance with the applicable laws.

Freedom of Associated and Collective Bargaining

Suppliers are expected to freely allow workers to associate with others, form and join (or refrain from joining) industrial organisations or associations of their choice and bargain collectively, or engage in any lawful industrial activity without interference, discrimination, retaliation or harassment.

Suppliers shall be particularly vigilant in implementing the Charter in countries that are not signatories of the International Labour Organisation (ILO) conventions in which they directly or indirectly might be involved (vigilance applies to all the supply chain).

Health and Safety

Health and Safety Obligations

Safety is at the core of TDA's values and is its number one priority. Transdev's focus on safety empowers everyone to take whatever action is required to ensure safe operations, such as pausing and taking time to assess a task to ensure it is safe before proceeding.

The health and wellbeing of all employees and suppliers is of the upmost importance to TDA and should never be compromised. TDA is committed to providing a safe workplace of all of its people (employees and Suppliers). Suppliers are expected to provide a healthy and safe work environment and integrate sound health and safety management practices into its business.

Document Name: Supplier Charter Australia	Document No.: TDA-09.POL.0002	Status: Approved	Version: V. 1.0	Date of Issue: 30 January 020	Page 5 of 6
This document is uncontrolled when printed or downloaded					

Work Health and Safety Management

Suppliers are expected to:

- comply with all applicable laws relating to workplace health and safety;
- comply with all health and safety policies and procedures;
- manage occupational health and safety hazards, immediately taking action when becoming aware of a hazard;
- immediately report any workplaces incidents including injuries; and
- provide Supplier personnel with job-related training and consult with such personnel in relation to the provision of information and training.

Fitness for Work

Supplier personnel are expected to be free of illness, fatigue, alcohol and/performance impairing drugs and any other cause of impairment which could affect the ability of such Personnel to work safely or cause harm to others.

Drugs and Alcohol

TDA has a zero tolerance to alcohol and other drugs and is committed to reducing the risk of alcohol and other drug related incidents.

While working at any TDA site all Supplier personnel must ensure compliance to the relevant TDA business unit alcohol and other drugs policy.

All prescription and any over the counter medications which may interfere with a Supplier personnel's ability to perform required duties must be reported and managed in accordance with TDA's Alcohol and other Drugs Policy.

Environmental Management

TDA is committed to promoting environmental responsibility. Suppliers shall strive to achieve the highest standards of environmental protection by implementing and/or developing policies that contribute to conservation, the preservation of natural resources, and limiting waste and toxic substances wherever possible.

Regarding respect for the environment, Suppliers are expected to:

- reduce energy and primary resource consumption;
- reduce releases into water, air, and soil;
- reduce and recycle waste generated during the various stages of product or service manufacturing and marketing;
- take the product's life cycle and disposal at the end of its life into consideration;
- preserve biodiversity; and
- implement sustainable consumption.

Knowledge of Third Parties

Prior to and during engagement by TDA of a Supplier, TDA may perform specific and enhanced due diligence on its Suppliers and related ultimate beneficiaries, in order to confirm their ability to comply with this Charter.

Suppliers agree to be assessed during Transdev's Corporate Social Responsibility assessment campaigns and shall provide the information and all reasonable resources required for this. As part of continuous improvement initiatives, Suppliers shall consider any recommendations provided by TDA following assessment and the Supplier shall implement appropriate corrective actions.

Document Name: Supplier Charter Australia	Document No.: TDA-09.POL.0002	Status: Approved	Version: V. 1.0	Date of Issue: 30 January 020	Page 6 of 6
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