

SUPPLIER CHARTER¹

FOR THE TRANSDEV GROUP² AND ITS PARTNER NETWORK

The Transdev Group and its subsidiaries ("Transdev Group") are very concerned about protecting the environment and contributing to economic and social development. It has therefore implemented a proactive corporate social responsibility (CSR) initiative which is confirmed by its support of the United Nation's Global Compact.

In particular, this initiative covers procurement, a major component of its activity, by developing with suppliers the partnerships that will enhance shared economic and commercial performance.

By adhering to this Charter, suppliers undertake to comply with and implement the principles outlined in the Transdev Group's Code of Ethics (see www.transdev.com), including those detailed below, and to ensure that their own suppliers and subcontractors comply with and implement them in accordance with the applicable legal provisions.

Our suppliers are naturally passionate about their profession, thus they have to adhere, as detailed below, to the other three Transdev Group values: commitment, efficiency and partnerships.

Transdev's suppliers are committed to:

Compliance

The Transdev Group expects its suppliers 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 United Nation's Universal Declaration of Human Rights (UDHR) of 10th December 1948.

Environment

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 undertake 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,
- implement sustainable consumption.

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¹ This Charter applies to all natural or legal entities from which the Transdev Group or its subsidiaries purchase goods or services of any kind.

² All direct and indirect subsidiaries

Health and safety

Suppliers shall ensure that their activities do not harm the health and safety of their staff, subcontractors, stakeholders involved in operations, neighboring populations, and users of their products and services. They shall undertake all necessary measures to provide their staff with a safe and healthy working environment and limit or eliminate any specific risks related to their business.

Modern Slavery

Suppliers shall ensure that they do not engage in modern slavery, being the exploitation of people for personal and commercial gain both in international operations and workers in Australia and New Zealand supply chains.

Transdev's suppliers are efficient in:

Business control

The Transdev Group and its suppliers shall work together to identify critical points in the supply chain regarding the principles upheld and identify the necessary concrete progress and monitoring actions.

Respect of employees' rights

Suppliers should consider the individual and collective development of those involved in their business as a major issue. Therefore, they shall respect the International Labour Organisation (ILO) conventions in force and more specifically the following principles:

- only employ persons who have reached the minimum legal age (ILO Convention Concerning Minimum Age for Admission to Employment, 1973 (No.138) or any convention that may replace or amend it in future) and shall not use child labour (ILO Worst Forms of Child Labour Convention, 1999 (No. 182) or any convention that may replace or amend it in future).
- not have recourse to forced or compulsory labour. Forced or compulsory labour is defined by ILO Convention 1930 (No. 29) (or any convention that may replace or amend it in future) as "any work or service demanded of an individual under threat of penalty and to which the individual has not given full consent".
- remove any recourse to illegal employment as defined by the rules of the countries in which they operate.
- eliminate all forms of discrimination in particular do not make any distinction or exclusion, or show preference based on ethnic origin, gender, religious convictions, political opinion, or national or social origin which has the effect of nullifying or impairing equality of opportunity or treatment in employment or occupation.
- comply with legal provisions on maximum working hours as defined by the rules of the countries in which they operate.
- comply with applicable legal provisions on minimum wage and regularly pay wages to employees as defined by the rules of the countries in which they operate.
- recognize the right to collective bargaining and encourage social dialogue and freedom of association in accordance with applicable legal provisions.
- ensure the employability of their employees by providing appropriate training, taking into account sensitive populations.

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

Transdev’s suppliers are partners through:

Integrity

Transdev Group entities and suppliers shall strive to use the Total Cost of Ownership (TCO) (which includes the purchase price, the cost of use, and the potential cost of service withdrawal) as soon as possible to allow a more accurate and comprehensive approach to earned value and a better understanding of trade-offs in technical areas (use value) and processes (supply chain management) or when negotiating tariff conditions promoting better balance in economic relations.

Suppliers shall commit to the economic viability of their bids and financial transparency towards their customers and suppliers with whom they shall maintain balanced relations.

Refusal of conflict of interest

Suppliers shall avoid, and when not possible identify, and disclose any situation where there is a real or potential conflict of interest in commercial transactions.

Suppliers shall not offer or provide to a Transdev employee or representative any gift, act of accommodation, favor, or advantage, pecuniary or otherwise, directly or indirectly, for themselves or their family that might influence or interfere with that employee's integrity, independence of judgement, and objectivity.

Any gift or advantage should be avoided, or at least be exceptional, modest³, and limited in time.

Vigorous opposition to fraud and corruption

Suppliers commit to fight against all types of fraud and corruption, globally and more specifically towards Transdev or its employees and representatives. They comply with anti-corruption legislations and maintain procedures preventing corruption, money laundering and terrorist financing.

Knowledge of third parties

Before and during the business relation Transdev may perform specific and enhanced due diligence on its suppliers and related ultimate beneficiaries, in order to check their ethical and compliance way of working.

Suppliers agree to be assessed during Transdev's CSR assessment campaigns and shall provide the information, resources, and means required for this. As part of continuous improvement initiatives, suppliers shall consider any recommendations provided by the Transdev Group following assessments and shall implement appropriate corrective actions.

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³ The limit of 50 euros is a Transdev Group reference.

Communication and transparency

Suppliers, their employees and subcontractors are encouraged by Transdev Group to disclose, in good faith and selflessly, to Transdev Compliance Department via SpeakUp® platform (hereafter called "Whistleblowing Platform") any non-conformity with the principles contained herein or any behavior likely to generate a situation of danger of which they have personal knowledge in a professional context, regarding:

- accounting, financial, banking, bribery, influence peddling or laundering;
- anti-competitive practices;
- human rights, including discrimination, and harassment;
- health and physical or mental integrity of any person concerned by our activity;
- protection of the environment and the biodiversity.

The Whistleblowing Platform is a simple alert launch solution, sure and compliant with the General Data Protection Regulation (GDPR)⁴ and protection of data.

The Whistleblowing Platform allows the whistleblower to remain anonymous if he/she wishes so. The Whistleblowing Platform is accessible 24/7, at:

<https://www.speakupfeedback.eu/web/transdev/>

The process is run by the Ethics and Compliance function of Transdev and the whistleblower benefits from the protection provided by Law.

Any abusive use of the Whistleblowing Platform exposes the Supplier to legal proceedings.

Date: _____

Supplier: _____

Full Name: _____

Signature: _____

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⁴ UE Regulation 2016/679 General Data Protection Regulation (GDPR) of 27th April 2016.