

Supplier Code of Conduct

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1 Introduction

CMS Germany is committed to environmentally and socially responsible corporate governance. We strive to continuously optimise our corporate actions and services to ensure sustainability and therefore also ask our suppliers to contribute to this using a holistic approach.

This Supplier Code of Conduct ("**Code of Conduct**") is based on the principles of internationally recognised standards for responsible corporate governance. Examples of these include the Global Compact of the United Nations (UN), the Guidelines for Multinational Enterprises of the Organisation for Economic Co-operation and Development (OECD), the labour and social standards of the International Labour Organisation (ILO), the SA8000 social accountability standard and the UN Declaration of Human Rights. This Code of Conduct also enables compliance with the German Supply Chain Due Diligence Act (LkSG).

CMS Germany expects its suppliers to comply with applicable laws, guidelines and regulations when executing their activities. This Code of Conduct goes beyond mere compliance. It forms the basis of all business relationships between CMS Germany and its suppliers and sets out binding minimum requirements. The continuity and development of successful business relationships are greatly dependent on a shared commitment to integrity and responsible entrepreneurship. We therefore expect our suppliers to observe and implement the principles of this Code of Conduct. Suppliers within the meaning of this Code of Conduct are also service providers.

2 General standards

The supplier must comply with the ten principles of the United Nations Global Compact (UNGC), the Universal Declaration of Human Rights and the OECD Guidelines for Multinational Enterprises (OECD).

3 Social responsibility

3.1 Forced labour

We do not tolerate any forms of forced or compulsory labour, servitude, serfdom or slave labour or similar conditions. No employee may be forced into employment, directly or indirectly, by any form of violence, intimidation or other mental or psychological coercion. All work must be voluntary and employees must be able to terminate work or employment at any time.

3.2 Child labour

The supplier must ensure that it complies with all applicable laws and regulations relating to the prevention of child labour. Suppliers are requested to comply with the recommendation from the ILO Conventions on the minimum age for the employment of children. According to this, the age should not be lower than the age at which compulsory education ends and in no case should it be lower than 15 years.

3.3 Wages and salaries

Employees' remuneration must comply with all applicable local wage laws, including compliance with laws on minimum wages and salaries, overtime and legally prescribed benefits. Illegal and unauthorised deductions from wages, in particular those in the form of direct or indirect disciplinary measures, are prohibited.

3.4 Working hours

Working hours must comply with applicable laws and industry standards. In general, working hours may not exceed 48 hours per week on a long-term basis. In addition, at least one day off per week must be granted. Overtime may only be worked voluntarily, but not regularly. Overtime may not exceed the provisions of statutory law.

3.5 Freedom of association

Suppliers must respect the right of employees to freedom of association. Memberships, such as in trade unions or labour organisations, may not be prohibited. Employee representatives must be protected from discrimination. They must be granted free access to their colleagues' workplaces to ensure that they can exercise their rights.

3.6 Non-discrimination rule

The supplier must not discriminate against anyone on the basis of nationality, gender, race, age, caste, ethnic origin, skin colour, disability, political conviction, ideology, religion, pregnancy, sexual orientation, membership of a labour organisation or for any other reason. Each individual's personal dignity, privacy and rights of personality must be respected.

3.7 Health and safety at work

The supplier must comply with the applicable occupational health and safety regulations and ensure a healthy and safe working environment for its employees.

4 Environmental responsibility

The supplier must at all times comply with all applicable legal requirements for environmental protection. In addition, the supplier must make all reasonable efforts to comply with other recognised standards on environmental protection, including international ones. CMS Germany expects all suppliers to do everything they can to minimise pollution, improve energy efficiency, minimise the consumption of natural resources, reduce waste and continuously improve environmental protection. If they are not already required to comply with the relevant statutory regulations, our suppliers must at least take particular account of the harmful effects of carbon dioxide emissions, deforestation and the extraction of conflict minerals as well as the bans on mercury, persistent organic pollutants (POPs) and hazardous waste in accordance with the Minamata, Stockholm and Basel Conventions when conducting their business activities.

5 Ethical business conduct

5.1 Fair competition

The standards of fair business, fair advertising and fair competition must be complied with. In addition, the applicable antitrust laws must be applied, which in particular prohibit collusion and other activities that influence prices or conditions when dealing with competitors.

5.2 Confidentiality and data protection

With respect to the protection of private information, the supplier undertakes to meet the reasonable expectations of its principal, its own suppliers, its customers, its employees and consumers. The supplier must observe the applicable laws on data protection and information security as well as the official regulations when collecting, storing, processing, transmitting and passing on personal data and information. We also expect our suppliers to protect trade secrets.

5.3 Intellectual property

The supplier must respect intellectual property rights. Technology and know-how transfers will be executed in such a way as to protect intellectual property rights and customer information.

5.4 Integrity, bribery, corruption

The highest standards of integrity must be applied to all business activities. CMS Germany will not tolerate any form of bribery or corruption. All suppliers must conduct themselves in such a manner that no personal dependencies, obligations or influences can arise. The supplier is expected to conduct business based on fairness and compliance with the respective applicable regulations.

6 Transfer and implementation

The supplier must take appropriate measures to ensure that its employees are familiar with and comply with the contents of this Code of Conduct and the rights and duties arising for them from it, including the laws applicable to them. We expect our suppliers to remedy violations of the principles contained in this Code of Conduct and, in particular, to take action against illegal activities in the workplace. Our suppliers must investigate reports of such violations in their company and, if necessary, take corrective action.

In addition, our suppliers must make reasonable and risk-based efforts to commit their own suppliers to this Code of Conduct or to a corresponding extent and to review this from time to time. We expect our suppliers to set up an easily accessible whistle-blower system for reports regarding suspected or actual violations of applicable law or the principles of this Code of Conduct, as well as for reports regarding human rights and environmental risks and violations of corresponding obligations that have arisen through their own business activities at their own company or a supplier company, or to refer to the ethics and integrity system of CMS Germany (<https://cms.law/en/deu/footer-configuration/ethics-and-integrity-system>). Our suppliers must ensure that information relating to the whistle-blower system is easy to find, especially on their website.

7 Consequences of non-compliance

If this Code of Conduct or its principles are violated, CMS Germany reserves the right to respond appropriately within the legal framework, depending on the severity of the breach. This includes the demand to remedy the violation without undue delay, the assertion of claims for compensation and the termination of the contract and, in the event of severe violation, termination without notice.

8 Update

We review this Code of Conduct from time to time and update it as necessary. The latest version is available on our website at [Sustainable procurement | CMS Germany](#).

If you have any questions about this Code of Conduct, please get in touch with your contact at CMS Germany.

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