



Supplier Code of Conduct

APRIL 2020

OCP GROUP

Introduction

As a major contributor to the global fertilizer market, OCP supports the world in progressing towards a more prosperous, sustainable, and resilient agriculture. The Group is vertically integrated across its value chain, from phosphate rock extraction to phosphoric acid and fertilizer production.

OCP and its affiliates (hereafter also referred “OCP Group” or “OCP”) is determined to maintain equitable and transparent business relationships throughout our value chain. To this end, it is expected from Suppliers an active and transparent communication when interacting with OCP Group’s stakeholders. Suppliers must operate in a fair and honest way, by meeting OCP Group’s values and acting in compliance with the best ethical business practices while preventing damage to the reputation of OCP Group.

This Supplier Code of Conduct is aligned with OCP Group Code of Conduct and the Responsible Procurement Policy, both publicly available at <https://www.ocpgroup.ma/en/sustainability/policies-and-standards>. In addition, this code is aligned with the 2030 Agenda and the Sustainable Development Goals (SDGs) specified in related policies.

1. Scope

This Supplier Code of Conduct applies to all Suppliers, current or future, collaborating with The Group. (For relevant term definitions please see section 2). This Supplier Code of Conduct outlines the basic and minimum standards of conduct expected from our suppliers working on behalf of OCP Group.

2. Definitions

Terms used with a capital initial, singular or plural, should be understood as having the meaning assigned to them in this Supplier Code of Conduct.

Collaboration: refers to any relationship between OCP Group and a third party, in commercial terms, such as subcontract, partnership, provision of services of any kind, provision of personnel, or any other form of business relationship. These include activities subcontracted by OCP Group, but also activities co-contracted or entrusted to expert service providers or accompanying external partners in specific areas.

Supplier: suppliers, service providers, bidders, subcontractors, consultants, partners, including their collaborators and subcontractors, existing and potential, with whom OCP Group enters into Collaboration.

OCP Group: designates OCP Group as well as its subsidiaries and representative offices, among others. OCP’s subsidiaries are understood to be those companies in which OCP has a shareholding of over 50% or a controlling interest.

3. General standards of conduct

OCP expects from each Supplier to conduct businesses with integrity in a fair and honest way. The Suppliers, in the course of their activities, shall comply with applicable laws, honouring our corporate commitments and acting in accordance with our ethical business standards.

In alignment with its commitment to business ethics, integrity and good corporate governance, OCP Group respects the laws, regulations, national and international standards applicable to its business activities. OCP Group strongly encourages its Suppliers to share its commitments to human rights and labour rights, in accordance with internationally recognized laws, principles and practices such as:

- International Bill of Human Rights.
- United Nations (UN) Guiding Principles on Business and Human Rights.
- Conventions of the International Organization Labour (ILO) on Fundamental Principles and Rights at Work.
- World Health Organization (WHO) guidelines.

Suppliers must comply with the regulating frameworks such as local regulations and international trade rules recognized by the Kingdom of Morocco or by any other applicable law, including laws and regulations applicable to the issues mentioned below. To this end, OCP Group pre-establishes the following conduct standards applicable to Suppliers.

A) Conducting business with integrity

- **Anti-competitive Practices**

Suppliers shall not practice or tolerate any form of corruption, collusion, fraud, extortion or embezzlement. Suppliers will not offer or accept privileges in the form of bribes or any other illegal gratuities to/from their business partners, on which the business relationship is dependent.

Suppliers must avoid any agreement or action directly or indirectly restricting trade or free competition in an illegal manner. Suppliers must conduct their activities in accordance with free competition and in accordance with applicable anti-trust laws.

- **Anti-money laundering**

Suppliers shall not engage and/or assist to engage in money laundering activities, by implementing relevant procedures, mechanisms and internal controls within the organization.

Suppliers shall collaborate in the systematic due diligence and verification processes that ensure that they are not involved neither directly or indirectly in money laundering activities or in any other similar activity that may be associated with and/or be considered as financial crime.

- **Anti-bribery**

Bribery and corruption have the potential to tarnish the reputation of OCP Group and violate the trust that we have built during our century of existence. They can also threaten economic and social development, and impair fair trade. OCP thus prohibits all forms of corruption, including any direct or indirect act of bribery.

OCP employees and Suppliers must not provide or accept bribes and must not use anyone to commit or contribute, in any form, to acts of bribery. More specifically, Suppliers may not, directly or indirectly:

- Give, approve, promise, authorize, or offer to give anything of value with the intention of influencing the recipient to take any improper action, or to refrain improperly from taking any action, which may result in an advantage or benefit to them or any related party.
- Receive, accept, or agree to accept anything of value if such item is intended to induce or reward an improper action or lack of action, or to gain an improper advantage.

Bribes do not have to involve money. Anything of value can constitute a bribe including, for example, gifts, meals, entertainment, donations to a favoured charity, loans, travel expenses, and job offers or placements.

The offering of a bribe is considered a violation even if the transfer or the execution of the offer does not occur. It is therefore important to ensure that any offer made to a third party is consistent with this Supplier Code of Conduct.

OCP does not distinguish between government officials and private persons as far as bribery is concerned. Bribery is not tolerated, regardless of the status of the recipient.

Therefore, Suppliers shall comply with all applicable anti-bribery laws and regulations that might have a direct or indirect impact on the business in every jurisdiction in which they operate.

Operating in an ethical manner while conducting business in a fair and honest way shall be deemed to be substantial to OCP Group performance. Bribery in any form will not be tolerated.

- **Conflicts of interest**

Suppliers shall refrain from entering in Collaboration with OCP Group in the event of a conflict of interest, whether real, potential or apparent. This may be economic, financial, political or professional or personal in nature, and it could relate to an advantage for the Supplier itself or in favour of its family, relatives, friends, people or organizations with previous or current business relationships.

- **Trade restrictions**

Suppliers shall respect international trade restrictions and sanctions, taking into account any changes in these measures, as well as all laws and regulations concerning export controls.

B) Safeguarding information

- **Confidentiality**

Suppliers shall preserve the confidentiality of the accessible tangible and intangible capital within the framework of its Collaboration with OCP Group, as well as to rigorously follow the procedures placed to preserve it.

- **Intellectual Property**

Suppliers are required to comply with OCP's intellectual property rules and to respect the intellectual property rights of third parties. Suppliers shall not use, without OCP's prior written permission, any intellectual property that belongs to OCP.

- **Personal data and privacy**

Suppliers shall comply with all relevant data protection and privacy laws and regulations. Suppliers shall conduct data processing within the framework of their contractual relationship with OCP Group to guarantee the rights of the people concerned. Accordingly, each Supplier shall only acquire confidential information or personal data through the appropriate means.

C) Respecting people

- **Respect and promote human rights**

Suppliers shall respect and promote internationally proclaimed human rights and ensure that they are not accomplices in human rights abuses. Likewise, Suppliers shall respect the human rights of local communities in the areas where they carry out their activities.

Suppliers shall comply with all applicable local labour and employment laws, regulations and standards as well as respect all workers' rights.

Suppliers shall not employ underage people and shall not to engage in or condone any kind of labour exploitation, meaning that no one shall work under duress or any threat of penalty, punishment or retaliation. Furthermore, Suppliers shall grant and ensure decent working conditions and payment of decent wages within the required schedule and conditions provided by the law.

Suppliers shall endeavour to foster an inclusive and non-discriminatory work environment where all employees are valued and given equal and fair treatment. Suppliers are expected to create and maintain a work environment that is free from all threats of violence, physical, sexual, psychological or verbal harassment, sexual exploitation, intimidation, bullying, coercion, abuse of authority or any other abusive conduct.

- **Health and safety**

Suppliers are expected to provide their employees with a safe, secure and healthy working environment in order to avoid accidents or personal injuries which may be caused by or resulting from their work. Suppliers must comply with all applicable health and safety measures.

Suppliers shall offer workplaces that guarantee good industrial hygiene conditions, adequate lighting and ventilation, sanitation and safe drinking water.

Suppliers must provide preventive measures to avoid workplace accidents and illnesses, implementing effective emergency plans, drills and response procedures. Suppliers shall also provide suitable protective equipment for each activity.

The physical integrity of every individual must be prevailed through social security and/or medical coverage provisions. Consequently, it is essential for OCP Group and its Suppliers that all obligations in this area are respected.

- Affiliation to social security contribution of all Supplier's employees.
- Payment of the social security contributions of the Suppliers' employees within the required deadlines and conditions for each payment.
- Suppliers agree to subscribe insurance policies covering all the risks considered by the legislation in force in the context of their activities.

D) Protection of the environment

Suppliers shall conduct their business in an environmentally responsible manner and based on applicable laws, regulations and internal standards communicated by OCP Group in the countries where they operate. Suppliers shall make every effort to minimize their impact on the environment and to promote the responsible use of natural resources.

4. Breaches of the Supplier Code of Conduct

Failing to comply with the Supplier Code of Conduct, may negatively affect a Supplier's current relationship with OCP Group and may impact the decision on whether such a relationship will be continued in the future.

Persistent and repeated non-compliance, depending on the significance of the circumstances, shall have consequences ranging from a simple admonishment to the termination of existing Collaboration and/or removal of a Supplier in the consideration for future business opportunities, in addition to other legal or administrative actions that may be deemed.

5. Reporting obligation and whistleblowing

OCP has established a whistleblowing procedure and commits to process complaints by following the principles of fairness, honesty, and transparency. Everyone is expected to report any breach to the Supplier's contact person or to any other person of OCP Group. In such a case, OCP undertakes to preserve the anonymity of the person who made the aforementioned report.

Any suspected or actual violation of this Code shall be reported immediately to <https://www.ombudsman-ocp.org/en>.

Suppliers may make reports on an anonymous basis by contacting the following address whistleblowing@ocp.ma.

Individuals who report potential misconduct in good faith, meaning that they have a sincere and reasonable belief that there is a factual basis for the report, or who provide relevant information or otherwise assist in any investigation or inquiry of potential misconduct, will be protected against retaliation.

6. Assessment of compliance with the Supplier Code of Conduct

At any time, the Group reserves the right to audit, by itself or by a designated service provider, the Suppliers and their subcontractors, to assess their compliance with this Supplier Code of Conduct.