

April 2011

Supplier Code of Conduct



INTRODUCTION

Conducting business with high ethical standards is fundamental to Sodexo. In light of this, we have formalized this Supplier Code of Conduct to articulate our expectations of those with whom we conduct business including those businesses with which we have continuing supply relationships.

This Supplier Code of Conduct (“Code”) sets forth Sodexo's expectation of suppliers, vendors, contractors and others with whom Sodexo conducts business (collectively referred to as “Suppliers”) with respect to sound and responsible ethical, social and environmental practices. Sodexo recognizes that there are different legal and cultural environments in which Suppliers operate throughout the world. Regardless, this Code sets forth the minimum requirements that Suppliers must meet to do business with Sodexo. In order to comply with these requirements, Suppliers should communicate the principles of this Code throughout their supply chain.

Sodexo realizes that Suppliers may need time to address areas in which they may not be in compliance. We believe that compliance is best achieved through a process of continuous improvement over a period of time. With this in mind, Sodexo invites its suppliers to keep us regularly informed about their actions and their improvement plans concerning the Code of Conduct.

Nevertheless, Sodexo reserves the right to carry out the controls that it deems necessary in order to ensure that this Code is being respected throughout its Supply Chain. This may include self assessments, Sodexo and third party audits.

Sodexo encourages its suppliers to support it in achieving the “Better Tomorrow Plan” to protect the environment, support the development of Local Communities, and actively promote Nutrition, Health and Wellness.

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SODEXO SUPPLIER CODE OF CONDUCT

FUNDAMENTAL RIGHTS AT WORK

As a signatory of the UN Global Compact, Sodexo is committed to respect the UN Universal Declaration of Human Rights and the ILO Declaration on Fundamental Principles and Rights at Work. Sodexo further acknowledges and respects the ILO Tripartite Declaration of Principles concerning Multinational Enterprises and Social Policy, as well as the employment and industrial chapter of the OECD Guidelines for Multinational Enterprises. In order to ensure that our activities do not have a negative impact on the human rights of our stakeholders, we ask our suppliers to respect the principles of the core conventions of the ILO, along with other workplace rights principles, as described below.

FREEDOM OF ASSOCIATION and COLLECTIVE BARGAINING

Employees of Suppliers shall be free to join organizations of their own choice. Suppliers shall respect and recognize the right of employees to join and organize associations of their own choosing, and to bargain collectively. Employees shall not be subject to intimidation or harassment in the exercise of their right to join or to refrain from joining any organization.

FORCED LABOR

Sodexo shall not tolerate the use of indentured, slave, bonded or other forced involuntary labor by its Suppliers.

CHILD LABOR

Suppliers are prohibited from using workers under the legal age of employment in any country or local jurisdiction where the Supplier performs work for Sodexo. If the minimum age of employment is not defined, the minimum age of employment shall be 15 years of age. Irrespective of the legal minimum age, in cases where minors are authorized to work, we expect our Suppliers to observe all legal requirements, particularly those pertaining to hours of work, wages, minimum education and working conditions.

NON-DISCRIMINATION

Sodexo believes that all terms of employment should be based solely on an individual's ability to do the job. Sodexo requires its Suppliers to uphold a commitment to basic principles of human rights. This means that Suppliers should not discriminate against employees in hiring, promotion, salary, performance evaluation or any other term or condition of work, on the basis of race, color, national origin, gender, gender identity, sexual orientation, religion, disability, or any other basis prohibited by law in the applicable jurisdiction.

WAGES AND BENEFITS

Suppliers shall not pay less than the minimum wage in accordance with local laws. Where the local laws do not set a minimum wage, Suppliers shall pay the prevailing market wage.

WORKING HOURS

Suppliers shall maintain reasonable employee work hours in compliance with local standards and applicable national laws of the countries and regions in which the Supplier does business. Sodexo requires Suppliers to comply with the statutory requirements for working hours for employees. Sodexo will not use Suppliers that, on a regularly scheduled basis, require employees to work in excess of the statutory requirements, unless those employees are properly compensated as required by applicable law.

HEALTH AND SAFETY

Suppliers must share Sodexo's commitment to providing a safe and healthy workplace and to treating employees fairly and in compliance with local laws. Health, safety and other workplace standards must meet all local laws and safety regulations. Worker housing, where provided, must meet the same standards for health and safety as those that apply in the workplace.

DISCIPLINARY PRACTICES/COERCION

Sodexo firmly believes that everyone should be treated with dignity. Suppliers shall not inflict or threaten to inflict corporal punishment or any other forms of physical, sexual, psychological or verbal abuse or harassment on any employees.

ADDITIONAL COMMITMENTS

BUSINESS INTEGRITY

Sodexo is committed to the highest standards of business integrity. We do not tolerate any practice that is not born of honesty, integrity and fairness, anywhere in the world where we do business.

Sodexo seeks to identify Suppliers that conduct business with ethical standards consistent with our own. Sodexo's ethical standards are embodied in our Business Integrity Statement which provides in part:

- Obey all relevant laws
- Treat each other fairly, with dignity and respect
- Prepare all records of financial transactions carefully and accurately
- Report financial conditions and results of operations, honestly and promptly
- Deal honestly and fairly with clients, customers, suppliers, and financial partners
- Avoid actual and potential conflicts of interest
- Avoid the improper giving and receiving of gifts
- Safeguard Sodexo's assets
- Protect confidential and proprietary information
- Protect Sodexo's reputation
- Separate personal political activities from Sodexo's business
- Report observed violations of legal and ethical standards.

We expect that our suppliers will work in accordance with the same high standards.

Sodexo is progressively establishing employee grievance mechanisms in each country where the Group operates. We encourage Suppliers to maintain reporting mechanisms as well.

ENVIRONMENT

Sodexo will actively seek Suppliers that share our commitment to protecting the environment. Suppliers shall abide by all federal, state and local environmental laws. Sodexo shall favor Suppliers that work to sustain, protect and restore the environment, by such means as energy conservation, recycling and proper disposal of waste, as well as by environmental restoration.

COMMUNITY INVOLVEMENT

Sodexo seeks to work with Suppliers that partner with local governments and communities to improve the educational, cultural, economic and social well-being of the communities in which they live and serve.

UNFAIR COMPETITION AND ANTICORRUPTION

Suppliers may not engage in any acts of unfair competition and may not engage in bribery in any form—political, foreign and commercial.

COMMUNICATION

Suppliers should take appropriate steps to ensure that the principles of this Code are communicated to their employees and throughout their own supply chains. Suppliers should also take appropriate steps to ensure that the principles of this Code are adopted and applied by their employees, suppliers, agents and contractors to the extent applicable.

UPDATE AND REVIEW

This Code will be updated annually to keep it relevant based on feedback from internal and external stakeholders.

Sodexo is a signatory to the United Nations Global Compact which through the power of collective action seeks to advance responsible corporate citizenship so that business can be part of the solution to the challenges of globalization.

Additional information concerning Sodexo's commitments on fundamental rights at work and on business integrity can be found in the Group Policy on Human Rights and the Group Statement of Business Integrity which are both available on our website www.sodexo.com

