

Procurement and Supply Chain Policy & Code of Conduct

THE PROCUREMENT AND SUPPLY CHAIN POLICY

Purpose

The Procurement and Supply Chain Policy and Code of Conduct sets out how we, at Thalia Waste Management, aspire to conduct our business and the expectations we have of our supply chain including our employees, directors, officers, suppliers, contractors, agents, consultants, clients and other business partners wherever and whenever we do business.

The purpose of this policy is to set out the measures to be taken to ensure that all procurement activities carried out by or on behalf of Thalia Waste Management, are conducted with integrity in an honest, competitive, fair and transparent manner, and that incumbent suppliers are appropriately managed during the term of the commercial relationship.

Thalia Waste Management considers a variety of factors when evaluating potential business partners together with service delivery and cost, including risk management, statutory and regulatory compliance, corporate social responsibility, diversity, sustainability and environmental credentials, and innovation.

Throughout our business and in all our procurement activities we will:

- Act with integrity and transparency at all times.
- Deliver value for money outcomes for the organisation, in an ethical and sustainable way.
- Appropriately consider, monitor and manage supply chain risks as an integral part of decision making, day to day management and our corporate governance.
- Build and maintain relationships with a supply chain who understands our business needs.
- Ensure supplier diversity and effective supplier management approaches are employed.
- Seek out innovation and collaboration within our supply chain; and
- aim to anticipate and respond in accordance with changing social, environmental and legislative requirements.

THE CODE OF CONDUCT

Introduction

This Code of Conduct sets out the expectations we have of our supply chain and specifically with regard to:

- ethical supply and people practices including diversity and inclusion;
- compliance with applicable legislative and regulatory requirements including the prevention of financial crime;
- environmental and social responsibility;
- data protection and information security; and
- health and safety

Thalia Waste Management procures goods and services from a large number of suppliers and contractors. We recognise that each member of the supply chain will have their own standards and ambitions for the above; however, we expect each of our business partners to comply with this code of conduct in addition to applicable legislation and regulatory requirements and to ensure that their supply chain does the same.

Working together across our supply chains, we will encourage and enable sustainability and long-term positive impacts on the global community.

This policy is reviewed periodically and will be revised as necessary to ensure we deliver continuous improvement for our clients, our stakeholders and the communities in which we operate.

This policy and code of conduct is available to view on and download from Thalia Waste Management's website: [Thalia policies](#). All suppliers shall comply with the Code of Conduct displayed on the website, as amended from time to time.

GENERAL REQUIREMENTS

1 General requirements for all suppliers

1.1 Thalia Waste Management (and its ultimate shareholder, Ferrovial SE) requires its supply chain (and each of its business partners connected with the performance of its contractual arrangement with Thalia Waste Management) to behave ethically, apply high standards of corporate conduct and comply with all applicable legislative and regulatory requirements and the Thalia Waste Management policies set out here: [Thalia policies](#).

1.2 Thalia Waste Management has a zero tolerance approach to improper business conduct of any sort and all our business partners are required to confirm that their business practices meet the standards set out in this Code of Conduct, as a minimum.

1.3 Thalia Waste Management is required to ensure that any potential business partner within its supply chain applies its policies or has policies that are compatible with the basic principles and commitments set out in its Business Ethics Policy, Anti-Corruption Policy, Anti-fraud Policy, Anti-Slavery and Human Trafficking Policy, Gifts and Hospitality Policy and Whistleblowing Policy and have a zero tolerance for any practice that might constitute corruption or bribery of any type.

2 General Requirements for prospective suppliers

2.1 Prospective suppliers shall keep all pre-contract data, negotiations and tender progress strictly confidential and shall, upon request, enter into a more detailed non-disclosure agreement.

2.2 Prior to entering into any contractual arrangement, Thalia Waste Management will carry out due diligence in order to assess the suitability of a potential business partner to meet our business needs and compliance with applicable legislative and regulatory requirements. Business partners must co-operate fully and promptly with due diligence enquiries. Business partners may be required, at the discretion of and where deemed appropriate by Thalia Waste Management, to propose exit plans, business continuity plans, disaster recovery plans and/or other similar documents when tendering or entering into a contract.

2.3 All activity between Thalia Waste Management and a potential business partner will be conducted with integrity and in compliance with the policies as set out at: Thalia policies. Contracts will be awarded based on merit. Hospitality or other inducements which seek to encourage or reward a decision must not be offered to employees or any other individuals associated with Thalia Waste Management. The acceptance of gifts, hospitality or inducements of any nature during a competitive tender by our directors, officers, employees and business partners is strictly prohibited.

2.4 Any business partner who appears in the following sanctions lists will be ruled out for the purpose of any type of contractual arrangement: the list of Specially Designated Nationals of the Office of Foreign Assets Control (OFAC) of the US Department of the Treasury or any other sanctions list administered by the OFAC; the UK Treasury Office of Financial Sanctions (OFSI) sanctions list; the list of persons, groups and entities subject to EU financial sanctions; and the UN Security Council sanctions list.

3 General requirements for current suppliers

3.1 Where Thalia Waste Management enters into a contractual arrangement with a business partner, the relationship will be governed by those agreed terms and conditions. In addition, the business partner shall comply with the requirements of this Code of Conduct only to the extent that such requirements are:

- (a) not already expressly agreed in the contract between us; and
- (b) relevant to the supplier and/or the services being provided, given all the circumstances.

3.2 As part of Thalia Waste Management's lifecycle management of its supply chain, we conduct periodic reviews and assessments of our business partners. Business partners must cooperate fully and in a timely manner with these enquiries.

4 Ethical Supply – people practices

4.1 Business partners shall respect the human rights of their employees, other personnel and local communities and shall comply with all relevant law pertaining to human rights.

4.2 Thalia Waste Management has taken, and continues to take, steps to identify and eradicate modern slavery in its business and supply chain. Business partners shall also take appropriate steps to identify and eradicate modern slavery, in all its forms, including slavery, servitude, forced and compulsory labour and human trafficking, whether of adults or children, all forms of which have in common the deprivation of a person's liberty by another in order to exploit them for personal or commercial gain.

4.3 We are committed to ensuring there is transparency in our approach to tackling modern slavery throughout our supply chain, consistent with our disclosure obligations under the Modern Slavery Act 2015. We expect the same commitment from all our business partners, and we expect that our business partners will hold their own supply chain to the same high standards.

4.4 Business partners shall implement appropriate due diligence practices and provide training to identify the risk of and/or actual instances of modern slavery.

4.5 Business partners shall document all the steps taken to tackle modern slavery and shall, on request, provide a report to Thalia Waste Management setting out all policies and procedures implemented, including due diligence undertaken, risk areas identified, how risks have been mitigated, training provided and consequences for third parties of non-compliance.

4.6 All Business partners shall ensure that, within their own organisations and throughout the supply chain:

- (a) child labour shall not be used and relevant law pertaining to minimum working age legislation shall be strictly complied with;
- (b) forced labour, in any form, shall not be used and supplier workers shall not be required to lodge papers or deposits on starting work; and

(c) physical abuse, the threat of physical abuse, sexual or other harassment and verbal abuse or other forms of intimidation or inhumane practice shall not take place, whether as part of a disciplinary process or otherwise, and shall be prohibited.

4.7 Thalia Waste Management is committed to equal opportunity in our employment practices in order to ensure that no job applicant, employee or any other individual is discriminated against because of gender or marital status, race (including colour, castes, nationality or ethnic origin), disability, religion, age, sexual orientation, union membership, political affiliation, being a member of a protected class under international human rights law or any other conditions not justified in relevant law or relevant to the performance of the job.

4.8 Thalia Waste Management is committed to creating an inclusive workplace where individuals are able to be themselves, irrespective of their gender, race (including colour, castes, nationality or ethnic origin), disability, religion, age and sexual orientation. As such, we expect our business partners to be committed to the same principles and require them to have policies in place to promote diversity within their own organisations and supply chain, including, but not limited to work place standards such as the Disability Confident Scheme or equivalent. Business partners shall provide evidence of their commitment upon reasonable request.

4.9 All terms and conditions of employment must be made clear to the workforce in a manner which is easily understood by that workforce. The business partners shall ensure that:

- (a) employee wages comply with relevant law pertaining to the minimum wage and that minimum wage or the prevailing industry wage (whichever is higher) shall be paid to workers;
- (b) each employee shall be provided with all benefits under relevant law and no non-statutory deductions shall be made from wages;
- (c) the employment terms of young workers must adhere to International Labour Organisation Standards, the OECD Guidelines for Multinational Enterprises and relevant law;
- (d) relevant law pertaining to working time and the maximum hours of work permitted to be undertaken by any employee in any period of time, must be complied with, and any overtime shall be on a voluntary basis and at manageable levels;
- (e) all employees, whether local or migrant, have the right and ability to leave employment when they choose; and
- (f) obligations to employees under relevant law arising from regular employment shall not be avoided through the use of labour-only contracting, sub-contracting, or home-working arrangements, or through apprenticeship schemes where there is no real intent to impart skills or provide regular employment, nor shall any such obligations be avoided through the excessive use of fixed-term contracts of employment.

4.10 Business partners must provide workers with clear, fair and uniformly applied disciplinary practices and grievance procedures.

4.11 Business partners shall recognise the rights of workers to form or join trade unions which are free to meet without hindrance and to bargain collectively. Business partners shall adopt an open attitude towards the activities of trade unions and where it is not practicable for unions to operate, recognise other means of association, such as a joint consultative committee or an employees' council.

4.12 Training, including that required under relevant law and industry specific training (whether mandatory or best practice) shall be provided to workers and regular refresher training provided on a timely basis.

4.13 Business partners shall provide sufficient evidence, promptly upon request, that they have implemented appropriate procedures to manage all labour related issues within their supply chain to ensure that they comply with relevant law and this Code of Conduct.

4.14 Business partners shall demonstrate, through supply chain transparency, that people are dealt with ethically and lawfully and that goods are traded fairly and meet the environmental aims detailed in this Code of Conduct.

5 Prevention of Financial Crime

5.1 Financial Crime shall include bribery, corruption, money laundering, terrorist financing, tax evasion and the failure to prevent the criminal facilitation of tax evasion.

5.2 Business partners shall comply with all relevant law pertaining to Financial Crime and shall not do or omit to do anything which would cause Thalia Waste Management to be in breach of any relevant law.

5.3 With regard to anti-bribery and anti-corruption measures, suppliers shall put in place an appropriate policy and procedures which prohibit workers from:

- (a) the offering, giving, soliciting or receiving of a bribe at any time (including the making of facilitation payments or the bribery of public officials) whether for the benefit of the supplier or for the benefit of the worker, a member of the worker's family, friends, associates or acquaintances;
- (b) the use of a gift or hospitality to induce a fraud or other wrongdoing to secure a personal or business benefit;
- (c) the use of sponsorship or advertising agreements to exercise undue influence; or
- (d) unapproved or unauthorised charitable donations or political donations of any kind.

5.4 With regard to anti-money laundering and counter terrorist financing measures, business partners shall put in place an appropriate policy and procedures which:

- (a) verify the legitimate origin of goods and services within their supply chain; and
- (b) verify the identity and the legitimate nature of the businesses with which the business partner contracts.

5.5 With regard to tax evasion, business partners shall have adopted a tax strategy that demonstrates a willingness to pay the right amount of tax, in the right place at the right time.

5.6 With regard to measures to prevent the criminal facilitation of tax evasion, business partners shall put in place an appropriate policy and procedures which:

- (a) regularly assess the opportunity, motive and means within their business for the criminal facilitation of tax evasion;

- (b) implement reasonable preventative measures by developing procedures that are appropriate to mitigate the identified risks; and
- (c) effectively communicates the expectations of management, being that compliance with such policy and procedures is mandatory and that the business takes a zero-tolerance approach to any breach.

5.7 As part of the prevention, identification and detection of Financial Crime issues, business partners shall implement mandatory training for workers, appropriate oversight, regular risk assessments, appropriate due diligence and procedural audits.

5.8 Business partners shall encourage workers to promptly report to an appropriate senior manager if they know of or suspect any business activity that is in contravention of the business partner's Financial Crime procedures and shall implement disciplinary action for any worker failing to comply with such procedures.

5.9 Business partners shall make sure that workers do not suffer any adverse consequences for making a report under the Financial Crime policies, whistle-blowing or refusing to pay a bribe, even if such refusal may result in the supplier losing business.

5.10 Business partners shall keep sufficiently detailed records relating to the identification and prevention of Financial Crime and shall promptly notify Thalia Waste Management upon becoming aware of any instance or suspected instance of Financial Crime connected to the business relationship between Thalia Waste Management and the business partners.

5.11 Thalia Waste Management has a responsibility to detect and prevent Financial Crime, accordingly, suppliers shall comply with our procedures, relating to due diligence and the verification of the legitimate nature of:

- (a) business partner entities;
- (b) payment processes and funding arrangements; and
- (c) any other aspects of the goods and service provision by the business partners, as are notified to the business partners from time to time.

6 Environmental Responsibility

6.1 Business partners shall comply with all relevant law pertaining to the environment and shall operate their business in an environmentally responsible way.

6.2 Business partners shall take a proactive approach to working with us towards reducing our environmental impact.

6.3 Business partners shall:

- (a) adopt practices and utilise systems that minimise the use of resources e.g. water efficiency, energy efficiency;
- (b) ensure that it and its supply chain use environmentally friendly working practices, tools and equipment, consumables and replacement parts, wherever possible;
- (c) ensure where practicable that all consumables originate from a sustainable or recycled source;

- (d) ensure there are facilities or arrangements in place, either directly or through its supply chain, to ensure we can return used packaging for recycling, reuse or environmentally friendly disposal; and
- (e) ensure that any hazardous or toxic waste that is produced must be properly identified and disposed of by licensed and competent bodies via authorised and/or licensed means.

6.4 Business partners shall have a written environmental / sustainability policy appropriate to the size and nature of their operation which addresses preventing, mitigating and controlling serious environmental and health impacts from their operations. This policy will be:

- (a) reviewed annually;
- (b) signed and dated by senior management; and
- (c) provided to Thalia Waste Management on request.

6.5 Business partners shall carry out an annual review and audit of its environmental performance and the environmental performance of its supply chain and shall keep a record of all findings and any remedial action or improvements in processes or procedures that can be made to reduce any negative environmental impact. Such records shall be provided to Thalia Waste Management on request.

6.6 Each business partner shall identify and make known to us, a senior manager within their organisation who shall have overall responsibility for the supply chain's environmental performance.

6.7 Business partners must have an effective internal environmental management program, with adequately trained staff, responsible for environmental impact control and collating and communicating data on key environmental indicators.

6.8 Business partners shall be in possession of ISO 14001 accreditation or demonstrably working towards ISO 14001 accreditation throughout the contracting period with Thalia Waste Management.

7 Authority to Commit Expenditure and Payment Process

7.1 Irrespective of the interactions that business partners may have with Thalia Waste Management, the ability to commit to expenditure with business partners is strictly controlled with limited individuals authorised to commit to expenditure. Please contact our Central Procurement Team (thalia.contracts@thalia.co.uk) for confirmation of individuals authorised to agree to commit Thalia Waste Management to expenditure.

7.2 Business partners must obtain a Purchase Order (PO) number prior to supplying any goods or services to Thalia Waste Management. Any invoice without a valid PO number will not be digitally recognised by our Purchase to Pay system and cannot be approved for payment.

7.3 Any information provided via personal email, faxes and/or telephone call will not create a commitment from Thalia Waste Management to authorise spend with a business partner. Any business partner who acts upon requests from Thalia Waste Management personnel that have not been properly authorised or which do not have a PO number may not be paid for those good or services and do so at their own risk.

7.4 Business partners are responsible for ensuring an accurate and valid invoice, which must quote the correct Purchase Order, is submitted to Thalia Waste Management at invoices@thalia.co.uk. All invoices will be paid in line with agreed invoice and payment terms. Any incorrectly submitted invoices may be returned to a business partner for correction and resubmission.

8 Terms & Conditions for the Purchase of Goods / Services

8.1 Thalia Waste Management's Standard Terms and Conditions for the Purchase of Goods and/or Services are set out at: Reports, Statements, Certificates and Standard Terms (thalia.co.uk)

8.2 The procurement of certain goods and services may require alternative contractual terms. The parties will discuss suitable alternative contractual terms as necessary.

9 Data Protection and Information Security

9.1 Business partners shall comply with all relevant law pertaining to data protection and shall not do or omit to do anything which would cause Thalia Waste Management to be in breach of such relevant law.

9.2 Each contract between Thalia Waste Management and a business partner will detail the extent that the business partner will be processing personal data and the provisions relating to this processing. Business partners data protection policies and procedures shall comply with or be at least equivalent to the Thalia Waste Management data protection policies and procedures set out at: [Thalia policies](#).

9.4 Business partners will comply, to the extent relevant to its business and the provision of the services, with the information security requirements set out in Thalia Waste Management's policies: [Thalia policies](#).

10 Health & Safety Code of Conduct

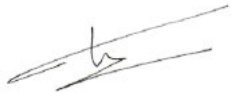
10.1 Thalia Waste Management acknowledges and accepts our responsibilities under relevant law for securing and maintaining high standards of health, safety and welfare for all who are directly employed or contracted to work on our Sites.

10.2 Thalia Waste Management requires that a safe and healthy workplace is provided for all business partners personnel and that the Health and Safety at Work Act 1974 and all other relevant law pertaining to health and safety is complied with at all times.

10.3 Health and Safety in the workplace shall be the responsibility of a senior member of the business partner's management.

10.4 Thalia Waste Management's general instructions which, together with the specific site rules, set out the management procedures and requirements to which each supplier will comply.

10.5 A copy of the Thalia Code can be found [here](#).



Paco Hevia
Chief Executive
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1.0	Oct 2024	Issued for use	Mike Ashford	Paco Hevia