

## Supplier Guiding Principles

### Office Depot Values and Commitment

The values of Office Depot, Inc. and its subsidiaries, affiliates, franchisees, joint venture partners, divisions and agents (“Office Depot”) are founded on the principles of accountability and integrity. Office Depot expects organizations producing goods and providing services for it, including any approved subcontractors (collectively “Suppliers”), to follow and adhere to these Supplier Guiding Principles in order to do business with Office Depot. These Supplier Guiding Principles apply to all Suppliers of Office Depot. The Supplier Guiding Principles represent Office Depot’s commitment to source goods and services only from Suppliers who strive to comply fully with all applicable laws and regulations, and those who meet internationally recognized standards and practices in dealing with its workers and their working environment.

All Suppliers of Office Depot must comply with all applicable laws and each of the following principles:

#### I. Labor Standards and Human Rights

##### ▪ **Prohibition of Forced Labor, Human Trafficking and Slavery**

Supplier may not use any form of forced labor including prison, indentured, bonded, military, slave or any other forms of forced labor; except that, in the event Supplier desires to participate in a program that provides rehabilitation or work programs for incarcerated individuals to supply goods or services to Office Depot, all elements of any such program must be submitted to Office Depot for review and written approval by Office Depot’s Chief Legal Officer or Compliance Officer. Supplier may not participate in the recruitment, transportation, transfer, harboring or receipt of any persons by means of threat, use of force, or any other forms of coercion, abduction, fraud, deception, abuse of power or position of vulnerability, or the giving or receiving of payments or benefits to achieve the consent of a person having control over another person for the purpose of exploitation. Supplier may not require any of its workers to remain in employment against their will.

##### ▪ **Prohibition of Child Labor**

Supplier may not use child labor. Workers should not be younger than the minimum employment age established by the respective country or local jurisdiction. In the event no minimum employment age is established, workers should not be younger than the age of compulsory education; or if no minimum age for compulsory education is established, workers should not be younger than age 16.

##### ▪ **Working Hours**

Supplier’s employee working hours should be in compliance with any and all applicable laws and regulations. However, Supplier is encouraged and should strive to have no employees work more than 60 hours per week, or more than 6 days during any 7 day period.

##### ▪ **Wages and Benefits**

All employees of Supplier should receive at least the legal minimum wage and benefits. A written accounting of wages should be given to the employee during each pay period clearly indicating the employee’s compensation and any deductions. Supplier should pay higher hourly rates for night shifts than for day shifts. Supplier should not deduct penalties from employee wages for disciplinary infractions.

##### ▪ **Respect for the Individual**

All employees should be treated with respect and dignity.

##### ▪ **Freedom of Association and Collective Bargaining**

Supplier should respect the rights of employees to freely associate, organize and bargain collectively in accordance with the employment laws of its local country. Office Depot encourages communication and direct involvement of Supplier’s management and employees regarding working conditions without fear of intimidation, harassment or reprisal.

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- **Non-Discrimination, Harassment and Abuse**

Supplier should make hiring decisions on the basis of the employee's qualifications to perform the specific job. Supplier should avoid making any decisions relating to hiring, salary, benefits, advancement, discipline, termination or advancement on the basis of the employee or potential employee's race, color, gender, nationality, religion, age, maternity, sexual orientation or marital status. Employees shall not be subject to verbal, physical, sexual or psychological abuse or any other form of mental or physical coercion. Supplier should not use physical violence or punishment as a form of discipline.

- **Conflict Minerals**

To ensure full compliance with Section 1502 of the Dodd-Frank Act relating to trade in conflict minerals, Office Depot is committed to responsible sourcing practices, including practices involving the procurement and use of precious metals (e.g. tin, tungsten, tantalum and gold) at issue from the Democratic Republic of Congo and its neighboring countries (the "DRC") for use in our private brand products. It is our environmental and social responsibility to source from and adhere to responsible mining practices and the highest commitment to human rights.

Office Depot will reinforce our commitment to conflict-free trade through the establishment of company management systems and supply-chain due diligence. In turn, Suppliers are expected to ensure that products supplied for Office Depot's private brand products are DRC conflict free and are expected to cooperate with our due diligence process. Furthermore, Suppliers should establish policies, due diligence frameworks and management systems consistent with the *OECD Due Diligence Guidance for Responsible Supply Chains of Minerals from Conflict-Affected and High-Risk Areas* to help meet this expectation. If our Suppliers do not cooperate with our requirement to source conflict-free products or our requests for information concerning the Supplier's sourcing activities, Office Depot may demand corrective action or terminate its business relationship with the Supplier.

## II. Health and Safety

- **Working Environment**

Supplier should maintain a working and housing environment (if Supplier provides housing) that is sanitary, safe, healthy and in compliance with applicable laws and regulations relating to working and living conditions (if applicable). Supplier is required to comply with all applicable laws and regulations pertaining to the local fire code standards and the proper maintenance of all applicable equipment (i.e. alarms, extinguishers, etc.).

- **Security**

Office Depot has partnered with the US Customs and Border Protection ("CBP") in an effort to secure its supply chain under the Customs Trade Partnership Against Terrorism ("CTPAT"). To accomplish this mission, Office Depot expects Suppliers to develop and implement a sound plan to enhance security procedures. Supplier must comply with the Security Requirements (see section below), and the Security Criteria for CTPAT Foreign Manufacturers issued by CBP and posted on [www.cbp.gov](http://www.cbp.gov) or any successor website. Additionally, Suppliers should follow the European Security Standards Authorized Economic Operators ("AEO") Guidelines.

## III. Environment

Office Depot encourages Supplier to be sensitive to its impact on the environment and local communities by enforcing environmental standards within its facilities. This extends to the timely and required maintenance of machinery and transportation fleet (where applicable). As such, Supplier should have an effective, documented environmental policy that complies with applicable environmental laws, rules and regulations.

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### IV. Bribery and Corruption

▪ **Compliance, including but not limited to, matters involving import, export, bribery and corruption concerns**

Supplier represents and warrants to Office Depot that all Products supplied have been or shall be produced, packaged, labeled, shipped and documented in compliance with all applicable laws of the respective country in which the goods are produced, packaged and shipped, and all other applicable federal, state and local laws, regulations and administrative rules or orders, including but not limited to those involving or enforced by U.S. Customs and Border Protection. Supplier further represents and warrants that it is in compliance with all laws, rules and regulations that are applicable to its relationship with Office Depot including, but not limited to, U.S. laws regulating prohibition of bribery, anti-terrorism, asset controls and corruption, as well as applicable import or export laws, regulations and administrative rules or orders. Suppliers are required to notify Office Depot in advance of any conflicts of interest which may impact the Supplier's ability to meet compliance requirements. This includes any relationships with foreign officials or a non-U.S government agency. Supplier shall notify Office Depot immediately in the event of circumstances or changes that would or may affect Supplier's ability to remain in compliance with Office Depot's compliance standards.

Conflict of Interest: Suppliers should avoid actions that may result in conflicts of interest, which include offering or providing personal gifts, favors, personal travel expenses, lodging, or other housing, services of any kind, excessive meals and entertainment, or any other thing of value to Office Depot associates.

▪ **Anti-Corruption**

Supplier must maintain the highest standards of moral and ethical conduct at all times. Supplier shall not engage in any form of corrupt practices including, without limitation to, extortion, fraud, impersonation, false declarations or bribery. Bribes, implied or offered, with the intention of obtaining or retaining a business or other improper advantage are not to be offered or accepted.

▪ **Gifts and Hospitality**

Supplier must adhere to the following Office Depot policies regarding gifts and hospitality to help alleviate any perception of impropriety:

- Office Depot associates are not to accept gifts of more than \$100 USD in value and Supplier may not offer such gifts. There are no exceptions.
- Office Depot associates are not permitted to purchase items directly from Supplier.
- Supplier is to immediately report to Office Depot any inappropriate requests or solicitations made by Office Depot associates. Suppliers may do so by reporting to Office Depot's hotline at [www.odhotline.com](http://www.odhotline.com)
- Suppliers must keep a written account of all payments (including meals, entertainment, gifts or items of value) made on behalf of Office Depot.

### V. Management of Standard

▪ **Inspection Right**

Supplier must be able to demonstrate compliance with these Supplier Guiding Principles to the satisfaction of Office Depot. Therefore, Supplier will maintain reasonable records and documentation of all matters related to their business with Office Depot in accordance with standard business practices and/or local laws and regulations. Supplier will permit Office Depot or parties designated by Office Depot to inspect (with or without notice) all such records and documentation, and the facilities of Supplier, to independently confirm compliance with these Supplier Guiding Principles.

▪ **Communication**

Supplier agrees to post a copy of these Supplier Guiding Principles in at least two prominent locations where it is likely to be read by employees. This notice must be in English as well as in the local language spoken by a majority of Supplier's employees.

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### VI. Standard Enforcement

#### ▪ Violations

If Office Depot determines Supplier violated these Supplier Guiding Principles, Office Depot may demand corrective action or terminate its business relationship with Supplier, notwithstanding anything to the contrary in any other agreement between Supplier and Office Depot.

#### ▪ Reporting of Potential Violations

All Suppliers are expected to adhere to these Supplier Guiding Principles and report any violations to Office Depot's Hotline via the local number below or on the web at [www.odhotline.com](http://www.odhotline.com). All reports are kept confidential and callers may choose to remain anonymous in their reporting.

#### ▪ Direct Lines

**USA or Canada:** 866-634-6854

**Inside Canada:** 1-800-540-9184

#### International Toll-Free Access Lines:

Callers must first dial the local number. When you hear "AT&T" then dial **800-206-4081** to be connected with the Office Depot Hotline. This ensures it is a toll-free call.

| Country       | Local Number | Then dial<br><b>800-206-4081</b> |
|---------------|--------------|----------------------------------|
| <b>China</b>  |              |                                  |
| China - North | 108-888      |                                  |
| China - South | 108-11       |                                  |

For questions or for additional guidance on the Supplier Guiding Principles, please e-mail [SA-Compliance@officedepot.com](mailto:SA-Compliance@officedepot.com).

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### VII. Supplier Attestation

Supplier authorizes the procurement of an investigative background search in accordance with anti-terrorism legislation including, without limitation, the USA Patriot Act and Section 1 of U.S. Executive Order 13224 issued September 23, 2001. Supplier also certifies that neither it nor any of its funding sources, is or has ever been a terrorist or suspected terrorist, or a person or entity described in the aforementioned legislation. Supplier understands that Office Depot will not do business with a Supplier if the Supplier has ever been a suspected terrorist or associated in any way with terrorist activities.

Supplier also agrees to provide accurate and complete information to Office Depot to enable it to comply with all of its importation requirements. By way of signature below, the Supplier agrees to have read, understand and agrees to the terms and conditions set forth in the Supplier Guiding Principles and to promptly report any confirmed or suspected violations of these principles to Office Depot. Supplier further certifies that materials incorporated into the products it supplies to Office Depot comply with the laws regarding slavery and human trafficking of the country or countries in which it is doing business.

\_\_\_\_\_  
[Print Full Legal Name of Company]

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_

## SECURITY REQUIREMENTS

Every Supplier should have a written security procedure in place to protect Office Depot's intellectual property and confidential material, as well as those associates that work or visit such Supplier facilities as recommended by the U.S. Bureau of Customs and Border Protection:

**Physical Security:** All buildings should be constructed with materials that resist unlawful entry and protect against outside intrusion.

Physical security should include:

- Adequate locking devices for external and internal doors, windows, gates and fences.
- Segregation and marking of international, domestic, high-value and dangerous goods cargo within the warehouse by a safe, caged or otherwise fenced-in area.
- Adequate lighting both inside and outside the facility, as well as in parking areas.
- Separate parking area for private vehicles that is separate from the shipping, loading dock and cargo areas.
- Having internal/external communications systems in place to permit prompt contact of internal security personnel or local law enforcement/police.

**Access Controls:** Unauthorized access to the shipping, loading dock and cargo areas should be prohibited.

Controls should include:

- The positive identification of all employees, visitors and Suppliers.
- Procedures for challenging unauthorized/unidentified persons.

**Procedural Security:** Measures for the handling of incoming and outgoing goods should include the protection against the introduction, exchange, or loss of any legal or illegal material.

Security controls should include:

- Assign a designated security officer to supervise the introduction/removal of cargo.
- Properly marked, weighed, counted and documented products.
- Procedures for verifying seals on containers, trailers and railcars.
- Procedures for detecting and reporting shortages and overages.
- Procedures for tracking the timely movement of incoming and outgoing goods.
- Proper storage of empty and full containers to prevent unauthorized access.
- Procedures to notify Customs and other law enforcement agencies in cases where anomalies or illegal activities are detected or suspected by Office Depot.

**Container and Trailer Security, Container Inspection:** Container and trailer integrity must be maintained to protect against the introduction of unauthorized material and/or persons. At the point-of-stuffing, procedures must be in place to properly seal and maintain the integrity of the shipping containers and trailers. A high security seal must be affixed to all loaded containers and trailers bound for the U.S. All seals must meet or exceed the current PAS ISO 17712 standard for high security seals.

Procedures must be in place to verify the physical integrity of the container structure prior to stuffing, to include the reliability of the locking mechanisms of the doors. A seven-point inspection process is recommended for all containers:

- Front wall
- Left side
- Right side
- Floor
- Ceiling/Roof
- Inside/Outside doors
- Outside/Undercarriage

## SECURITY REQUIREMENTS

**Trailer Inspection:** Procedures must be in place to verify the physical integrity of the trailer structure prior to stuffing, to include the reliability of the locking mechanisms of the doors. The following five-point inspection process is recommended for all trailers:

- Fifth wheel area - check natural compartment/skid plate
- Exterior - front/sides
- Rear - bumper/doors
- Front wall
- Left side

**Personnel Security:** Supplier should conduct pre-employment screening and interviewing of prospective employees to include periodic background checks and application verifications.

**Education and Training Awareness:** A security awareness program should be provided to employees including recognizing internal conspiracies, maintaining product integrity, and determining and addressing unauthorized access. These programs should encourage active employee participation in security controls. Employees must be made aware of the procedures Supplier has in place to address a situation and how to report it.