



Dell Supplier Principles

(Revision Dec 2017)

Introduction

Dell is committed to responsible business practices and to high standards of ethical behavior. This includes holding our suppliers to high standards of excellence as defined in governing laws, recognized international standards and conventions, and global best practices. Meeting the Dell Supplier Principles is a condition of doing business with Dell.

Scope

These principles are applicable to parties working with Dell, including suppliers, supplier employees, contractors and subcontractors (“Suppliers”). Supplier compliance with these Principles is mandatory.

Statement of Principles

Dell’s suppliers must abide by:

- All applicable laws, regulations, and purchasing requirements, including the FAR and the DFARS
- The [Dell Code of Conduct](#)
- The Responsible Business Alliance (formerly the Electronic Industry Citizenship Coalition) [Code of Conduct](#)
- The [Dell Responsible Sourcing Policy](#)
- Relevant UN Conventions, including the United Nations (U.N.) Declaration of Human Rights and the U.N. Convention on the Rights of the Child
- UK Modern Slavery Act
- Fundamental conventions of the International Labor Organization (ILO)
- Relevant quality, environmental, health and safety and other management systems including ISO 14001, ISO 9001, and ISO 45001 or OHSAS 18001.

Dell implements these standards through three primary means:

1. Reinforcing the general requirement that Suppliers meet or exceed all applicable laws and recognized international standards;
2. Ensuring adoption of Dell’s core policy commitments by defining and enforcing Supplier requirements; and
3. Requiring active participation in Dell’s Supplier Engagement, Capability Building and Assessment Programs.

We recognize that not all Supplier Engagement, Capability Building or Assessment Programs will apply equally to all suppliers. Therefore we direct supplier requirements and outreach toward those suppliers who have been prioritized based on the nature of their business and holistic risk assessment.



1. Compliance with Laws and International Standards

COMPLIANCE WITH ALL LAWS AND REGULATIONS

It is essential to a socially and environmentally responsible supply chain that all persons, including Suppliers, Supplier employees and Supplier contractors, behave in a legal and ethical manner. Dell and Dell's Suppliers shall comply with all applicable laws and regulations.

ANTI-CORRUPTION

Suppliers shall adhere to the Foreign Corrupt Practices Act, the United Kingdom Bribery Act of 2010, and all applicable local laws relating to anti-corruption or anti-bribery ("Anti-Corruption Laws"). Each Supplier agrees not to violate the Anti-Corruption Laws with respect to sourcing, licensing or delivery of products to Dell. Each Supplier shall maintain anti-corruption policies and procedures that are adequate to ensure that Supplier and any person to whom Supplier subcontracts the provision of any element of the Agreement, or who provides any services or receives any payment in connection with Supplier's performance of the Agreement, comply with the Anti-corruption Laws.

CERTIFICATIONS

All Suppliers that manufacture or assemble Dell-branded finished products shall achieve and maintain certification on the International Organization for Standardization (ISO) 14001 Environmental Management Systems Standard; the ISO 9001 Quality Management Systems Standard; and the Occupational Health and Safety Assessment Series (OHSAS) 18001 Occupational Health and Safety Management Systems Standard or the ISO 45001 Health and Safety Management Systems Standard. Suppliers that assemble materials, components, and parts are also encouraged to achieve the same certifications. Suppliers who have certifications to similar standards or who are working to obtain initial certification must submit the alternate certificate or a certification schedule, respectively, to Dell for approval. Additionally, suppliers are strongly encouraged to achieve and maintain certification to the ISO 50001 Energy Management Systems Standard.

2. Dell's Core Policy Commitments and Supplier Requirements

Dell imposes specific requirements on its Suppliers with respect to the following issue areas:

RESPONSIBLE BUSINESS ALLIANCE CODE OF CONDUCT

The Responsible Business Alliance (RBA) Code of Conduct establishes standards for safe working conditions and environmentally responsible and ethical business operations in which workers are treated with respect and dignity. Dell has fully adopted the Code for our own operations, and we expect our suppliers to abide by the Code and to expect the same of their suppliers.

FEDERAL ACQUISITION REGULATIONS

If Dell is providing Supplier's products or services under a United States government prime contract or subcontract, Supplier shall comply with the following provisions of the Federal Acquisition Regulations, published in Title 48 of the United States Code of Federal Regulations (CFR) at 52.244-6: 52.203-13, Contractor Code of Business Ethics and Conduct; 52.219-8, Utilization of Small Business Concerns; 52.222-26, Equal Opportunity; 52.222-35, Equal Opportunity for Veterans; 52.222-36, Affirmative Action for Workers with Disabilities; 52.222-40,



Notification of Employee Rights Under the National Labor Relations Act; 52.222-50, Combating Trafficking in Persons; 52.232-40, Providing Accelerated Payments to Small Business Subcontractors and 52.247-64, Preference for Privately Owned U.S.-Flag Commercial Vessels. Supplier shall also comply with the requirements of 41 CFR §§ 60-1.4(a), 60-300.5(a) and 60- 741.5(a), which prohibit discrimination against qualified individuals based on their status as protected veterans or individuals with disabilities, and prohibit discrimination against all individuals based on their race, color, religion, sex, or national origin. Supplier also shall comply with the provisions of 48 CFR 52.204-21 and 48 CFR 252.204-7012 if: (i) Supplier's performance involves access to "Federal contract information" or "covered defense information" (as those terms as defined in 48 CFR 52.204(a) and 48 CFR 252.204-7012(a), respectively); and (ii) Supplier is providing other than Commercial Off-The-Shelf items.

WORKING CONDITIONS, FORCED LABOR AND HUMAN TRAFFICKING

Dell is committed to upholding the human rights of workers at any tier of its supply chain, and to treating them with dignity and respect. Workers include direct employees, temporary workers, migrant workers, student workers, contract workers, and any other person(s) providing labor and employment services to Supplier. This commitment includes but is not limited to the following core tenets, which are described in more detail in the [RBA Code of Conduct](#), [Dell's Vulnerable Worker Policy](#), [Dell Human Rights and Labor Policy Statement](#), and [Dell Slavery and Human Trafficking Policy Statement](#):

- Forced, bonded (including debt bondage) or indentured labor, involuntary prison labor, slavery or trafficking of persons of any age shall not be used at any tier of the supply chain.
- Employers and agents may not use misleading or fraudulent practices during the recruitment of employees.
- Child labor may not be used in any tier of the supply chain.

Dell reserves the right to take any and all available actions against suppliers for violations of its Vulnerable Worker Policy including without limitation the termination or reduction of business, frequent required onsite compliance auditing at Supplier's expense, employee compensation at Supplier's expense, and/or termination of Dell's contract with the Supplier.

MINERALS AND EXTRACTIVES

Dell is committed to the responsible sourcing of materials used in our products, and expects our suppliers to adhere to the same high standards. Suppliers shall have a policy to reasonably assure that tantalum, tin, tungsten and gold (3TG), in the products they manufacture does not directly or indirectly finance or benefit armed groups that are perpetrators of serious human rights violations in the Democratic Republic of the Congo or an adjoining country. Suppliers shall also conduct a supply chain survey to identify the 3TG smelters and refiners in their supply chain, and report to Dell using the Responsible Mineral Initiative's (formerly the Conflict-Free Sourcing Initiative) Conflict Minerals Reporting Template (CMRT). Suppliers shall respond to Dell's requests for additional information or action that is necessary for Dell to complete its own due diligence as set out in the U.S. Dodd-Frank Act, Section 1502 or other responsible sourcing risks.

Supplier shall also make every effort to source from smelters and refiners that are compliant with the Conflict-Free Sourcing Initiative's assessment protocols, extend this expectation to their suppliers, and reach out to non-compliant or non-active smelters to join the CFSP program. If a high risk smelter, as defined by Dell, is identified in the supplier's CMRT, supplier must develop a risk mitigation plan to remove the smelters and report progress on removing the smelter to the Dell Conflict Minerals Team.



COUNTERFEIT MITIGATION AND SUPPLY CHAIN SECURITY

Dell is committed to addressing present and emergent threats to its supply chain by focusing on counterfeit mitigation and avoidance. Suppliers to Dell must (a) implement and maintain counterfeit mitigation measures that substantially meet the system criteria specified in 48 CFR 252.246-7007 (Contractor Counterfeit Electronic Part Detection and Avoidance System); (b) provide to Dell, on Dell's request, information concerning such counterfeit mitigation measures; and (c) address any material deficiencies in such mitigation measures that may be identified by Dell or by Supplier.

SUPPLIER DIVERSITY

Dell believes an ethical, diverse supply chain is a vital part of our business. Each Supplier must meet the following diversity requirements: (1) comply with any applicable law and regulation targeted towards suppliers to governmental entities; (2) use reasonable efforts to engage minority-owned businesses, women-owned businesses, and LGBT-owned businesses if Supplier engages subcontractors to provide any deliverables or to support the Supplier's overall business operations; (3) use commercially reasonable efforts to engage small businesses as defined by the United States Small Business Administration (including small business sub-categories such as small disadvantaged businesses, small women-owned businesses, veteran-owned businesses, service disabled veteran-owned businesses and HUB zone businesses) if Supplier engages subcontractors in the United States to provide any deliverables or to support the Supplier's general business operations; (4) maintain accurate records of Supplier's efforts under this provision; and (5) report to Dell, on Dell's request, Supplier's spend with minority-owned businesses, women-owned businesses, small businesses, and LGBT-owned businesses.

AVOID CONFLICTS OF INTEREST

Any circumstance in which a Supplier's ability to act with objectivity is compromised is considered a conflict of interest. Since Dell wishes to maintain a partnership free of conflicts, we ask that should a conflicting situation arise between Dell and a Supplier or any of its employees, that Supplier report all pertinent details to Dell. This includes, but is not limited to, close personal or family relationships with those at Dell or the giving or receiving of lavish business courtesies.

3. Supplier Engagement, Capability Building and Assessment Program

To help ensure that global standards and Dell policy commitments are implemented and reinforced, Dell requires that Suppliers participate in several programs in which we work with Suppliers to understand and evaluate risks and supplier performance, build capability to meet and exceed applicable standards, and remedy areas of concern that may be revealed in our audits. Programs include but are not limited to: supply chain business continuity; process chemical use; disposition of electronic material; training on greenhouse gas emissions reporting; and management of working hours. Suppliers are targeted for inclusion in different activities based on several factors including spend, commodity and past performance, and are expected to participate as requested. The Dell Supply Chain Sustainability Supplier Expectations document includes detail on these requirements and defines which types of suppliers may be in scope for each program.



QUARTERLY BUSINESS REVIEWS

Key Suppliers must undergo a quarterly business review with Dell which includes scoring of their supply chain sustainability risk and performance. Dell Suppliers are evaluated quarterly, and should expect their scores to influence purchasing decisions.

MONITORING

Suppliers are subject to audits by Dell or by third parties designated by Dell and must complete any associated corrective actions.

TRANSPARENCY AND REPORTING

Transparency is important to our relationship with stakeholders. We continue to publicly disclose our list of top suppliers, and expect our suppliers to not only meet but exceed the standards specified in this document. If Supplier becomes aware of facts or circumstances which are likely to involve or lead to claims relating to a violation of these Supplier Principles or other applicable standards, the Supplier shall promptly inform Dell of such facts or circumstances. In situations in which Dell receives substantive allegations of Supplier misconduct, Dell reserves the right to share Supplier information related to the allegations of misconduct.

Unless exempted by Dell, each Supplier shall publish, at its own expense, (a) an annually updated public sustainability report based on the Global Reporting Initiative (GRI) or other internationally recognized framework and (b) participate in environmental reporting. Suppliers must also provide information about social and environmental responsibility, including compliance with Dell policies, when requested by Dell.

CONTINUOUS IMPROVEMENT

Dell is committed to responsible sourcing. Suppliers must meet the standards specified in this section, but we encourage Suppliers to view sustainability as a journey of continuous improvement. With a focus on self-assessment, internal ownership and self-accountability, Dell Suppliers can make changes that will bring long-lasting, sustainable impact not only to their own facilities and operations, but also to those of their own providers.

Reporting Suspected Violations

Questions about specific issues that may arise in a business relationship with Dell may be referred to the following contacts:

- Dell's Global Ethics and Compliance Office at ethics@dell.com
- the Audit Committee of the Dell Board of Directors at Board_of_Directors@dell.com
- Dell's Ethics Helpline at www.dell-ethicsline.com (Note that laws and procedures for reporting vary from country to country so review any guidance provided before moving forward.)

Suppliers are expected, consistent with applicable laws and contractual obligations, to provide reasonable assistance to any investigation by Dell of a violation of this Code or applicable laws and to allow Dell reasonable access to all facilities, records and documentation concerning their compliance with this Code and laws applicable to them or their provision of products and services to Dell.