



Ethics Guide for Suppliers, Contractors and Consultants

HD Supply Support Services, Inc., HD Supply, Inc., and their respective affiliates, subsidiaries and divisions ("HD Supply") strive to conduct business in a responsible manner. As we expand our business activities domestically and abroad, it is important to preserve our collective commitment to this Ethics Guide (this "Guide"). Accordingly, HD Supply will only do business with suppliers, contractors and consultants (collectively, for purposes herein, "suppliers") that comply with applicable and controlling laws, rules and regulations ("comply with applicable laws").

HD Supply not only expects all suppliers to comply with applicable laws, but also to comply, at a minimum, with standards of business conduct consistent with those set forth in this Guide. Further, suppliers must ensure that their employees and sub-suppliers, and any other parties involved in the execution of HD Supply work, similarly comply with applicable laws and the standards set forth in this Guide. All suppliers must demonstrate compliance with these requirements at the request of HD Supply, and may be called upon to certify, in writing, that they meet or exceed the expectations described in this Guide. Violation of applicable law or this Guide may be deemed by HD Supply to be a material breach by supplier of its agreement with HD Supply, and HD Supply may terminate without liability to HD Supply any pending purchase order or agreement with supplier.

HD Supply may, at its sole discretion, conduct periodic Corporate Social Responsibility (CSR) audits at supplier locations. Upon request of HD Supply, supplier shall facilitate CSR audits of sub-suppliers. The conducting or failure to conduct an CSR audit shall not relieve supplier of its contractual obligations to HD Supply, including without limitation its obligations hereunder. Supplier must obtain HD Supply's advance written approval before making any changes to the supplier's company/factory or manufacturing location to the extent such change potentially impacts the expectations set forth in this Guide.

HD Supply expects the following, without limitation, from its suppliers:

1. CORPORATE SOCIAL RESPONSIBILITY.

- a. Facility Access.** Reasonable access must be provided to HD Supply representatives to conduct audits of the supplier facilities. This includes access to the facility, employees and any documentation necessary to complete the audit.
- b. Age Requirements.** Suppliers may not use child labor. HD Supply expects suppliers to hire employees who meet the local minimum age requirements, but under no circumstances should workers be employed under the age of fourteen (14) even if permitted by applicable law. If apprentice programs exist, they must be in compliance with all conditions as outlined in applicable local laws and regulations.
- c. No Forced Labor.** Employment must be voluntary. Forced, bonded or indentured labor, or labor subject to any form of coercion, may not be used by supplier.
- d. No Fraud.** Suppliers must ensure that all factory records, timecards and other information maintained at facilities accurately reflect production conditions.
- e. Wage and Work Hours.** Suppliers must have a system in place to verify and accurately record payroll, deductions and the hours worked by employees. Suppliers must comply with all applicable wage and compensation requirements as defined under national, provincial or other applicable labor laws for regular work, overtime, maximum hours, piece rates, and other elements of compensation and employee benefits.
- f. Non Discrimination.** Employment should be based solely on the person's ability and not personal characteristics. This should include, but not be limited to, hiring, salary, benefits, advancement, discipline or termination. HD Supply requires that its suppliers treat their employees with respect and dignity. Suppliers must provide a work environment free of physical punishment in any form.
- g. Environment, Health and Safety.** HD Supply requires that its suppliers provide a safe and healthy working environment in accordance with applicable local laws to prevent accidents and injuries arising in the course of work.

Employers who offer residential facilities must ensure that these facilities also provide their inhabitants with a safe and healthy living arrangement, in accordance with all applicable laws and regulations. Employers are expected to provide appropriate personal protective equipment for jobs that require exposure to hazardous work conditions.

Suppliers must also maintain and comply with applicable environmental permits, and must ensure that waste is stored, managed and disposed of in accordance with all applicable laws and regulations.
- h. Emergency Planning.** Emergency exits from the factory and dormitory facilities must be kept unlocked and free of obstructions, and must be of sufficient quantity and access to ensure employee safety.
- i. Freedom of Expression and Association.** Facilities must recognize applicable laws regarding the right to affiliate with lawful organizations without interference.

- j. **Access and Audits.** To ensure compliance with this Guide, reasonable access must be provided to HD Supply representatives to conduct audits of the supplier facilities. Suppliers of HD Supply private label or branded products, or suppliers whose HD Supply scope represents fifty percent (50%) or more of suppliers revenues, may be subject to unannounced site assessments. All HD Supply CSR audits will be conducted taking into consideration applicable laws as well as HD Supply standards.
- k. **Corrective Action.** If a supplier involved in the manufacture of merchandise for HD Supply is not in compliance, the supplier must take appropriate corrective actions to correct such non-compliance within a timeframe specified by HD Supply, and demonstrate that it has adopted appropriate measures to prevent its reoccurrence thereafter. Failure to do so may result in immediate termination.
2. **ENVIRONMENTAL REQUIREMENTS.** HD Supply seeks suppliers that share the commitment to environmental excellence. Suppliers must abide by applicable environmental laws where they operate. Suppliers are expected to purchase wood and wood products originating from Certified, Well-Managed Forests whenever feasible and to promote the efficient and responsible use of wood and wood products.
3. **CERTAIN LEGAL REQUIREMENTS.**
- a. **Supplier Buying Agreement.** Suppliers must comply with the supplier buying agreement and related terms and conditions between HD Supply and supplier, which include without limitation compliance with all applicable and controlling laws, rules and regulations.
- b. **Patents, Trademarks and Copyrights.** Suppliers may not infringe on any patent, trademark, copyright, or other intellectual property of any third party, or that of HD Supply's, and must take appropriate safeguards to ensure the foregoing.
- c. **Country of Origin.** Suppliers must ensure that all merchandise is accurately marked or labeled with its country of origin in compliance with the laws of the country of manufacture and the countries in which the products HD Supply purchases are to be sold. Suppliers must also ensure that any origin declarations or certifications provided are accurate and complete, and that records substantiating the origin are maintained and available.
- d. **Interpretation of Standards.** HD Supply retains the sole and exclusive right to interpret and enforce the standards within this Guide. Compliance with these standards will not confer any contract, agreement or other right or expectancy on the supplier or any guarantee or commitment by HD Supply.
- e. **Collusion.** Suppliers may not exchange or share pricing, cost or other competitive information, or engage in any other collusive conduct with any other supplier or bidder to HD Supply.
- f. **Anti-Bribery.** Suppliers must comply with applicable laws pertaining to prohibitions on all forms of bribery, including bribery of foreign officials. Further, suppliers may not engage, directly or indirectly, in acts that would be deemed a violation of the U.S. Foreign Corrupt Practices Act (the "FCPA") if such acts were committed by a party subject to the FCPA. Accordingly, a supplier may not offer or give anything of value to a foreign official, a foreign political party official, a foreign political party or a candidate for foreign political office that might be considered a bribe. To the extent permitted by applicable local law and regulation, suppliers may make certain permissible payments under the FCPA - expediting or facilitating payments, gifts and entertainment, political contributions and charitable contributions - only with the prior written approval of an HD Supply Vice President. Such approval shall not relieve supplier from responsibility should supplier's actions be deemed inconsistent with any applicable law.
- Further, suppliers may not enter into any agreement with a foreign attorney, foreign accountant, foreign consultant, foreign subcontractor or other third party in connection with its contracted work scope for HD Supply without obtaining the prior written approval of an HD Supply Vice President.
- Suppliers must make accurate and complete entries in their records and follow generally accepted accounting procedures as required by local law. Suppliers may not make any false or misleading entries on their books and records.
4. **GIFT POLICY.** HD Supply seeks to conduct its business in accordance with the highest business standards. In regard to gifts, HD Supply expects suppliers, in their dealings with HD Supply associates, to adhere to HD Supply's Gift Policy. Suppliers may not, directly or indirectly, offer anything of value, including without limitation cash, entertainment or employment, to any HD Supply employee, except for promotional items such as inexpensive pens, mugs, hats, T-shirts, calendars that bear the company's name or other gifts of nominal value. The foregoing exception for promotional items of nominal value notwithstanding, suppliers are strongly discouraged to make, or offer to make, any gift to HD Supply or any of its associates. This policy is in place to reduce suppliers' cost, lower HD Supply's cost, and ensure that all decisions with and about suppliers are above reproach.
5. **CONFLICTS OF INTEREST.** Under HD Supply's Code of Business Conduct and Ethics, all HD Supply associates are forewarned about avoiding conflicts of interest.

A conflict of interest occurs when an individual's private interest interferes in any way - or even appears to interfere - with the interests of HD Supply. As conflicting loyalties impair an associate's ability to make objective decisions, conflicts of interest must be avoided.

A conflict of interest can result from, but is not limited to, certain relationships between an associate and a customer, supplier, competitor, family member, or even a friend.

A conflict exists when the parties to the relationship give or receive - or even appear to give or receive - unfair advantages or preferential treatment.

Conflicts of interest also arise when an associate or a member of his or her family receives improper personal benefits as a result of his or her position with the company. Having such a conflict arouses suspicion about an associate's integrity and can cause damage to the reputation of HD Supply.

HD Supply expects all suppliers to be aware of this policy and to avoid contributing to a conflict of interest or the appearance of a conflict of interest. Any involvement by a supplier in any conflict may be grounds for a termination of business.

6. SUPPLY CHAIN SECURITY. HD Supply takes supply chain security very seriously. Accordingly, HD Supply requires that its suppliers ensure that processes and procedures are in place to keep unauthorized items from being introduced into shipments destined for HD Supply or its customers. As a result, all suppliers doing business with HD Supply must implement a sound plan to enhance security procedures. Suppliers should have a written security procedure plan in place - customized to their size, structure and security risks - that addresses the following for factory/warehouses:

- ? Physical Security
- ? Access Controls
- ? Procedural Security
- ? Personnel Security
- ? Education and Training Awareness
- ? Information Technology Security
- ? Container Inspection and Seal Security

More detailed guidance on expectations for each of these areas can be found at the following web site:
http://www.cbp.gov/xp/cgov/trade/cargo_security/ctpat/what_ctpat/

HD Supply reserves the right to review the suppliers'/facilities' security plan and implementation at each factory/warehouse from which merchandise is shipped. Suppliers will jeopardize their relationship with HD Supply if they have inadequate security measures at the facilities used for HD Supply production.

7. EVASION AND CODE CHANGES . Suppliers may not use sub-suppliers or other third parties to evade applicable law or any of the standards set forth in this Guide. Further, the standards set forth in this Guide are subject to modification at HD Supply's discretion, and HD Supply shall provide supplier reasonable notice of any such modification.

8. **HOW TO RAISE AN ETHICS CONCERN** . Each HD Supply supplier must timely inform HD Supply of any ethics concern involving or affecting HD Supply, even if the concern does not involve supplier. Suppliers must also provide reasonable assistance to HD Supply to investigate concerns involving supplier and HD Supply. Suppliers are encouraged to raise concerns with HD Supply management, including without limitation, Merchandising Vice President, HD Supply Finance, such other senior party at HD Supply that supplier feels comfortable contacting, or by calling the HD Supply Confidential Alertline at 1.866.447.0459. HD Supply prohibits retaliation against any party that raises an ethics concern in good faith.

Acknowledgment

The undersigned hereby acknowledges that it has read and understands the HD Supply Ethics Guide for Suppliers, Contractors and Consultants, and agrees to abide by its terms.

Supplier Name

By: _____

Name: _____

Title: _____

Date: _____