



280 Park Avenue, 4th Floor
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teneo.com

TENEO'S VENDOR/SUPPLIER CODE OF CONDUCT (THE "CODE")

Dear Valued Vendor/Supplier,

Teneo Holdings LLC and its subsidiary and affiliated companies (collectively, "**Teneo**") are committed to conducting business in an ethical and honest manner and in compliance with all applicable laws and regulations, while furthering their values of diversity, inclusion, respect and integrity. Toward that goal, Teneo endeavors to choose reputable vendors/suppliers which conduct their business in a manner that shows such a commitment. To ensure consistency and mutual commitment, Teneo requires that our vendors/suppliers (including their employees, representatives and subcontractors) comply with the Code¹.

TENEO CODE

I. Labor Practices and Human Rights.

Teneo is committed to a work environment that values diversity, inclusion, respect, and integrity.

Equal Employment Opportunity. Vendors/Suppliers are expected to provide equal employment opportunities to all of their applicants, employees, and sub-contractors without discrimination or regard to race, color, creed, religion, sex, sexual orientation, gender identity, marital status, citizenship status, age, national origin, ancestry, disability, veteran status, or any other legally protected status and to affirmatively seek to advance the principles of equal employment opportunity.

Respect and Fair Treatment. Vendors/Suppliers are expected to maintain a workplace where business activities are conducted with respect and where treatment is fair including with respect to wages, working hours and benefits. Vendors/Suppliers shall comply with all applicable laws on non-discrimination and anti-harassment in hiring and employment. Vendors/Suppliers shall comply with all applicable legal and regulatory requirements and will generally apply sound employee relations practices. Working hours, wages, benefits will be consistent with laws and industry standards, including those pertaining to minimum wages, overtime, other elements of compensation, and legally mandated benefits.

¹ The Code does not replace specific contractual requirements. If a contractual term is stricter than the Code, the vendor/supplier must meet the stricter contractual requirement. Further, vendor/supplier actions must be highly ethical regardless of whether the Code and/or vendor/supplier policies specifically address a situation.



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Safety, Security, and Sustainability. Vendors/Suppliers are expected to promote safe and secure workplaces for their staff and are encouraged to adopt policies and practices to ensure the health and safety of their employees. Vendors/Suppliers should consider how their business decisions affect the environment.

Employment Eligibility and Voluntary Labor. Vendors/Suppliers shall only employ workers with a legal right to work. Illegal child labor, and forced labor (including prison labor, indentured labor, bonded labor, or slave labor) are forbidden in any circumstance.

Appropriate Work Hours and Wages. Vendors/Suppliers must comply with applicable laws on work hours and overtime, as well as applicable laws on wages and benefits.

II. Business Practices.

Protecting Teneo's confidential information and ensuring good practices in privacy and data security is integral to our business and reputation.

Confidential Information, Privacy and Data Security. Vendors/Suppliers must protect Teneo and its clients' confidential and proprietary information and act to prevent its misuse, theft, fraud, or improper disclosure. Where Vendors/Suppliers have access to personally identifiable information on behalf of Teneo, belonging to Teneo or its clients, then the Vendors/Suppliers will be expected to contractually commit to apply privacy and information security safeguards.

Business and Financial Records. Vendors/Suppliers shall maintain accurate and complete business and financial records (the "Records") on all matters related to Vendors/Suppliers' business with Teneo. Vendors/Suppliers shall provide the Records to Teneo upon request.

Inside Information and Insider Trading. Vendors/Suppliers who gain access to any material, non-public information about Teneo, its clients or business partners while working with Teneo must not share that information with others or use it in connection with the purchase or sale of any security or to tip anyone else to do so.

Respect for the Environment. Vendors/Suppliers are encouraged to conserve natural resources, to reuse and recycle and to avoid use of hazardous materials where possible. Vendors/Suppliers must comply with applicable environmental regulations, including having, maintaining and operating in compliance with all permits, licenses, registrations and restrictions where required. Vendors/Suppliers shall have systems to ensure the safe and lawful handling, movement, storage, recycling/reuse or management of waste, air emissions and wastewater discharges.



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III. Ethics

Teneo requires its Vendors/Suppliers to conduct their business in a fair and responsible manner, with integrity and high ethical standards, and in compliance with all applicable laws.

Anti-bribery and Anti-Corruption. Teneo takes a zero-tolerance approach to bribery and corruption, and we require our Vendors/Suppliers to take the same approach and also comply with Teneo policy on anti-bribery and all applicable anti-bribery and anti-corruption laws in the countries where Teneo operates, including the U.S. Foreign Corrupt Practices Act and the UK Bribery Act. A Vendor/Supplier must not:

- Offer or allow anything of value to be given on behalf of Teneo in order to gain an improper advantage
- Offer or allow anything of value to be given to a Teneo employee in order to gain an improper advantage
- Ask for or accept anything of value which the Vendor/Supplier knows or suspects is being offered in order to obtain an improper advantage.

Anti-Money Laundering and Tax Evasion Controls. Vendors/Suppliers are expected to comply with all international laws on anti-money laundering and all applicable tax laws in the countries where Teneo operates, including, but not limited, to the U.K. Criminal Finances Act and all U.S. laws relating to the proceeds of criminal activity.

Antitrust/Fair Business Practices. Vendors/Suppliers must comply with applicable antitrust laws – known globally as “competition laws.” Further, Vendors/Suppliers are expected to abide by fair business practices, including truthful and accurate advertising.

Gifts and Entertainment. All purchases made by Teneo will be made on the basis of price, quality and service, and Teneo will deal with its Vendors/Suppliers fairly, honestly and openly. Teneo employees are required to conduct all business and interactions with Vendors/Suppliers in strict compliance with Teneo’s policies.

Vendors/Suppliers should avoid any actions with Teneo employees during any Vendor/Supplier selection or re-selection process that could give others the impression of favoritism or other improper advantage. Furthermore, Vendors/Suppliers should not offer, and Teneo employees must not accept, gifts or entertainment that might compromise, or appear to compromise, an employee’s judgment or independence.



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Trade Sanctions and Export Controls. Teneo complies with all international trade laws and regulations, including U.S. trade sanctions, and we expect suppliers to comply with all trade and export control laws that apply to their work with Teneo.

Supplier Diversity. Vendors/Suppliers are encouraged to engage socially and economically different categories of vendors/suppliers through inclusive sourcing processes that promote equal opportunities.