

The DJEH Family of Companies'

Code of Conduct



OCTOBER
2020

INTRODUCTION

Since we opened for business on October 1, 1952, we have built our global enterprise on a foundation of ethics, values, and honesty. We have inherited a legacy from a group of professionals who lived by the highest standards of personal and professional conduct. It is our responsibility to protect and expand that legacy.

DJEH's Mission, Values and Principles

provide guidance in meeting this responsibility:

- **The Relentless Pursuit of Excellence**
- **The Freedom to be Constantly Curious**
- **The Courage to do the Right Thing**
- **The Commitment to Positively Impact Society**

Maintaining our firm's reputation and position as a global leader in our industry demands a commitment to excellence in service, ethical business practices, and compliance with the law. The Code of Conduct helps our employees meet this commitment. It addresses common compliance and ethics issues facing global businesses today and outlines the responsibilities we have to one another, to our clients and stakeholders, to the firm, and to our industry.

This code applies to all employees, officers, and directors throughout the DJEH family of companies worldwide¹. Third party representatives, such as freelancers, subcontractors, affiliates and agents who work on behalf of DJEH, may also be required to confirm their understanding and compliance with relevant provisions of the code as required by DJEH's

compliance and ethics program and its internal control procedures, using tools such as DJEH's Code of Ethics for Suppliers and Service Providers and DJEH's Code of Conduct for Affiliates.

This Code of Conduct is supplemented by the Day-to-Day Situation Guide, which addresses issues specific to our industry. If you are uncertain about the proper course of action in any situation, always ask for assistance using one of the avenues outlined in the ethics code or situation guide. Do not hesitate to contact us directly with questions.

Sincerely,



Richard Edelman
Chairman and CEO

Expectations For This Document

The Code of Conduct, along with its companion piece, the Day-to-Day Situation Guide, have been signed by Richard Edelman on behalf of Daniel J. Edelman Holdings, Inc. Every employee is responsible for reviewing and understanding the information, policies, and expectations set forth in these documents. Thank you for your support in applying these standards to serve our clients every day and maintain our position as a global industry leader.

¹ Daniel J. Edelman Holdings, Inc. includes Daniel J. Edelman, Inc., StrategyOne, Inc. d/b/a Edelman Data & Intelligence, Zeno Group, Inc., Assembly Media, Inc., Matter, Inc., United Entertainment Group Holdings, LLC, Edible, Inc., Edelman Miami Latin America Corp., The H & W Group, Inc. d/b/a Salutem, The R Group Public Relations Company, Inc. d/b/a Revere, First & 42nd, Inc., and all

operating companies and divisions, including such divisions as First@Edifi, BioScience Communications and DJEScience, under the Edelman family of companies (collectively referred to as "DJE Holdings" or "DJEH" in this document).

Table of Contents

04 OUR MISSION, VALUES AND PRINCIPLES

05 OUR PRINCIPLES APPLIED TO DJEH'S DAY-TO-DAY BUSINESS PRACTICES

- 05 Our commitment to honesty
- 05 Our commitment to transparency
- 06 Our commitment to fair dealing
- 06 Our commitment to stakeholders
- 07 Our commitment to diversity, equity, and inclusion
- 07 Our commitment to model best practices
- 08 Our commitment to our legal obligations

09 OUR RESPONSIBILITY TO ONE ANOTHER

- 10 Training
- 10 Reporting Your Questions or Concerns
- 11 What to Expect from Your Managers
- 11 Diversity, Equity, and Inclusion
- 12 Anti-Discrimination and Harassment
- 12 Health and Safety
- 13 Drugs and Alcohol
- 13 Fraternalization Policy

15 OUR RESPONSIBILITY TO OUR CLIENTS AND STAKEHOLDERS

- 15 Client Centricity and Quality
- 15 Conflicts of Interest
- 18 Confidentiality
- 19 Intellectual Property
- 19 Privacy and Personal Data
- 21 Insider Trading
- 21 Agreements with Agencies/Consultants
- 22 Internal Controls
- 22 Accounting Records and Documentation
- 22 Record Retention
- 23 Billing and Expense Reporting
- 24 Protection and Proper Use of Company Assets
- 25 Outside Professional Opportunities

27 OUR RESPONSIBILITY TO THE FIRM AND OUR INDUSTRY

- 27 Competition and Fair Dealing
- 27 Gifts, Gratuities, and Entertainment
- 28 Antitrust
- 29 Working with Governmental Agencies as Customers
- 30 Conducting Business as a Global Organization
- 33 Human Rights
- 33 Investigations, Audits and Government Reporting
- 33 Personal Political Activities
- 34 Code of Conduct Certification
- 35 LISTEN LINE Contact Information

OUR MISSION

To provide strategic communications counseling and programming which enable our clients to build strong relationships across stakeholders, influence attitudes, inform audiences and shape behaviors with the potential to have a positive impact in our society.

- We undertake our mission by integrating specialist knowledge of practices and industries, local market understanding, proprietary research and insights and industry-leading creativity.
- We are dedicated to building long-term, rewarding partnerships that add meaningful value to our clients and encourage professional development in our people.
- We are committed to championing our clients, who are seeking new solutions and initiating change.

OUR VALUES

THE RELENTLESS PURSUIT OF EXCELLENCE	Bringing the best of ourselves and partners to our clients.
THE FREEDOM TO BE CONSTANTLY CURIOUS	Tenacious and thorough approach that drives creativity and growth for clients and us.
THE COURAGE TO DO THE RIGHT THING	Trusted and resilient partner for clients, colleagues, and communities.
THE COMMITMENT TO POSITIVELY IMPACT SOCIETY	Performing our work with an environmental conscience, and a sense of tolerance, fairness, and equality.

OUR PRINCIPLES

- DJEH is committed to **honesty**.
- DJEH is committed to **transparency**.
- DJEH is committed to **fair dealing**.
- DJEH ensures **business activity aligns with the interests of stakeholders**: clients, employees, and parties with whom we interact.
- DJEH is committed to **diversity, equity, and inclusion**.
- DJEH strives to **model best practices** in all areas of our business.
- DJEH **does not violate legal obligations**.

Our Principles Applied to DJEH's Day-To-Day Business Practices

By applying the DJEH principles to our business practices, we demonstrate our commitment to the pursuit of communication excellence based on powerful standards of performance, professionalism, and ethical conduct. In doing so, we build public trust and protect the reputation of DJEH, our clients, and our profession.

DJEH is committed to honesty.

We build trust with the public by providing all information necessary for informed and responsible decision making.

- We adhere to the highest standards of accuracy and truth in advancing the interests of our clients and in communicating with the public.
- We seek to inform media and stakeholders with data-driven information to avoid misinformation. We do not intentionally disseminate misleading information or omit critical details.
- We take reasonable steps to evaluate the reliability and basis for claims, or other information, before releasing it on behalf of our clients.

- We act promptly to coordinate with our client to appropriately respond to any erroneous communications for which we are responsible.

DJEH is committed to transparency.

Transparency is an important driver of trust and we do our best to commit to open communications as appropriate and acceptable for our business and our clients.

- We are open and transparent in naming the organization(s) and interests we represent.
- We counsel our clients on the importance of transparency in the source of funding for any public communication we initiate or for which we act as a conduit.
- We do not pay or provide any other hidden reward in exchange for an expectation of coverage without adequate and conspicuous disclosure that it is sponsored coverage (as in the case of advertorials).
- We do not engage in grass roots campaigns that create or make use of any organization purporting to serve one cause

while actually promoting a special or private interest that is not apparent.

DJEH is committed to fair dealing.

Employees, officers, and directors deal fairly with clients, competitors, peers, vendors, public officials, the media, and the general public. Promoting healthy and fair competition among professionals preserves an ethical climate while fostering a robust business environment.

- We avoid false, misleading, or exaggerated claims in advertising and marketing our skills and services and in soliciting professional assignments.
- We do not mislead clients or colleagues about what can be competently delivered and achieved through public relations or other business activities.
- We do not pay or offer anything of value that could be interpreted as an attempt to fraudulently or unethically obtain or retain business. We ensure that business gifts and entertainment meet applicable legal, ethical, and cultural norms to preserve the free flow of unprejudiced information.
- We do not disparage or act in a way that may deprecate the professional reputation of our competitors or their employees.
- We do not collaborate or communicate with competitors in any way that may be interpreted as an attempt to exert improper influence on pricing, bidding, or the market for PR services.
- We follow ethical hiring practices designed to respect free and open competition without deliberately undermining a competitor. We respect valid non-compete or similar agreements.

- We respect and preserve intellectual rights in the marketplace.

DJEH ensures business activity aligns with the interests of stakeholders: clients, employees, and other parties with whom we interact.

We serve the public interest by acting as a responsible advocate for our clients. We provide a voice in the marketplace for ideas, facts, and viewpoints that facilitate informed public debate and decision making. Our business activities are guided by a balanced consideration of the interests of all our stakeholders, including our clients, employees, and the general public. We do not unduly favor the interests of one to the detriment of another—or of society at large.

- We act in a manner that preserves the integrity of the channels of public communication. We respect the independence, rights, rules, and guidelines established by the information media.
- We are faithful to our clients' needs. We provide independent and objective counsel to our clients and act in their best interests.
- We balance the needs of our clients with our obligation to serve the public interest and our profession. We avoid taking any action that may discredit our client, our firm, or our profession.
- We do not represent any prospective client that requires actions that would violate our principles or this Code of Conduct.
- We respect the customs, rules, practices, and codes of conduct that apply to our industry and practice areas in all countries

where we operate, including those related to our clients, colleagues, and fellow professionals.

- We support and respect the free exercise of human rights, in particular the freedom of speech and of association, which affect the right of the individual to give and receive information. In doing so we help to maintain the public’s trust, which is essential for communicating clients’ messages effectively.
- We avoid actions and circumstances that may appear to compromise good business judgment or that create real, potential, or perceived conflicts between personal and professional interests. We do not represent conflicting or competing interests without disclosing and obtaining the express consent of those concerned.
- We protect confidential, privileged, “insider”, or other sensitive information related to DJEH and current, former, and prospective clients. We do not disclose, except on the order of a court or other regulatory agency acting within its jurisdiction, any confidential information without the consent of the relevant parties. We do not use such information to further our own interests.

DJEH is committed to diversity, equity, and inclusion.

Diversity, equity, and inclusion transform our people, our company, our clients, and our communities. At Edelman, we believe that diversity of all types—gender, gender expression, race, ethnicity, age, sexual orientation, religion, disability, socio-economic background, experience and more—enriches our work culture and work product.

We are relentless in our pursuit of an equitable, respectful and culturally-curious workplace that drives innovative thinking, cultivates diverse ideas, and fosters collaboration among our people, clients, and partners.

In our work, colleagues bring all of who they are to the table—shaping cultural moments and movements within our walls and for our clients and their diverse stakeholders.

DJEH strives to model best practices in all areas of our business.

We acquire and responsibly use specialized knowledge and experience. We advance the profession through continued professional development, research, and education. We build mutual understanding, credibility, and relationships among an array of institutions and audiences.

- We actively pursue professional development.
- We accept and assign work for which practitioners are suitably skilled and experienced. Where appropriate, we collaborate on projects or obtain the necessary skill base or expertise to serve our clients’ needs.
- We stay abreast of local, national, and world events, including cultural, business, and political issues, to enable us to provide well-informed counsel to our clients.
- We stay informed and educated about practices in the profession to ensure ethical conduct.
- We share information and experience about best practices with our fellow employees

and associates so we can better serve our clients.

DJEH does not violate legal obligations.

Obeing the law, in letter and spirit, is the foundation on which DJEH's ethical standards are built. All employees must respect and obey the laws of the nations, regions, and cities in which we operate. The Code of Conduct and other elements of DJEH's compliance and ethics program are intended to help raise employee awareness of the legal requirements that apply to our business. Employees should be aware of situations that may require input from supervisors, managers, the DJEH Compliance Team, or the Office of the General Counsel about the legal requirements that apply to their jobs.

We do not condone any act that violates the law, even when such action appears to be in a client's best interests.

Day-to-Day Situation Guide

The Code of Conduct provides good operating guidance for our business as a whole. However, we are often confronted with issues that are unique to our role as communications counselors that merit closer examination and direction. To that end, DJEH developed the Day-to-Day Situation Guide. All DJEH employees must read and understand the situation guide and apply its insights to their practice needs.

Our Responsibility To One Another

A global network of professionals dedicated to supporting one another to meet the needs of clients and other stakeholders is fundamental to DJEH's success. In an increasingly interconnected world, the action of any one employee can reflect on the rest of the firm.

Doing the right thing is everyone's responsibility. It's up to you and the people with whom you work to understand and comply with each of the following in carrying out your duties:

- Our Values, Mission and Principles
- Laws and regulations that apply to your job or client engagement
- Company policies and procedures, including the Code of Conduct, the Day-to-Day Situation Guide, and the DJEH Human Rights Policy
- Client contract provisions (contact your client relationship manager for information on contractual requirements)

Sometimes the correct course of action is not evident as laws and regulations are often

complex and answers to ethical dilemmas are not always clear-cut. Our policies and the Code of Conduct may not cover every possible situation you may encounter in the workplace. To that end, when the right choice of action is not apparent, remember to always **ASK BEFORE YOU ACT.**

The Mirror Test

We must avoid even the appearance of unethical or unlawful behavior. Before taking any action on behalf of DJEH, ask yourself the following questions to better understand how the proposed action or decision may be perceived:

- Is it legal?
- Would I make the same decision if I knew it would be disclosed in the newspapers, on TV, or on the Internet?
- Would our clients approve?
- Would I be comfortable telling my co-workers, family, and friends?

If you can answer "yes" to all of these questions, you are on the right track.

If you are asked to do something or witness an activity that may be considered unethical or against the law, against company policy, or against the Code of Conduct, you are expected to report your concerns to management as described below. Failure to identify and respond to issues can put you, the firm, and our employees at further risk. If you are aware of illegal or unethical conduct but fail to report it, you may be subject to disciplinary action, where allowable by law. Under some laws you may even be subject to legal action.

Employees who violate the standards in this Code of Conduct may be subject to disciplinary action up to and including termination of employment as allowable by law. **Claiming that you were following management’s instruction or common practice is not an excuse, nor is claiming that an illegal action is not enforced or is accepted by local culture.** You are accountable for ensuring your actions live up to DJEH’s standards and expectations.

Training

DJEH provides a number of employee training modules through its online training portal. All DJEH employees are responsible for completing the training modules that are required for their level and/or position. Failure to complete mandatory training can impact an employee’s eligibility for promotion or raises.

Reporting Your Questions or Concerns

DJEH is committed to responding to its employees’ questions and concerns. If you see illegal or unethical behavior in the workplace, say something. There are a

number of ways employees can raise concerns.

Whenever possible, discuss your questions or concerns with your supervisor first. This is usually the quickest and most direct way to resolve an issue.

About the Compliance & Ethics *LISTEN LINE*

The Compliance & Ethics *LISTEN LINE* gives employees a way to confidentially communicate questions and concerns to management. **The phone lines are supported on a 24/7 basis by an outside service company. Translation services are available for employees who are more comfortable in a language other than English.**

Anonymous reporting is not encouraged because anonymous calls can be more difficult to investigate and resolve effectively. However, if an employee wants to remain anonymous, it is possible to do so. Confidentiality will be maintained to the extent possible in all investigations. All calls received will be investigated as appropriate based on the individual facts and circumstances. All DJEH employees, officers, and directors are expected to cooperate fully with investigations.

If you are not comfortable doing so, if the matter requires specialized expertise, or if you feel your questions have not been adequately addressed, ask for guidance from higher levels of management or any of the specialized resources DJEH offers to support employees, including human resources, the DJEH Compliance Team, the Office of the General Counsel, and the Compliance & Ethics *LISTEN LINE*.

Employees should feel comfortable voicing their questions and concerns. DJEH prohibits retaliation of any kind against an employee who has submitted a question or concern in good faith or who has refused to participate in activities that violate this code. Any employee who retaliates against an employee for reporting a concern in good faith may be subject to disciplinary action as allowable by law. This policy does not prohibit disciplinary action against an employee who submits a report that he or she knows to be false.

- Demonstrate consistency between words and actions.
- Ensure that employees implement the policies, procedures, and internal controls that apply to their positions.
- Respond consistently and appropriately to violations of our policies, the Code of Conduct, and applicable laws and regulations.
- Listen and respond appropriately to questions and concerns that are voiced by our employees.

What to Expect from Your Managers

The Code of Conduct can be effective only in a corporate culture that is committed to compliance and ethical business practices. DJEH’s management team plays a crucial role in cultivating this culture.

Our managers are expected to:

- Live the DJEH values, mission, and principles.
- Demonstrate an uncompromising commitment to ethical and legal business practices.

Diversity, Equity, and Inclusion

At DJEH, we believe that diversity of all types—race, ethnicity, gender, age, sexual orientation, religion, background, and experience—equity and inclusion enhance our vibrant work culture and help deliver stronger business results.

We know diversity, equity and inclusion are integral to our ability to provide innovative and creative solutions for our clients. By establishing a more diverse workforce, we are better equipped to develop campaigns that reach and resonate with our clients’

LISTEN LINE Confidential Communication Options

Secure Web Submission Form www.mycompliancereport.com / Access Code: DJE

Toll-Free Phone: U.S. & Canada: **1-844-223-4172**

Other Countries:

1. Dial your country access code (see listing on page 28)
2. Wait for second dial tone or the instruction – “dial the number you are calling”
3. Dial 844-223-4172 (This number is referred to as a U.S. Toll-Free Number)

E-mail Address for DJEH Compliance compliance@djeholdings.com

Note: With the exception of the email address, which is monitored by the DJEH Compliance Team, all comments or questions submitted to the Compliance & Ethics **LISTEN LINE** are received by an independent outside company. If anonymity is requested, all personally identifiable information related to the call will be removed from the report before it is submitted to DJEH senior management for review and resolution.

increasingly diverse customer and stakeholder bases.

Anti-Discrimination and Harassment

The diversity of the firm's staff is a corporate objective. We are committed to providing equal opportunity in all aspects of employment and will not tolerate discrimination or harassment of any kind. DJEH's policy strictly prohibits sexual harassment, retaliation, and harassment because of race, color, religion, creed, gender, nationality, ancestry, citizenship, political affiliation, sexual orientation, disability, age, gender identity or expression, genetic information, pregnancy, personal appearance or family responsibilities; or on protected veteran, military, parental or marital status, or any other status protected by national, regional, or local laws.

Please contact your human resources representative or the DJEH Compliance Team if you have questions regarding DJEH's policy on harassment or sexual harassment.

Such harassment is unacceptable and violates DJEH policy. If you are found to have committed discriminatory harassment, retaliation, or serious related behaviors, you may be disciplined up to and including discharge as allowed by applicable law.

See the DJEH Dignity at Work online training module for more in-depth information on our requirements and expectations related to this topic.

Health and Safety

The firm strives to provide all employees with a safe and healthy work environment. Everyone must play a part by adhering to

safety and health rules and practices, and by immediately reporting accidents, injuries, and unsafe equipment, practices, or conditions to HR and their managers (or office manager).

What if there is a situation beyond my control that could be perceived as a violation of this code?

These situations should be very rare but can possibly occur on occasion. For example, suppose a recent marriage creates a familial relationship that might be viewed as a conflict of interest with an existing client. Or you have been asked to work on a newly acquired client that will give you access to inside information on a publicly-traded company in which you already own stock.

You should contact the DJEH Compliance Team in cases such as these to discuss the specifics of your situation. The DJEH Compliance Team will help evaluate the circumstances and explore options on how to resolve the matter to mitigate any risk to you, the firm, its clients, or their stakeholders.

All employees must comply with all the rules, protocols and other specific provisions as may be established from time to time by the company and/or your local office in matters of occupational health, safety, and hygiene. In the event of a pandemic or other highly contagious, infectious disease warning, employees must follow all health, safety, and hygiene protocols that are implemented at the various DJEH locations. These protocols and guidance are expected to meet, and in some cases will exceed, recommendations made by local authorities but are subject to change from time to time.

Violence and threatening behavior are never permitted. Weapons of any type are prohibited in the workplace, even where allowed by local law.

We also need to promote safety in the conduct of our client services. When developing promotional items, events, or campaigns for clients, always consider and appropriately address possible safety concerns.

There may be times when you need to operate a vehicle or equipment as part of your responsibilities. DJEH prohibits the use of any equipment in a way that may cause distraction or result in injury or damage. Distractions may include, but are not limited to, television, two-way pagers, cell phones, laptop computers, personal digital assistants (PDAs), and other items that may compromise your ability to operate a vehicle or equipment responsibly and safely.

Drugs and Alcohol

DJEH has a vital interest in maintaining safe, healthy, and efficient working conditions for our employees. It is DJEH's policy to have a drug-free workplace. Accordingly, employees should report to work in condition to perform their duties, free from the influence of alcohol, illegal drugs or controlled substances that could impede their job performance or create an unsafe work environment.

The unlawful manufacture, distribution, dispensation, possession or use of an illegal or controlled substance (including cannabis, absent a medical allowance or as otherwise allowed in compliance with local law), mind-altering chemical, depressant, stimulant or alcohol is strictly prohibited "on premises." "On premises" includes any property, work site, vehicle or office that is owned, serviced or

used by DJEH, or a client of DJEH, and includes employee-owned vehicles on the property of DJEH or of any client of DJEH. It also includes client events and off-site work events.

At times, alcohol may be available at firm-sponsored functions and business-related activities. In such situations, employees should use discretion and act responsibly to ensure their safety and the safety of others. All DJEH policies and handbooks regarding appropriate workplace behavior also apply to such functions, whether on company property, at company-sponsored events off-site, or at events during or after the workday where co-workers are together. DJEH employees are accountable for their actions and inappropriate behavior may result in disciplinary measures.

Fraternization Policy

DJEH wants to avoid misunderstandings, actual or potential conflicts of interest, favoritism, actual or perceived sexual harassment and the employee morale and dissension problems that can potentially result from romantic relationships within the company. Accordingly, managers are discouraged from becoming romantically involved with any subordinate employee working in the same practice area or client account. Such relationships may create a conflict of interest, cause disruption, create a negative or unprofessional work environment or present concerns regarding supervision, safety, security, or morale.

When a manager becomes romantically involved with a subordinate employee, both the manager and the subordinate should each immediately and fully disclose the relevant circumstances to local human resources so that a determination can be made as to

whether the relationship presents an actual or potential conflict of interest. If an actual or potential conflict exists, as determined by DJEH, DJEH may take action as appropriate to resolve the matter according to the circumstances, including separating the reporting lines or moving employees into a different functions or roles. Failure to disclose facts related to such relationships may lead to disciplinary action, up to and including termination as allowed by law.

If you have a question regarding this policy, contact your local human resources representative.

Our Responsibility to Our Clients and Stakeholders

Client-Centricity: Our Commitment to Our Clients and Quality

We are partners with our clients in dynamic, nuanced, and multi-faceted relationships. We thoughtfully and responsibly work with our clients to understand their objectives and assemble the right mix of skills and resources to deliver on these expectations. We value our clients' perspectives and do our best to anticipate their needs through deep understanding of their business and industry. With intelligence and ingenuity, timeliness, and accuracy, we aim to deliver informed analysis, strategic thinking, effective writing, breakthrough creative, excellent execution, and sound measurement. We are committed to the smart financial management of their businesses. We aspire to exceed their expectations every day.

We apply the following standards in serving our clients:

- We design and execute our client campaigns in a manner that upholds the integrity of our clients, DJEH, and our industry.

- We are independent and objective in providing strategic counsel to our clients.
- We act in the best interest of our clients, while at the same time honoring our obligation to observe the interests of society and the public good.
- We only accept client assignments that we can manage effectively. We ensure that we have the right expertise, time, budget, and resources to successfully serve our clients' needs.
- We ensure that our employees are qualified through appropriate hiring practices and ongoing training. We acquire and responsibly use specialized knowledge and expertise where necessary to meet our client's needs.
- We are committed to honesty and transparency in providing client services. We act promptly to correct erroneous communications for which we may be responsible.

Conflicts of Interest

Our business practices must be conducted in the best interests of DJEH and its clients. We

must make every effort to avoid situations where our decisions or actions could be questioned due to an actual or perceived conflict of interest. A conflict of interest can exist in different forms, including when a person's private interests interfere with the interests of DJEH or when accepting a prospective client could undermine an existing commitment to another client.

Client Conflicts – DJEH is responsible for addressing identified conflicts of interest between existing or prospective clients. In many cases, the existence of a potential conflict does not prohibit our firm from being able to serve multiple clients. Using good judgment to proactively identify and assess potential conflicts, and developing thoughtful strategies to address them, can enable both an existing client and a potential prospect to be comfortable with DJEH's concurrent representation of both of their interests. To be successful, these strategies and safeguards must address the following:

- Confidentiality and separation of both client and prospect information; and
- Separation and focused dedication of the core account teams to the success of each party's interests.

Before signing a contract, general/country managers and/or practice leaders are responsible for assessing whether a potential conflict of interest exists. This may involve the following:

- Contacting other global, regional, and practice leaders as appropriate to assess whether they believe potential conflicts may exist, and whether they would be perceived as potential conflicts;

- Consulting DJEH's proprietary client database ("Pipeline") to determine if potential conflicts may exist; and
- Where available, consulting DJEH's contract database to determine if contractual exclusivity exists with a client that could apply to the prospect.

DJEH's Client Conflicts Policy, together with its companion document "Safeguards for Addressing Potential Client Conflicts" discuss the issues surrounding potential client conflicts and the various strategies that may be used to address them. Bear in mind that every situation and every business relationship is unique. The best strategy to choose to address a potential conflict will depend on the circumstances and require the exercise of good professional judgment.

Regardless of the strategies and safeguards that may be used, the key in almost all cases is transparency in disclosing the potential conflict and the safeguards that we plan to implement to address it. In most cases we need to disclose our plans on how we will address the potential conflict to both the existing client and the prospective new client before committing to the new client. Exceptions to this must be specifically approved by DJEH's Client Conflicts Committee.

If you have questions about a potential client conflict or how to best handle it, always be sure to consult with our **global leaders, regional leaders, practice leaders, GCRM's, CRM's** or Compliance Team for guidance.

See the two DJEH Client Conflict online training modules for more in-depth information on our requirements and expectations related to this topic.

Exclusivity Agreements – If a client requests exclusivity, DJEH will analyze the situation and may consider whether granting exclusivity on a limited basis makes good business sense. Where appropriate, exclusivity should be limited:

- By account team
- By geography
- By practice
- By brand or service
- By duration of the project
- By all of the above

To avoid imposing unnecessary restrictions on our ability to add new clients, any exclusivity commitments must be formally approved by the appropriate level of management. For example, only account team exclusivity may be granted by a local General Manager. Anything beyond account team exclusivity must be escalated to more senior management for approval. See DJEH's Client Conflict Policy for the required level of approval depending on the degree of exclusivity being requested by the client.

Be careful not to make any statements that could lead a client to believe that they have exclusivity rights where no contractual exclusivity exists. Exclusivity should only be granted through a written, signed contract.

DJEH abides by all signed exclusivity agreements.

Personal Conflicts – A personal conflict can arise when the actions or interests of our employees, officers or directors, or their immediate family members could raise questions about whether our work is

conducted objectively in the best interest of DJEH and our clients. The following policies are designed to avoid potential personal conflicts of interest:

- Employees may not have a financial interest in clients, suppliers, subcontractors, or competitors. This policy does not apply to insignificant investments (less than 5% of the employee's net worth, or as otherwise dictated by applicable law), investments through mutual funds, or similar investment means in which the employee has no control over the selection of investments included in the funds. Although insignificant investments in clients are allowed, employees must never buy or sell client stock when they are aware of material undisclosed information about that client (see discussion on insider trading, below).

- Employees may not receive improper personal benefits because of their position at DJEH. For example, an employee cannot use his/her position or relationship

What do I do if it appears that I have a personal conflict of interest?

If you find yourself in a position where the appearance of a conflict of interest may exist, you have several options:

- If you conflict with a client, you can remove yourself from the client engagement.
- If it is a conflict about hiring a freelancer or employee or making a purchase decision with a supplier, you can remove yourself from the decision.

If you feel that the circumstances surrounding the potential conflict would not impair your objectivity or independence, contact your manager or the DJEH Compliance Team for guidance.

with a client to obtain unreasonably favorable pricing, terms, or loans for the purchase of the client's products or services.

- Employees may not work simultaneously for a DJEH competitor, client, or supplier. While employed by DJEH, they are not allowed to compete with DJEH or serve as consultants or board members for competitors.
- Loans by DJEH to directors, officers and employees may raise conflict issues and therefore require approval by the Global Operations Committee.

Conflicts of interest may not always be clear-cut. Whether a personal conflict of interest

exists often depends on the circumstances, which means that such situations must be evaluated on an individual basis. Always be aware of how a relationship or interest may be perceived by others. Discuss any situation that you think could be perceived as a conflict of interest with your manager and contact the DJEH Compliance Team if you have any questions.

Any employee or officer who becomes aware of a conflict or potential conflict should bring it to the attention of a supervisor, manager, the DJEH Compliance Team, or other appropriate personnel, or refer to the procedures described in the section Reporting your Questions or Concerns.

Confidentiality

The nature of our work often gives us access to confidential information that is not available to the public, which, if disclosed, could be useful to competitors or harmful to the firm or its clients. We may become aware of confidential information while serving our clients or having access to intellectual property and other sensitive DJEH information, including client lists, contacts, proprietary tools, and trade secrets. Support employees may also have access to confidential internal financial, medical, employee, or supplier information.

Before starting their employment at DJEH, all individuals must sign a nondisclosure agreement in which they pledge to maintain the confidentiality and security of confidential or otherwise qualified information entrusted to them by the firm or its clients. Exceptions are granted only when authorized by the general counsel or permitted by local laws or regulations.

In handling material between DJEH and clients, employees should use reasonable efforts to keep all such information and materials confidential.

- Limit access to confidential information to those who need to know it to fulfill contract terms or complete their job responsibilities.
- Be careful about discussing sensitive information in public places, like elevators, restaurants, and airports.
- Secure memos or other documentation containing confidential information.
- Always consider confidentiality, privacy, and the need to know before distributing and forwarding correspondence, announcements, or other communications, including e-mail messages, to internal or external parties.
- Take particular care in corresponding with outside parties. Do not forward internal e-mail messages to outside parties without the knowledge or consent of your general manager.

Employees in violation of this policy may be subject to appropriate disciplinary action, up to and including termination as allowable by law.

The obligation to preserve confidential DJEH or client information continues even after employment ends. The obligations associated with the handling of confidential client information and material survives expiration or termination of a contract for one year or longer as determined by the applicable client agreement.

Intellectual Property

At DJEH we respect the intellectual property rights of others, including but not limited to copyright laws that protect their original creative works such as media articles, books, videos, images, and so forth. If you use or share any such materials with clients, colleagues or other parties, you must ensure you are authorized to do so, such as having the necessary rights to such use or sharing. If you have any questions, contact the DJEH business affairs, legal or compliance teams for guidance.

DJEH's and client-related work product also carry intellectual property rights and needs protection. All results and proceeds of your work related to DJEH (e.g., materials, designs, information, files, ideas, concepts, products, or services developed during the course of your employment) belong solely and exclusively to DJEH or the client for which your services are provided. As such, you retain no rights to any of your work related to DJEH and may not use the results of such work for any purpose other than as authorized for the benefit of DJEH or its client.

Privacy and Personal Data

At DJEH, we are strongly committed to protecting privacy. DJEH has adopted global privacy principles which guide how we manage and protect personal data and demonstrate how fair information practices are embedded in our culture. Read more on our [Global Privacy Principles](#).

We need to be aware of situations where various privacy and data protection regulations apply to the information that we collect and use in our day-to-day business activities. Internally, it applies to information

that we receive from our employees and process as part of our Human Resources function. Moreover, it will also apply to certain client engagements as well (for example, when using media or influencer lists, collecting patient or consumer data on behalf of a healthcare client, arranging business travel to a client event, collecting personal data on a website, and conducting market research just to name a few).

“Personal data” means any information relating to an identified or identifiable natural person and can include, by way of example, name, email addresses, identification numbers, and even IP addresses and geolocation information.

Whenever we are handling Personal Data, we need to carefully follow applicable data protection laws, including but not limited to the E.U. General Data Protection Regulation (GDPR) and the California Consumer Protection Act (CCPA). In these instances, employees are required to utilize the DJEH Personal Data Processing Standards and other DJEH resources to ensure proper and responsible processing of Personal Data to meet legal and contractual requirements and safeguards. These laws and standards impact on how we (and our clients) collect, maintain, disclose and otherwise process and secure Personal Data, as well as the manner in which we (or our clients) provide notice to and obtain consent from individuals in order to process their Personal Data.

Particular care must be taken where handling sensitive data as additional legal requirements will likely apply. Sensitive data includes Personal Data specifying medical or health conditions, racial or ethnic origin, political opinions, religious or philosophical beliefs,

trade union membership or information concerning health or sex life of the individual.

If you will be collecting or processing Personal Data, whether for DJEH directly or on behalf of a client, be sure to consult DJEH’s Personal

What if I become aware of a situation where our policies and procedures are not being followed?

Failure to follow our internal controls can put the company at risk for violating financial, operational, or legal obligations. If you become aware of a situation in which our internal controls are not being properly implemented, you are expected to report the matter to management so that it can be addressed. If you do not think the matter has been appropriately resolved, contact the Compliance & Ethics **LISTEN LINE** in accordance with the procedures described under Reporting Your Questions or Concerns.

Data Processing Standards. You will likely need to engage directly with your client in discussing how the Personal Data will be collected, used and protected on the engagement and document this in the Statement of Work or DPIA, as appropriate, but we should NOT be providing generalized advice to clients on privacy policies and regulations. If you have any questions, contact the Global Privacy Officer or your regional or global Compliance Team for additional guidance, as necessary.

See the DJEH Data Processing Standards online training module for more in-depth information on our requirements and procedures related to this topic.

Insider Trading

As part of our communications services, employees will often become aware of sensitive nonpublic information about our clients. This can include, but is not limited to, information about new product development, registration or releases, earnings information, crisis situations, management changes, mergers and acquisitions, stock splits or dividends, and pending product recalls.

Employees who have access to such confidential information may not use or share it for stock trading (buying or selling) purposes or for any purpose other than the conduct of our business. All nonpublic information about DJEH and its clients should be considered confidential. It is unethical and illegal to use nonpublic information for personal financial benefit or to tip others who might make an investment decision based on this information. Even inadvertent disclosure of nonpublic information about a publicly traded company can subject you to severe civil and criminal penalties. Avoid discussing confidential nonpublic information with friends and family members because you cannot control how they may use or discuss that information.

If you have questions, please consult the Office of the General Counsel.

Agreements with Agencies/Consultants

When we hire agents, consultants, contractors, and other parties to work on client engagements, their actions reflect on our firm. Arrangements with these parties should be in writing using a contract that has been pre-approved by general counsel (or by other legal counsel authorized by the Office of the General Counsel). The document

should clearly describe the services to be rendered, the commission or fees to be paid, how fees are to be paid, the length of the agreement, as well as confirm the commitment that the party has to comply with all laws and regulations.

Third party suppliers and service providers used by DJEH are expected as a condition of engagement to comply with the provisions set forth in DJEH's Code of Ethics for Suppliers and Service Providers. These third-party suppliers are expected in turn to communicate these standards to all applicable individuals performing services for DJEH or our clients.

Any commissions or payments DJEH receives that exceed the terms of a contract or agreement should be acknowledged in writing and provided to the office of general counsel.

Certain clients require specific language to be included in contracts with third parties engaged to provide services on their behalf. DJEH's policy is to use DJEH standard contracts whenever possible rather than contracts from third parties. If it is necessary to use the client's form or to modify or add contract terms to meet a client's requirements, the revised contract or terms must be reviewed and approved by legal counsel before any agreement is finalized.

Only certain employees have the corporate authority to sign contracts on behalf of DJEH. No individual should sign a third-party contract, invoice, commitment, or authorization to start work unless authorized to do so.

Internal Controls

Given the complexities of operating in a global marketplace, it can be difficult for employees to fully understand every detail of the operational, financial, and legal requirements that apply to our business. DJEH and its subsidiaries have designed internal controls to help our employees meet these many requirements. They include our policies and procedures, forms and documentation, training and communication, and auditing or reporting procedures. Our employees must understand and comply with the controls that apply to their jobs and never take shortcuts to sidestep these controls.

Accounting Records and Documentation

Honest, accurate recording and reporting of financial information is essential for making informed and responsible business decisions. The financial and accounting records of DJEH and its subsidiaries must be maintained in accordance with generally accepted accounting principles or international financial reporting standards (as appropriate) and implemented consistently throughout the organization. Any change in an accounting policy or significant accounting assumption must be approved by the regional chief financial officer before it can be implemented.

DJEH's and its subsidiaries' books, records, accounts, and financial statements must be complete and maintained in reasonable detail, accurately and fairly reflect the firm's transactions, and conform to applicable legal requirements as well as DJEH's system of internal controls.

- Revenues and expenses must be matched and recorded in the appropriate period.

Expenses may never be improperly deferred, nor revenues recorded before they should be recognized.

- Undisclosed or unrecorded funds, or "off the books" assets or liabilities, are never allowed.
- Book entries must reflect the true economic nature of the underlying transactions.
- Business records must never be falsified, altered, or destroyed for fraudulent purposes, or in violation of record retention or client requirements.
- Documentation (e.g., emails, reports, etc.) must be retained where available to substantiate the actual work product and value delivered by consultants, freelancers, and other third-party service providers.
- Accuracy in internal and external operational and financial reporting is required.

All business documents are DJEH property and should always be professional and factual. This applies to all books, records, reports, correspondence (including emails), and other formal and informal business documentation.

Record Retention

Corporate records are important assets of the firm. These include all records that we produce, whether paper or electronic, related to DJEH business. A record may be as obvious as a memorandum, an e-mail, a contract, or a case study or as seemingly insignificant as a computerized desk calendar, an appointment book, or an expense record.

The law requires that companies maintain certain types of corporate records for

specified periods of time. Failure to do so could subject you and the firm to penalties and fines, cause the loss of legal rights, obstruct justice, spoil potential evidence in a lawsuit, place the firm in contempt of court, or put the firm at a serious disadvantage in litigation. DJEH expects all employees to fully comply with any published records retention or destruction policies and schedules. The firm's Record Retention Policy, including applicable retention periods, is posted on the Compliance and Ethics Program employee intranet site.

Failure to comply with our document retention policies may result in disciplinary action against the employee, including suspension or termination as allowable by law.

Questions about this policy should be referred to the Office of the General Counsel.

Billing and Expense Reporting

In any service business, accurate client billing based on the terms provided in the contract with the client is essential. All employees must diligently follow DJEH's policies and procedures and our client contractual provisions to ensure that we bill our clients appropriately.

- **Hours** – DJEH requires that all hours spent working be recorded. Only actual hours worked should be recorded and allocated to the appropriate client or charge code. Timesheets should be filled out daily. In circumstances where this is not feasible, timesheets should be filled out weekly.
- Allocation of hours to various projects and activities must be accurately entered into the system. Billing transfers among projects and activities should be made

only to correct data entry errors and never to misrepresent where hours were actually worked.

- **Bill Rates** – Client invoices must reflect bill rates that are appropriate to the employee's title, experience, and client contract. Do not substitute a different employee title with a different billing rate than agreed to in a client contract without written approval of the client or as determined at the start of an engagement.

Exceptions to Record Retention Periods

Firm or client-related documents may need to be retained beyond the stated destruction schedule when you have reason to believe or the firm informs you that the records are relevant to:

- A government investigation.
- Threatened, pending, or potential litigation (i.e., a dispute that could result in litigation).
- A contractual obligation to retain certain records.

In these cases, you must preserve all relevant records until general counsel determines that the records are no longer needed.

- **Expenses** – Business expense reports must be documented and recorded accurately. If you are not sure whether a certain expense is appropriate, ask your supervisor or your controller. Rules and guidelines are available from the finance department. Any out-of-pocket expense that may be passed along to the client must be billed as dictated by the terms of the client contract. Where estimated costs are billed in advance to clients, these must be subsequently reconciled to actual costs incurred and

adjusted where stipulated in the applicable client contracts.

Protection and Proper Use of Company Assets

All employees should make every effort to protect the firm's assets and ensure they are used properly for legitimate business purposes. Theft, carelessness, and waste have a direct impact on our profitability. Any suspected incident of fraud, embezzlement, or theft should be reported to the regional CFO and the global or regional compliance resources immediately for investigation. Lost or stolen IT hardware such as laptops, smartphones, tablets, and removable media (USB drives) must be reported to local authorities and the IT Service Desk immediately.

Expenditures should be made only in accordance with the company's authorization and control procedures.

Do not use DJEH equipment for non-company business. Incidental personal use may be permitted, provided there is no measurable increase in cost or loss of productivity.

The obligation of employees to protect the firm's assets also includes its proprietary information, which includes items such as:

- Intellectual property such as trade secrets, patents, trademarks, and copyrights
- Business, marketing, and service plans
- Designs
- Databases
- Client reviews
- Records
- Salary and personnel information
- Unpublished financial data and reports
- Other nonpublic information about DJEH.

What are the restrictions on use of computer hardware and software?

Care must be taken to avoid abuse of our computers, software, e-mail, and the internet. All software must be properly licensed and authorized by DJEH's Information Security office before it is installed on any DJEH computer. Never use your work computer for illegal downloading or copying of copyrighted material, accessing pornography, gambling, or conducting any other illegal activity. The policies on use of company hardware and software are beyond the scope of the Code of Ethics and Business Conduct. Please refer to DJEH's Acceptable Use Policy for more information.

information could violate DJEH policy. It could also be illegal and result in civil or criminal penalties.

Use of Company Email and Systems - You must always use your DJEH email account to conduct DJEH business. It is never acceptable to mix correspondence between corporate and personal email accounts such as Gmail or Yahoo.

All messages, documents and information conveyed by or contained within DJEH's e-mail network or stored electronically on DJEH servers are DJEH property. Note that DJEH may use a number of manual and automated systems/processes to monitor the activities of our employees in the event of suspected inappropriate activities, as required for legal defense or protection of DJEH, or on a

periodic basis in order to ensure ongoing compliance (as permitted by local law), including but not limited to email monitoring; Internet monitoring; inspecting the contents of any electronic message or file, including documents stored in DJEH-owned computers, disks, storage devices and devices of any kind; and video surveillance in and around our premises in order to: prevent and detect crime; protect the health and safety of employees, contingent workers, and visitors on site; manage and protect DJEH property (including our computer systems and confidential information) and that of employees, contingent workers, and visitors; and where applicable, for quality assurance purposes.

Although e-mail and instant messaging offers a certain sense of informality and accessibility, it must be used according to the same principles and courtesies that apply to other forms of written business communication (e.g., letters, memos, newsletters or other DJEH reference materials). This includes the content of messages as well as how those messages are distributed, replied to, forwarded, and filed for later use. Avoid defamatory remarks, statements you know to be false or misleading, or inappropriate comments inconsistent with the Company's policies on EEO and Non-Harassment of people and companies in e-mails and IM's as in all other business documentation and communication.

Outside Professional Opportunities

Employees are expected to devote their professional work hours, attention, and energies to the business of DJEH. That being said, there may be times when a DJEH employee wishes to engage in outside

professional opportunities, such as the following:

- Board of directors or advisory committee memberships
- Blogging or authorship of media articles
- Book authorship
- Speaking engagements
- Ownership or management of outside business interests
- Other outside employment whether related to communications marketing or not

DJEH recognizes that these types of outside activities can provide the additional benefit of building a more well-rounded, experienced, skilled, and satisfied employee base. That being said, in order to be permissible an outside opportunity

must have DJEH's prior approval and meet the following criteria:

- It must not interfere, compete, or otherwise conflict with DJEH's interests;
- It must not prevent the employee from meeting the responsibilities and demands of his, her or their company-required work;
- The nature of the outside opportunity must not pose a risk to DJEH's reputation;
- The nature of the outside opportunity must not pose a risk to any DJEH client relationship; and
- Details of the outside opportunity must be disclosed to DJEH and written approval obtained from the employee's supervisor and from human resources management.

Approval may later be withdrawn if it is believed to be in the best interests of DJEH. Refusal to comply with a request to discontinue outside employment may result in termination of employment as allowable by law.

DJEH encourages outside involvement in community, industry, and charitable activities, including directorships in nonprofit community organizations, as long as they do not cause conflicts of interest or create demands that interfere with the job. These types of activities are not included within the scope of this policy. As such, board memberships with nonprofit organizations do not require specific approval as do other board engagements, although you still would need to give prior notification to your supervisor.

Compensation: To avoid appearance of a conflict of interest, outside professional opportunities should generally be without compensation. Any exception to this must be approved by HR, the employee's direct supervisor, and the local office lead. Further, an employee receiving outside compensation is required to sign a certification regarding the terms and conditions related to the outside opportunity.

For further information, refer to the DJEH Outside Professional Opportunities Policy.

Using Corporate Opportunities for Self-Gain - Employees must never receive any kickbacks, rebates, or any other personal benefits as a result of a corporate purchase of goods or services. In general, if you or your family stands to receive a personal benefit from a corporate purchase that you are involved with (including but not limited to selection or approval of the vendor and/or terms and conditions of sale), it is prohibited. Note that this does not apply to vendor discounts or rebates that have been corporately approved and are available to employees as a whole rather than individually.

Contact the global or regional Compliance Team if you have questions about how this policy applies to a specific situation.

Our Responsibility to the Firm and Our Industry

Competition and Fair Dealing

We seek to outperform our competition fairly and honestly, and not through unethical or illegal business practices. Although we are interested in information about our competitors, stealing proprietary information, obtaining it through deceptive practices, or possessing or using trade-secret information that was obtained without the owner's consent is prohibited.

We deal fairly with our clients, suppliers, competitors, and employees. No employee should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other intentional unfair-dealing practice. We do not hire, commission, or retain a competitor's current or former employee solely to obtain such information.

All DJEH employees are required to comply with any noncompete agreements they have signed, whether at DJEH or with another company. If you have signed a noncompete agreement with a previous employer, it is your responsibility to review that agreement to ensure that it will not prohibit you from

working with DJEH. Discuss any questions or concerns you have about the terms of a noncompete agreement with the human resources department.

Show respect to all of our business partners. Avoid exaggeration, derogatory remarks, unsubstantiated assumptions, or inappropriate characterizations of people and companies in all business documentation and communication. This applies equally to e-mail, internal memos, and formal reports.

Gifts, Gratuities, and Entertainment

The purpose of business entertainment and gifts in a commercial setting is to promote general business goodwill and sound working relationships, not to gain unfair advantage over our competitors. To be considered acceptable, gifts or entertainment must:

- Not be in cash or cash equivalents
- Be consistent with customary business practices
- Be nominal in value

- Occur infrequently (for example during the holiday season)
- Not be construed as a bribe or payoff
- Take the form of entertainment where the DJEH employee is present (see call-out box for more explanation)
- Not violate any applicable laws or regulations
- Be accurately recorded on the books of the paying entity

How do gifts differ from entertainment?

While gifts must be nominal in monetary value, the cost of entertainment (e.g., the cost of dinner, a round of golf, or tickets to a sporting event) is often higher. To be considered entertainment, a DJEH employee must be present at the event with the client or business associate to develop the business relationship.

It would be inappropriate to simply give a client expensive tickets to a sporting event (gift), where the value could appear to be an attempt to improperly influence their actions. However, it may be appropriate to accompany the client to such an event to build our business relationship (entertainment). In all cases, the cost must be reasonable and common sense must be applied.

Routine business-related entertainment including business lunches and dinners, sports outings and cultural events are acceptable under this policy where allowed by law. Employees are expected to use common sense to avoid even the appearance of impropriety and to ensure that the activity cannot be construed as a bribe or improper incentive to influence a business partner's action.

National, regional, and local laws or regulations often restrict offering gifts or entertainment to government personnel. See the section on working with the government as a customer for further discussion.

This policy applies to giving and receiving gifts, gratuities, and entertainment by employees and agents of DJEH. Please contact the DJEH Compliance Team about offering or accepting any gifts you are unsure about.

Antitrust

The antitrust laws prohibit practices that tend to decrease competition, create unjustified discrimination in pricing, or produce other artificial influences on the market. The antitrust laws apply to the actions of employees at any level within any organization, not just to those of monopolies or senior executives. Following are some of the key requirements of these laws:

- Do not enter into any agreements with our competitors to fix prices.
- Do not enter into any agreements with our competitors to allocate markets or customers.
- Do not exchange information with our competitors about pricing or customers without consulting the Office of the General Counsel.
- Do not enter into any formal or informal agreements with clients that make the sale of our services conditional on purchase of the client's goods or services.

In fact, don't even engage in any informal discussions that are in any way related to

these topics, since antitrust laws apply to both formal and informal agreements and communications. For example, a simple discussion of pricing between two or more competitors may be seen as an informal means of price fixing, even if nothing is formally agreed to. These laws are complex, cover a wide range of conduct, and have serious consequences for violations. Contact the DJEH Compliance Team or the Office of the General Counsel if you have questions or if you are approached by a competitor to discuss sensitive competitive information.

Working with Governmental Agencies as Customers

Unlike other business-to-business transactions, governmental purchases are paid for by tax revenues. Government purchasing decisions must be unbiased and made in accordance with the public trust. Business with governmental agencies is often highly regulated and can create significant legal risks to the firm if not conducted properly. Issues to be considered when conducting business with the government include the following:

- **Bidding for government work** is usually done through an open tender process. Be factually correct when responding to a request for proposal (RFP), providing information, or making statements to a governmental entity or official in connection with our business.
- **Government contracts** often include terms and conditions that are not typical in commercial business transactions. Be sure that the project team understands and complies with all contractual terms of any governmental contract. Contracts for governmental clients must be reviewed by

the Office of the General Counsel or other authorized outside legal counsel before they can be signed or work can start.

- **Offering gifts to or paying for meals and entertainment of government officials** is often severely restricted – or forbidden outright – by national, regional, or local laws or regulations. Any such prohibited gift or entertainment for an official or employee of a government entity is not only a violation of the firm’s policy but also could be a criminal offense. If you are contemplating gifts or entertainment relating to government personnel, you are required to obtain preapproval from the Office of the General Counsel, designated outside counsel, and/or the DJEH Compliance Team before taking any action.
- **Political contributions** by corporations are highly regulated and if done improperly can lead to significant penalties to both corporations and their employees. You must receive the approval of both the Office of the General Counsel and the worldwide CFO before committing to any political contributions on behalf of DJEH.
- **Hiring former government officials** with whom we have done business may be restricted. Contact the Office of the General Counsel for information before hiring a current or former employee of a government agency with which we do business.
- **Drug-free workplace laws** in the U.S. may require DJEH to report any criminal drug convictions of employees working on government clients. Employees who work on government clients in the U.S. are required to report criminal drug

convictions to the human resources department within five days of conviction.

Conducting Business as a Global Organization

DJEH is a global leader in our industry. As a U.S. domiciled company, it is important that all of our offices worldwide understand that they must comply with both U.S. and local laws that govern the conduct of business across international borders. These issues need to be considered when evaluating new engagements as well as situations where an existing engagement is expanded to include new products, services or geographies that may have differing regulatory requirements.

Some of the important regulatory issues include, but are not limited to, the following:

- **Anti-Corruption Regulations** – We will never obtain a client in a way that can be perceived as questionable from either an ethical or a legal standpoint. As such, we will never use bribes or other inappropriate incentives to obtain or to retain business.

DJEH employees will conduct every business transaction with integrity, regardless of differing local customs and traditions, and will comply with all applicable anti-corruption laws and regulations, including the provisions of the U.S. Foreign Corrupt Practices Act (“FCPA”) and the U.K. Bribery Act (both of which apply to DJEH business worldwide), as well as other applicable local regulations.

These laws make it illegal to pay or offer to give money or anything of value, directly or indirectly through agents or

intermediaries, in order to obtain or retain business. It is strictly prohibited to make these types of payments in any country.

While many of these laws prohibit commercial corruption as well, the corruption risks are even higher when they involve government officials, which include government employees, political candidates, officials of a political party, or employees of a business that is owned or controlled by a government entity. In these cases, DJEH’s anti-corruption policy requires certain additional controls to be in effect:

- **Government Contract Review** - The Office of the General Counsel or its designated outside counsel is required to review and approve any contract with a government, official of a government agency, political candidate, official of a political party, or company owned or controlled by the government.
- **Third Party Contractors** - The anti-corruption policy outlines a number of mandatory requirements related to retaining certain agents or intermediaries, including due diligence procedures, contract provisions, payment terms, certification about compliance with applicable anti-corruption laws, and penalties for breach of such laws.
- **Gifts and Entertainment** - If you are contemplating gifts or entertainment relating to government personnel, you are required to obtain preapproval from the Office of the General Counsel, designated outside counsel, and/or the DJEH Compliance Team before taking any action.

- **Facilitation Payments** – Facilitation payments are prohibited by DJEH policy and are often illegal. These include payments to low-level government officials to facilitate or expedite approval of some type of business transaction or provision of some type of service to which the payer is already entitled.

See the DJEH Anti-Corruption online training module for more in-depth information on our requirements and procedures related to this topic.

- **Visa and Travel Restrictions** –When traveling to another country to conduct business, we must comply with all applicable visa and travel regulations. Do not apply for a tourist visa when a business visa is required, and never begin work in another country before obtaining a valid work permit.
- **Foreign Agents Registration Act (“FARA”)** – FARA is a disclosure/registration law that applies to certain types of communications or public relations services directed at U.S. audiences on behalf of individuals, corporations, governmental agencies, or quasi-governmental entities based or incorporated outside of the U.S. FARA requires the disclosure of our client agreement and statements of work, fees, expenditures, and activities engaged on behalf of the client. A few items of note:
 - The U.S. government takes FARA filing obligations very seriously. It is important for all client engagements that require FARA disclosure to be identified

proactively and filed on a timely basis.

- The FARA filings, including our client agreement and statements of work, fees, expenditures, and activities engaged on behalf of the client, will be publicly disclosed on the FARA website.
- Media outlets regularly monitor the FARA website, so our clients and our teams should expect that engagements subject to FARA filing may likely appear in the media.
- FARA is a disclosure requirement only. It does not in any way restrict the nature or type of work that we can do for our clients.

Because the law is a bit complicated in determining whether or not FARA filing is required, you need to contact the global and/or regional compliance teams for guidance if you have a client that meets the following criteria:

- The client for which we are performing work directly or indirectly through another entity is a **non-U.S. entity** or individual (whether corporate, governmental, or other);

- AND -

- The client engagement will either
 - I. Involve communications or other services **directed at U.S. audiences** (whether

within U.S. boundaries or abroad); or

- II. Act within the United States as public relations counsel for the client, including by advising on political consulting or policy strategy even without making outbound messaging.

See the DJEH Foreign Agents Registration Act online training module for more in-depth information on our requirements and procedures related to this topic.

- **Embargo Laws** – Embargos are common tools used in political interactions for resolving conflicts. Each country has the right both to impose such sanctions and to determine whether it recognizes the sanctions of other countries or the United Nations. We must comply with laws regarding such sanctions that apply to our operations and business relationships.

This can be very complex in a global business such as ours:

- The provisions of U.S. sanctions often indicate that they apply to all branches and subsidiaries of U.S. organizations throughout the world. DJEH is a U.S.-based firm.
- For our operating units outside of the U.S., the government of the country where your office is located may have implemented its own sanctions.
- Various U.S. laws and regulations prohibit U.S. corporations from

cooperating with embargos that have not been sanctioned by the U.S.

- Some countries do not recognize the extra-territorial nature of U.S. sanctions, which can sometimes create complex conflicts for offices of U.S.-based firms operating in those markets.
- Not all sanctions are created equal. Some are extremely strict and prohibit DJEH from engaging in almost any business transaction or activity related to the region. Others are much less restrictive, and only apply to certain individuals, organizations, or elements within the region.

Where can I get information on sanctions that apply to our business?

For more information regarding embargo laws and regulations, refer to the Country Sanctions page on your employee Compliance intranet site.

- A list of currently applicable U.S. country sanctions is included on the compliance section of your employee intranet site (e.g., Fusion). If you have a prospective business opportunity or engagement that is in any way related to a region covered by an active sanctions program, contact the DJEH Compliance Team for guidance before doing any work or making any commitments.

See the DJEH Economic Sanctions online training module for more in-depth

information on our requirements and procedures related to this topic.

- **Anti-Money Laundering** – Money laundering laws prohibit engaging in any financial transaction if it is known that the funds used in the transaction were derived from illegal activities. They also can apply to efforts to conceal the identity, source, or destination of money. As such, we should never enter any client arrangement where it is not clear who the client is or who is funding the work. Furthermore, if we have an opportunity to do work for a client that we know little about, we need to do an adequate level of due diligence in order to get to know and be comfortable with the client from a risk standpoint.

We must be transparent and complete in recording and documenting all transactions, and ensure that the underlying activities, sources, and destinations of the funds comply with applicable laws and regulations.

Human Rights

The key tenets of DJEH's business are reputation, leadership, and transparency. Respecting human rights is therefore an essential part of how we do business. As a signatory of the U.N. Global Compact, DJEH supports internationally accepted principles regarding human rights, labor standards, the environment and anti-corruption, including the United Nations Declaration on Human Rights and core ILO conventions. DJEH seeks to operate our business in a manner that upholds these principles. For more information, please see DJEH's [Human Rights Policy](#).

Investigations, Audits and Government Reporting

Investigations and audits are a part of business activity. Financial audits validate the integrity of the financial information needed to make business decisions. Investigations are sometimes necessary to address employee questions or concerns or respond to litigation or governmental inquiries. Our firm also is required to file routine reports to various regulatory agencies.

Audits and investigations may be conducted by internal personnel such as our human resources, legal, compliance, or internal audit departments, or by external personnel such as financial auditors or governmental regulators. All employees are expected to cooperate fully with audits and investigations. Information provided to an investigator or included in a governmental filing must be factually correct. Never attempt to mislead or fraudulently influence an auditor or investigator or governmental official or agency. Do not alter, modify, or destroy information, or documentation relevant to an actual, threatened, or pending investigation.

Our firm must protect its rights in the case of investigations or litigation. If you are contacted by a government regulator or outside attorney about litigation or an investigation, promptly contact the Office of the General Counsel before committing to any action or response.

Personal Political Activities

DJEH encourages civic engagement and voting. Employees are free to engage in personal political activities, including supporting political campaigns and candidates of their choice. It is important to follow these

guidelines to ensure that your personal activities are not associated with DJEH due to laws regulating corporate political contributions:

- Make it clear that your views and actions are your own and do not reflect those of DJEH.
- Do not make political donations in DJEH's name or in any way that implies that the contribution is associated with DJEH.
- Employees may not be reimbursed by DJEH for personal political contributions.
- Do not use DJEH equipment, supplies, or other resources for personal political activities.
- DJEH cannot pay for your time for your personal political activities. Use vacation or take an unpaid leave of absence (with your manager's approval) to work on a political campaign.

Code of Conduct Certification

Every employee must sign an acknowledgement form to confirm their understanding and commitment to comply with the DJEH Code of Conduct. This form is to be maintained in the employee's personnel file.

LISTEN LINE Contact Information

Online: www.mycompliancereport.com

DJEH Access Code: **DJE**

- Telephone:**
1. Dial your country access code (all countries)
Additional steps for non-U.S. and non-Canadian offices:
 2. Wait for second dial tone or the instruction – “dial the number you are calling”
 3. Dial 844-223-4172 (This number is referred to as a U.S. Toll-Free Number)

Argentina (ALA)	0-800-288-5288
Argentina (Telecom)	0-800-555-4288
Argentina (Telefonica)	0-800-222-1288
Australia (Optus)	1-800-551-155
Australia (Telstra)	1-800-881-001
Belgium	0-800-100-10
Brazil	0-800-890-0288
Brazil	0-800-888-8288
Canada	1-844-223-4172
China (North, Beijing CNGC)	108-888
China (South, Shanghai - CT)	10-811
Colombia	01-800-911-0010
Colombia w/ Spanish speaking operator	01-800-911-0011
France (France Telecom)	0-800-99-0011
France (Hotels – Paris Only)	0-800-99-0111
France (Cell phones)	0-805-701-288
Germany	0-800-225-5288
Hong Kong (New World Telephone)	800-93-2266
India	000-117
Indonesia (dial using landline phone only)	001-801-10
Ireland (from Northern Ireland, use UK access code)	1-800-550-000
Ireland (UIFN)	00-80-222-55288
Italy	800-172-444
Japan (KDDI)	00-539-111
Japan (NTT)	0034-811-001

Japan (Softbank Telecom)	00-663-5111
Malaysia	1-800-80-0011
Mexico	01-800-288-2872
Mexico	1-800-462-4240
Mexico (Por Cobrar)	1-800-112-2020
Mexico w/ Spanish speaking operator for Telmex phones only	1-800-658-5454
Netherlands	0800-022-9111
Saudi Arabia	1-800-10
Singapore (SingTel)	800-011-1111
Singapore (StarHub)	800-001-0001
South Africa	0-800-99-0123
South Korea (Dacom)	00-309-11
South Korea (Korea Telecom)	00-729-11
South Korea (ONSE)	00-369-11
Spain	900-99-0011
Taiwan	00-801-102-880
United Arab Emirates	8000-021
United Arab Emirates (carrier du)	8000-555-66
United Kingdom	0-800-89-0011
United States	1-844-223-4172
Vietnam (VNPT)	1-201-0288
Vietnam (Viettel)	1-228-0288

Listing revised 4-2020

Subject to applicable law, should a non-English translation of this document have a conflict of language with the English version, the English version shall prevail.

THIS PAGE IS INTENTIONALLY LEFT BLANK



GLOBAL COMPLIANCE CONTACT

Daniel J. Edelman Holdings, Inc.
Office of the General Counsel
200 East Randolph Street
Chicago, IL 60601
compliance@djeholdings.com

THE COMPLIANCE & ETHICS LISTEN LINE

www.mycompliancereport.com
Access Code: DJE
(U.S. and Canada) 844-223-4172
(International) See page 35 for listings

© 2020 Daniel J. Edelman Holdings, Inc.