

Contractor Code of Conduct

(Or, Ways to Work with Independent Contractors)

All DAN contractors must agree to abide by the following Contractor Code of Conduct. In addition, all should execute NDAs and Independent Contractor Agreements. We'll be posting an Independent Contractor Agreement form here soon - watch this space! - but please ask Legal for assistance putting one in place in the meantime.

CONTRACTOR CODE OF CONDUCT

As expressed in our Code of Conduct and Vision & Values, Agency and its parent, Dentsu Aegis Network ("DAN"), are committed to the highest standards of integrity and responsible business practices. All suppliers, consultants, contingent workers and contractors (collectively, "Contractors") doing business with DAN agree to deliver their services in a manner consistent with this commitment. Accordingly, each Contractor shall ensure compliance with this Code of Conduct. Nothing herein is intended to conflict with any independent contractor agreement between Contractors and DAN. In the event of any such conflict, the relevant provision of the independent contractor agreement shall control.

Compliance with Laws, Rules, and Regulations – All Contractors must comply with all laws, rules and government regulations applicable to them personally and to the DAN entity where they provide services.

Workplace behavior – Contractors engaged to provide services on DAN premises must not engage in misconduct or inappropriate behavior, including any form of discrimination, harassment or violence.

Health and safety – Contractors engaged to provide services on DAN premises are expected to contribute to a safe workplace and must comply with all safety standards in force at the premises of their assignment and report any unsafe working conditions or practices.

Conflicts of interest – Contractors must not engage in any activities that could present a conflict of interest relating to DAN. Contractors must disclose all situations where, in the course of their assignment, they may be engaged to provide services to DAN employees who are members of the Contractor's family, friends or others with whom they have a close personal relationship.

Anti-Corruption – Contractors must not engage in bribes, kickbacks or other corrupt practices and must comply with all ethical standards and applicable law where their assignment takes place.

Gifts and hospitality – Contractors may not provide or receive business gifts or hospitality (this includes meals, services, presents, entertainment, or anything similar of any value), unless it is of a lawful and limited nature in the ordinary course of performing their assignment and prior written approval is received from the Contractor's DAN engagement contact. This includes gifts and hospitality given to or received from DAN employees, clients, business partners or suppliers.

Confidentiality - Contractors must adhere to specific confidentiality terms agreed as part of their assignment. If a separate confidentiality agreement does not exist, Contractors must presume that all information available to them from DAN is confidential and may not be disclosed externally. This includes non-public information relating to DAN's business, internal working processes, pricing information, strategies, tools, IT systems, employees, clients, suppliers and business partners.

Contractors must also respect any confidentiality restrictions imposed on DAN by third parties when this relates to their assignment.

Privacy – Contractors must may not use, disclose or retain any personally identifiable information relating to DAN's employees, clients, business partners or suppliers, unless strictly required in the performance of the contracting assignment.

Intellectual property – Contractors must ensure that they respect the intellectual property rights of DAN and third parties and may not use any intellectual property such as software, photos, video, documents, drawings, or designs which are unlicensed or do not have DAN's permission for use in relation to their assignment. Contractors may further not appropriate, corrupt, destroy, misuse, or transfer any intellectual property materials belonging to DAN or its clients, suppliers and business partners.

Company resources – To the extent that Contractors are required to utilize DAN assets, resources, data or equipment, including the company's computers, telephones and information technology systems (collectively, "Assets"), such use must be solely for DAN business purposes and must be consistent with the Contractor's independent contractor agreement and this Code of Conduct. Contractors may not harm, compromise or destroy any Assets, use Assets in violation of the law, or offer Assets to third parties for any purpose. For reasons of safety, supervision and security, DAN may, in accordance with applicable law, access and inspect the Contractor's use of all Assets, at any time and without notice.

Press and media – Contractors are not permitted to speak to the press or media on behalf of DAN.

Reporting Violations – Contractors are expected to report any conduct that they believe in good faith to be inconsistent with this Code of Conduct or with any law, rule or regulation. Reports can be made to their DAN engagement contact or to compliance@dentsuaegis.com. Reporting may also be done via the confidential and anonymous whistleblowing "SpeakUp" hotline, details of which can be obtain from the Contractor's DAN engagement contact.