

# Our Supplier Code of Conduct

**Dentsu is committed to the highest standards of integrity, ethics and responsible business practices.**

This Supplier Code of Conduct (“Code”) reflects our commitment to our employees, clients and stakeholders, and the obligations expected from all of our suppliers, affiliates, consultants, contractors and agents (collectively, “Suppliers”).

As a global media and marketing communications organisation, it is important that we ask all of our Suppliers to adhere to the minimum standards contained in this Code.

By entering into a business relationship with us, all Suppliers are deemed to have accepted the obligations set out in this Code and agree to comply with it in addition to any of their contractual and other obligations. We expect our Suppliers to maintain records to evidence their compliance with this Code as any breach of the obligations stipulated in this Code may be considered a material breach of contract by the Supplier. We reserve the right to audit any Supplier or their sub-contractors to confirm the obligations set out in this Code are in force.

## 1. Compliance with laws and regulations

Suppliers must behave lawfully and ethically at all times. Suppliers must respect and comply with all applicable local and international laws, regulations and relevant industry codes when working with us and in the countries in which they operate.

## 2. Financial Records

Suppliers must conduct business fairly, transparently and with integrity. Suppliers must maintain fair and accurate books and records, follow applicable invoicing and taxation requirements and comply with lawful and appropriate accounting practices.

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## 3. Confidentiality and security

Suppliers must keep information relating to ourselves and our clients strictly confidential and secure. Suppliers must never disclose such information to any third party without our prior written permission or without prior written notice to us (unless the giving of such notice is unlawful) when disclosure is required by law, regulation or a court order. All paper and electronic records must be kept secure, and security measures must be in place to prevent unauthorised access to computer systems containing our information or that of our clients. Supplier teams may only access documents and information for which such access has been granted.

Suppliers must have security policies and procedures in place to keep information confidential and secure, and all Supplier employees, workers and sub-contractors must be educated on such policies and made aware of the importance of confidentiality.

## 4. Respecting human rights and treating people with respect

Suppliers must demonstrate a commitment to respecting human rights and protecting the dignity of their employees, workers and sub-contractors.

Suppliers must comply with applicable employment and human rights legislation wherever they operate, including relevant child labour laws and minimum employment age limits. They must have zero tolerance of modern slavery and human trafficking and ensure that no form of modern slavery or human trafficking exists within their supply chain. This includes not engaging with any person or organisation suspected of being involved with or using any form of forced, bonded or compulsory labour.

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### 4. Respecting human rights and treating people with respect continued

Suppliers must also treat their employees and workers fairly and with respect meaning that, amongst other things, they make their employees and workers aware on what basis they are paid, ensure any overtime is voluntary and that any such overtime is remunerated adequately. All Suppliers' employees and workers should be employed on a voluntary basis and free to terminate their employment or engagement with reasonable notice and in line with applicable laws and regulations.

As respectful, equal opportunity employers, Suppliers must value diversity and protect the health, safety and wellbeing of their employees and workers. They must never discriminate, at any stage of employment, against any individual on the basis of age, gender, gender identity, race, religion, national origin, sexual orientation, disability, or any other classification protected by applicable law. The protection offered by Suppliers must include the prohibition of abuse of any kind, including physical, verbal, sexual or emotional abuse, inhumane or degrading treatment, corporal punishment, threats, intimidation or any other form of harassment or offensive behaviour. Such protections should not only apply to the physical workplace but must include protecting individuals from harassment which occurs in the course of business, for example when employees or workers are attending work-related trips, events or functions.

### 5. Health and safety

Suppliers must comply with all relevant local health and safety laws and regulations and generally offer a work environment that is safe, conducive to good health, and helps prevent accidents, injuries and work-related illnesses.

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### 6. Anti-bribery, corruption and facilitation payments

We prohibit any form of bribery and corruption in all business dealings, in every country around the world, with both government and private sector parties. We have a zero-tolerance approach to bribery in any form, whether directly or through an agent, intermediary or any Supplier.

Suppliers must comply with all applicable anti-bribery and corruption laws and regulations in all countries in which they operate. They must not offer, give, receive or request a bribe, whether directly or indirectly, and must take reasonable steps to prevent others (who are acting on their behalf) from doing so.

Suppliers must not offer or give an incentive of any kind to any public official which would cause them to improperly fulfil their function or would be viewed as corrupt activity. They must also implement and operate adequate procedures for employees and workers to comply with applicable anti-corruption laws and regulations.

Facilitation payments are small payments often described as 'commissions' or 'fees' to expedite or 'facilitate' a routine government process. Facilitation payments are bribes and must not be made by Suppliers or permitted by them to be made on our behalf.

### 7. Gifts & Hospitality

Gifts and hospitality are sometimes a part of the way we do business. However, safeguards must be respected to ensure that gifts and hospitality offered or received are reasonable and do not cause anyone to act improperly.

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### 7. Gifts & Hospitality continued

Suppliers may provide gifts, entertainment and hospitality to our employees if they serve a bona fide business purpose and are of appropriate value, timing and frequency. However, in accepting or providing such gifts and hospitality, Suppliers must comply with dentsu's Business Gifts, Entertainment and Hospitality Policy. Suppliers must not provide any gifts and hospitality if they are unlawful, excessive, inappropriate or would cause or could be seen to cause a person to improperly provide a business advantage or perform their function or activities improperly or unlawfully.

Suppliers should never give or accept gifts in the form of cash, commissions, precious metals (including gold), lottery tickets or betting tokens, pre-paid charge cards, loans, shares in profit, securities or their equivalent.

### 8. Tax Evasion, fraud and money laundering

Suppliers must adhere to all international laws, regulations and standards in respect tax evasion, fraud and money laundering.

### 9. Data Protection

The protection of personal data is of fundamental importance to us and data protection compliance is at the core of our business practices. Where we own or control personal data, we do so by adhering to the following data protection principles which provide that personal data must be:

- processed lawfully, fairly and in a transparent manner;
- collected for specified, explicit and legitimate purposes and not further processed in a manner that is incompatible with those purposes;
- adequate, relevant and limited to what is necessary;
- accurate and, where necessary, kept up to date;
- not kept for longer than is necessary;
- kept safe and secure; and
- transferred in accordance with the law.

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### 9. Data Protection continued

Suppliers must also abide by all of these principles in relation to personal data that they provide to dentsu and personal data that they control or own.

Suppliers must train their staff, subcontractors and agents so that they too understand the importance of protecting personal data.

Suppliers must maintain robust security policies, standards, practices and controls to protect personal data from internal and external threats. They must only use personal data we provide in accordance with our instructions and applicable legislation. Suppliers must not use, collect, disclose or otherwise process personal data we have provided without first seeking our approval. Suppliers must also only collect and process the personal data necessary to fulfil our agreed objectives, which must be relevant and not excessive.

Suppliers must not disclose any personal data we provide to any third-party processor unless that third party has appropriate security measures and a suitable data processing agreement has been put in place or as otherwise permitted by law.

### 10. Environment

We are committed to implementing and maintaining environmentally friendly business practices.

We expect our Suppliers to support our commitment by:

- regularly assessing their environmental risks and opportunities in relation to their operations and manage those risks accordingly;
- continuously improving their environmental performance;
- taking action to reduce their carbon footprint;
- managing their business operations to protect the environment; and
- ensuring compliance, as a minimum, with relevant environmental legislation, permits and other environmental requirements relevant to their sector.

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### 11. Conflicts of interest

Conflicts of interest may occur when a transaction takes place between two parties who have a pre-existing relationship (known as a related party transaction) or when a party acting on our behalf including an employee, contractor or supplier has interests that could benefit from the knowledge gained or duties performed for us.

Conflicts of interest are not strictly prohibited, but if not appropriately reported in advance of work starting and managed, they may lead to decisions that are not in the best interests of our business.

We recognise the importance of avoiding, mitigating and managing such conflicts of interest. As such, Suppliers may never take advantage of personal relationships, personal investment or corporate opportunities available as a result of employment, nor engage in activities that conflict with the interests of any company that is part of dentsu.

Suppliers must further make us aware of any actual or potential conflict of interest as soon as they identify them, so that they can be managed appropriately. Once a potential or actual conflict of interest is identified, the Supplier should work with their main dentsu contact and, if appropriate, our Ethics & Compliance and/or Legal teams to agree how to best manage such conflict.

### 12. Speaking up

Suppliers must raise any actual or potential concerns or suspicions of wrongdoing related to their engagement or relationship with us, including any breaches of the dentsu Code of Conduct and/or our other internal policies, where known. There are several ways to raise such matters, including with the suppliers' dentsu contact, members of the Human Resources, Legal or Ethics & Compliance teams, or by using the external Speak Up hotline, Safecall.

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### 12. Speaking up continued

The individual contacting Safecall should state that the concern relates to dentsu. Safecall can be contacted by calling the toll-free number for the related country. A list is available on Safecall's website. Concerned parties can also contact Safecall via email at [speakup@safecall.co.uk](mailto:speakup@safecall.co.uk) or visit Safecall's independent page at [www.safecall.co.uk](http://www.safecall.co.uk)

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