



Russell Reynolds Associates Supplier Code of Conduct

August 2022

RRA Supplier Code of Conduct

Russell Reynolds Associates (“RRA”) is committed to the highest standards of ethics, integrity, environmental responsibility, and socially responsible business conduct. RRA’s commitment to these standards is outlined in our own Code of Business Conduct & Ethics as well as the principles of the UN Global Compact, of which RRA is a Participant member.

RRA expects that all suppliers, vendors, or other third-party resources that provide products and services to RRA (“Suppliers”) will join us in that commitment. Our Supplier Code of Conduct (the “Supplier Code”) outlines RRA’s expectations of how Suppliers conduct their business.

RRA may revise this Supplier Code periodically to reflect specific issues, market practices and other related policy concerns. Suppliers should contact ethics@russellreynolds.com, with any questions or concerns about the Supplier Code.

Companies working with RRA agree to:

- Fulfill the requirements of the Supplier Code.
- Comply with applicable laws and regulations in the country or county where they operate.
- Share complete and accurate information about business practices at RRA’s request.

Compliance, Training and Enforcement

RRA requires all Suppliers to comply with the Supplier Code while conducting business with or on behalf of RRA. Where the Supplier Code may conflict with the terms of a Supplier contract, the contract terms will prevail with respect to such conflict. Suppliers are expected to communicate and enforce the Supplier Code with their employees – including temporary or contracted staff – and any sub-contractors.

At any time, RRA may request Suppliers to participate in training on the Supplier Code. RRA may also require Suppliers to complete a self-assessment questionnaire and to update it on an annual basis.

Suppliers must promptly report to RRA any violations of the law, of this Supplier Code, or of other RRA policies to ethics@russellreynolds.com or through RRA’s Ethics Hotline at www.russellreynolds.com/ethics. RRA expects suppliers to self-monitor their compliance with this Supplier Code. To confirm compliance, RRA or a representative organization may request an annual written certification of compliance and/or audit a Supplier accordance with the terms the contract between the Supplier and RRA. Penalties for non-compliance may include but are not limited to:

- Suspension of the business contract
- Immediate termination of the business contract
- Immediate removal from the RRA account
- Temporary or permanent sanction from doing business with RRA

To report an RRA supplier for a violation of this Supplier Code, write to ethics@russellreynolds.com or make a report through RRA’s Ethics Hotline at www.russellreynolds.com/ethics.



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Ethical Business

Bribery, extortion, and corruption: Suppliers shall not violate the US Foreign Corrupt Practices Act, the UK Bribery Act, any international anti-corruption conventions, and/or other applicable anti-corruption laws and regulations of the countries in which they operate. Suppliers must not offer, give, solicit, or receive, directly or indirectly, any form of bribe, kickback, extortion, payoff or inducement. Suppliers may not give or receive gifts and entertainment that are excessive in value, greater than what is reasonable and customary, or that could be misconstrued as unfair or improper business inducement. Further, all giving or receipt of cash or cash equivalents (i.e., gift cards, gratuity, dividends) to RRA employees is strictly prohibited.

RRA employees are prohibited from requesting, soliciting, or receiving anything of value from a third party as a reward for or inducement to act improperly.

Conflicts of interest: Suppliers are expected to recognize and avoid situations that can create an actual or perceived conflict of interest when working with or on behalf of RRA. Conflicts of interest can occur if a personal, social, financial, professional, or political activity interferes or appears to interfere with (i) a Supplier's ability to perform its work with or on behalf of RRA effectively and objectively, or (ii) the interests of RRA. For example, it is a conflict of interest for a Supplier to allow an RRA employee to hold a position, provide independent consulting or services, or have a financial or business relationship with the Supplier.

Confidential information: RRA's clients and candidates trust us to use information they have provided to us with care. Suppliers with access to any information obtained from any client or candidate must agree to hold this information in the strictest confidence. Suppliers may not use this information for any personal benefit or gain, or the benefit or gain of persons or entities outside RRA, including information that relates to the purchase or sale of securities (see "Insider Trading" below).

Insider trading: Insider trading is illegal. RRA maintains strict standards for its employees to prevent this practice. Suppliers shall ensure that their own employee code of conduct includes standards for insider trading. Additionally, Suppliers may not use any non-public information obtained by virtue of their relationship with RRA for personal benefit or gain, including the purchase or sale of securities or the benefit of others by communicating non-public information to others.

Data privacy and security: Suppliers must comply with all applicable privacy and data protection regulations in providing services to RRA, must secure RRA confidential and personal data, and must prohibit its unauthorized access or use. To that end, Suppliers must use security controls that meet RRA's security requirements.

Human Rights and Worker Health and Safety

Human rights: RRA acknowledges and respects the principles set forth in the [United Nations Universal Declaration of Human Rights](#). We are committed to operating our business in accordance with these principles, and to protecting human rights within our sphere of influence. Suppliers must, at minimum, demonstrate commitments to providing workers with freely chosen employment, safe and healthy working conditions, and fair wages, benefits and working hours.



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Fair employment: RRA is committed to providing equal employment opportunity regardless of race, gender, religion, age, ethnicity, national origin, sexual orientation, gender identity, marital status, disability, military status, or any other status protected by applicable law.

Suppliers must not discriminate against any individual in their employment or hiring practices. This includes discrimination based on race, ethnicity, color, age, gender, gender identity or expression, sexual orientation, political beliefs, citizenship, national origin, religion, disability, parental status, economic/class status, veteran status, or any other protected status.

Discrimination and harassment: RRA is committed to an inclusive and harassment-free workplace. Suppliers must also provide a working environment free of discrimination, harassment (including, but not limited to sexual harassment), retaliation, joking remarks or other abusive conduct directed at another individual based on that individual's race, gender, religion, age, ethnicity, national origin, sexual orientation, gender identity, marital status, disability, military status, or other protected status.

Diversity, equity, and inclusion: Diversity, inclusion, and respect for individuality are at the core of RRA's culture and are essential to the success of its business. RRA embraces differences in race, religion, culture, gender, nationality, age, sexual orientation, gender identity, thinking style, background, and perspectives, with the goal of providing a positive work environment for our employees and exemplary service to our clients. RRA expects its Suppliers to share in these efforts.

Fair working conditions and wages: Suppliers must set working hours, wages and overtime pay in compliance with applicable laws and regulations. Suppliers must not engage in or support human trafficking or modern slavery, including forced, bonded, or involuntary labor. RRA prohibits the use of child labor in its supply chains. Suppliers may only employ workers who meet the minimum legal age requirement to work in the country in which they operate or provide RRA with products or services.

Health and safety: Suppliers must adopt practices to protect the health and safety of its workers and business partners, in alignment with international standards for human rights and worker safety. These include standards for healthy and safe work facilities.

Environmental Protection

Environmental compliance and stewardship: Each Supplier must comply with all applicable environmental laws and regulations where it operates and where it does business with or on behalf of RRA. We also encourage Suppliers to adopt other practices – such as recycling and composting, responsible end-of-product-life disposal, and renewable energy consumption – that support a precautionary approach to environmental protection and promote greater environmental stewardship.

Reporting Violations of this Supplier Code

- RRA employees that identify a violation of this Supplier Code of Conduct should report the incident to their supervisor, the General Counsel, or through the RRA Ethics Hotline.
- Suppliers and employees of Suppliers that wish to report an incident should report to ethics@russellreynolds.com or file report through RRA's Ethics Hotline at www.russellreynolds.com/ethics.



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Order of Precedence; Changes to the Supplier Code

The Supplier Code is not meant to, and does not, supersede any applicable law, or any term in an agreement between RRA and a Supplier. To the extent there is any conflict between this Supplier Code and any applicable law or provision of any agreement, the applicable law or agreement controls. RRA reserves the right to update or change the Supplier Code requirements upon reasonable advance notice.

