



# Vendor Code of Conduct

Standards of Business Engagement



**THE  
MICHAELSON GROUP**  
*An Ever-Expanding Vision!*



# Introduction

A core value of The Michaelson Group's brand is treating everyone with respect, from our employees who bring the brand to life, the agencies and department we serve, to the stakeholders who support us and the communities where we do business. That dedication to respect is demonstrated by behaving with integrity, which is essential to our business. Our commitment to doing business ethically and legally means that we'll work only with vendors and suppliers who share the same commitment.

We require our vendors to read, understand and comply with our Standards of Vendor Engagement and all other conditions of doing business with The Michaelson Group. Failure to conduct business in a manner that meets these standards could result in a termination of the vendor relationship with The Michaelson Group.



# Standards of Vendor Engagement

It is essential that we conduct ourselves with integrity at all times and in full compliance with the laws and regulations that govern our global business activities. The Michaelson Group has established a set of company standards of business practices and regulatory compliance that are set out in the Code of Ethics & Business Conduct which applies to all Michaelson Group employees, directors, and officers.

We understand that Vendors are independent entities; however, the business practices and actions of a vendor may impact and/or reflect upon The Michaelson Group. Because of this, we expect all Vendors and their employees, agents, and subcontractors (Vendors' employees, agents, and subcontractors shall hereinafter be referred to collectively as "Representatives") to adhere to The Michaelson Group Vendor Code of Conduct while they are conducting business with and/or on behalf of The Michaelson Group. All Michaelson Group Vendors should educate their Representatives to ensure they understand and comply with The Michaelson Group Vendor Code of Conduct.

## LEGAL AND REGULATORY COMPLIANCE PRACTICES

All Michaelson Group Vendors and their Representatives shall conduct their business activities in full compliance with the applicable laws and regulations of their respective countries while conducting business with and/or on behalf of The Michaelson Group. In addition to any specific obligations under Vendor's agreement with The Michaelson Group, all Michaelson Group Vendors shall, without limitation:

- Comply with all applicable trade control and applicable laws as well as all export, re-export and import requirements.
- Conduct business in full compliance with competition laws that govern the jurisdictions in which they conduct business.
- Comply with all applicable environmental laws and regulations regarding hazardous materials, air emissions, waste and wastewater discharges, including the manufacture, transportation, storage, disposal, and release to the environment of such materials.
- Be honest, direct, and truthful in discussions with regulatory agency representatives and government officials.
- Comply with the anti-corruption laws of the countries in which they do business, including the United States Foreign Corrupt Practices Act, and not make any direct or indirect payments or promises of payments to foreign government officials for the purpose of inducing the individual to misuse his/her position to obtain or retain business.

## BUSINESS PRACTICES

Our Vendors and their Representatives shall conduct their business interactions and activities with integrity and in accordance with their obligations under their specific agreements with The Michaelson Group. In addition to any specific obligations under Vendor's agreement with The Michaelson Group, all Michaelson Group Vendors shall, without limitation:

- Honestly and accurately record and report all business information and comply with all applicable laws regarding their completion and accuracy.
- Create, retain, and dispose of business records in full compliance with all applicable legal and regulatory requirements.
- Protect and responsibly use both the physical and intellectual assets of The Michaelson Group including property, supplies, consumables, and equipment when authorized by The Michaelson Group to use such assets.
- Use Michaelson Group provided information technology and systems (including e-mail) only for authorized Michaelson Group business-related purposes. The Michaelson Group strictly prohibits Vendors and their Representatives from using The Michaelson Group provided technology and systems to create, access, store, print, solicit, or send any material that is intimidating, harassing, threatening, abusive, sexually explicit or otherwise offensive or inappropriate and/or send any false, derogatory, or malicious communications using The Michaelson Group provided information assets and systems.
- Comply with all The Michaelson Group requirements for maintenance of passwords, confidentiality, security, and privacy procedures as a condition of receiving access to The Michaelson Group's internal corporate network, all systems and buildings. All data stored or transmitted on The Michaelson Group owned or leased equipment is to be considered private and is the property of The Michaelson Group. The Michaelson Group may monitor all use of the corporate networks and all systems (including e-mail) and/or access all data stored or transmitted using The Michaelson Group network.
- Comply with the intellectual property ownership rights of The Michaelson Group and others including but not limited to copyrights, trademarks, and trade secrets. Use software, hardware and content only in accordance with their associated license or terms of use.
- Speak to the press on The Michaelson Group's behalf only if Vendor and/or Representative(s) is expressly authorized in writing to do so by The Michaelson Group.
- Use good judgment, discretion, and moderation when offering gifts or entertainment to The Michaelson Group employees. In doing so, the Vendor and/or its Representatives will refrain from giving The Michaelson Group employees an individual gift or a combination of gifts with a value greater than \$200.00 USD or equivalent local currency in a given year (or any lower amount in accordance with applicable laws) and never offer a bribe, kickback, bartering arrangement for goods or services, and/or any other incentive to a Michaelson Group employee in order to obtain or retain The Michaelson Group business. Gift giving and entertainment practices may vary in different cultures and waivers to the \$200 USD or equivalent currency annual limit above may be possible upon petition to The Michaelson Group; however, any gifts and entertainment given or received must be in compliance with the law, must not violate the giver's and/or receiver's policies on the matter, and be consistent with local custom and practice.
- Avoid the appearance of or actual improprieties and/or conflicts of interests. Vendors and/or their Representatives shall not deal directly with any Michaelson Group employee whose spouse, domestic partner, or other family member or relative holds a significant financial interest in the Vendor. Dealing directly in the course of negotiating the Vendor agreement or performing the Vendor's obligations with a spouse, domestic partner, or other family member or relative who is employed by The Michaelson Group is also prohibited.
- Avoid insider trading by buying or selling The Michaelson Group's or another company's stock when in possession of information about The Michaelson Group or another company that is not available to the investing public and that could influence an investor's decision to buy or sell stock.
- Not accept secret commissions from The Michaelson Group or any Michaelson Group employee, agent or contractor in contravention of any applicable law.

## EMPLOYMENT PRACTICES

The Michaelson Group expects its Vendors to share its commitment to human rights and equal opportunity in the workplace. The Michaelson Group Vendors shall conduct their employment practices in full compliance with all applicable laws and regulations. All Michaelson Group Vendors shall, without limitation:

- Cooperate with The Michaelson Group's commitment to a workforce free of harassment and unlawful discrimination. While we recognize and respect cultural differences, we believe that Vendor companies should not engage in discrimination in hiring, compensation, access to training, promotion, termination or retirement based on race, caste, national origin, religion, age, disability, gender, marital status, sexual orientation, union membership, or political affiliation.
- Provide a safe and healthy work environment and fully comply with all applicable safety and health laws, regulations and practices. Adequate steps shall be taken to minimize the causes of hazards inherent in the working environment.
- Prohibit the use, possession, distribution, and/or sale of illegal drugs while on The Michaelson Group owned or leased property.
- Use only voluntary labor. The use of forced labor whether in the form of indentured labor, bonded labor, or prison labor by a Michaelson Group Vendor and/or its subcontractors is prohibited.
- Workers should not be required to lodge "deposits" or their identity papers with their employer and are free to leave their employer after reasonable notice without penalty.

Comply with all local minimum working age laws and requirements and not utilize child labor. Employees shall not be under the legal minimum working age of the respective region or shall not be less than 16 years of age (whichever is higher). We only support the development of legitimate workplace apprenticeship programs for the educational benefit of younger people and will not do business with those who abuse such systems.

- Not engage in physical discipline or abuse. Physical abuse or discipline, the threat of physical abuse, sexual or other harassment and verbal abuse or other forms of intimidation is prohibited.
- Pay living wages under humane conditions. All workers shall be provided with clear, written information about their employment conditions with respect to wages before they enter employment and as needed throughout their term of employment. Deductions from wages as a disciplinary measure shall not be permitted nor shall any deductions from wages not provided for by national law be permitted without the express permission of the worker concerned. All disciplinary measures should be recorded. Wages and benefits paid for a standard working week meet, at a minimum, national legal standards.
- Not require workers to work more than the maximum hours of daily labor set by local laws; ensure that overtime is voluntary and paid in accordance with local laws and regulations.
- Keep employee records in accordance to local and/or national regulations.

## COMPLIANCE WITH THE MICHAELSON GROUP'S VENDOR CODE OF CONDUCT

It is the responsibility of the Vendor to ensure that its Representatives understand and comply with The Michaelson Group Vendor Code of Conduct and to inform its Michaelson Group Business Contact (or a member of The Michaelson Group management) if and when any situation develops that causes the Vendor to operate in violation of the code set forth in this document. The Michaelson Group Vendors are expected to self-monitor their compliance with this Vendor Code of Conduct. In addition to any other rights The Michaelson Group may have under its agreement with Vendor, The Michaelson Group may request the immediate removal of any Vendor (or employee, agent or subcontractor thereof) who behaves in a manner that is unlawful or inconsistent with this Code or any Michaelson Group policy.

## REPORTING OF QUESTIONABLE BEHAVIOR AND/OR POSSIBLE VIOLATIONS

The Michaelson Group will not tolerate any retribution or retaliation taken against any individual who has, in good faith, sought out advice or has reported questionable behavior and/or a possible violation. If you wish to report questionable behavior or possible code of conduct violations, please contact your Michaelson Group representative.

# At A Glance

We require all vendors, suppliers, manufacturers, contractors, subcontractors and their agents (collectively, “suppliers”) to abide by the following standards:

## No Forced Labor or Human Trafficking

We condemn forced labor and human trafficking and will not knowingly work with suppliers who engage in these practices. All workers have the right to engage in work willfully, without surrendering identification and without the payment of fees. Workers have the right to freedom of movement and our suppliers must ensure it is afforded to them. Suppliers must also procure their raw materials and/or components solely from sources that do not utilize forced labor or engage in human trafficking.

## No Underage Labor

We do not tolerate the use of underage labor and will not knowingly work with suppliers that utilize underage workers. We define underage workers as any individual younger than the local minimum working age or the age of 16, whichever older, and/ or those not abiding by the international standards as defined by the International Labor Organization (ILO) regarding age appropriate work governing family farming. Suppliers must comply with all age-related working restrictions as set by local law and adhere to international standards as defined by the International Labor Organization (ILO) regarding age appropriate work.

## No Discrimination

We respect cultural and individual differences, and believe discrimination should not be tolerated. Suppliers are expected to maintain a discrimination-free workplace and to employ legally-eligible workers based upon on their abilities, rather than their race, color, sex, pregnancy status, gender identity, marital status, political opinions, religion, age, disability, sexual orientation, social origin, national origin or any other characteristics unrelated to an individual’s ability to perform the work required by the job.

## Working Hours and Overtime

Suppliers must not allow working hours that exceed the applicable legal limit, or 60 hours per week, whichever is less. Regularly paid hours must not exceed 48 per week and overtime hours must not exceed 12 hours per week or the amount specified by local law, whichever is less. Only in exceptional cases, may working hours exceed 60 per week and only in the exceptional circumstances described within Applying the Standards of Vendor Engagement. Overtime work must always be voluntary and paid at a premium rate. Workers must have at least 1 full nonworking day in every 7-day period.

## Compliance with Anti-Corruption Laws

Vendors are required to comply with all applicable anti-corruption laws including, but not limited to, the U.S. Foreign Corrupt Practices Act. Under no circumstances may a vendor promise or provide anything of value directly or indirectly to a government official for the purpose of exerting improper influence or to obtain or retain an improper benefit or advantage.

## Health and Safety

Suppliers must provide a safe and healthy working environment that complies with local laws and minimizes occupational hazards. If suppliers provide residential facilities for their workers, they must be safe and sanitary.

## Wages

Suppliers must provide wages and benefits that meet or exceed local law requirements and are paid/provided in a timely manner. We encourage suppliers to commit to the betterment of wages and benefits to improve the lives of workers and their families in the communities where they live.

## No Harassment

We believe that all workers should be treated with dignity. Suppliers must not engage in, condone, or tolerate physical, verbal, mental or sexual harassment against or among their workers.

# Reporting Violations

We expect our vendors to follow the law and the information in this code and to promptly report any actual or suspected violations, including violations by any employee or individual acting on behalf of The Michaelson Group or one of our vendors.

## How to Report

- ➔ Send an email to [compliance@themichaelsongroup.us](mailto:compliance@themichaelsongroup.us)
- ➔ Call the Code & Compliance Division at +1-844-607-6192

You may choose to remain anonymous if you call the Code & Compliance Division. All reported violations that include specific information will be investigated and appropriate action will be taken.

