

LATHAM & WATKINS

Vendor Code of Conduct

1. Statement of Principles

Latham & Watkins is committed to helping clients achieve their business strategies and providing outstanding legal services around the world. Clients depend on the firm's ability to find innovative solutions to complex business issues, and Latham's lawyers use the firm's experience and resources to help clients handle these challenges.

We are committed to ethical business practices, acting in accordance with all applicable laws, and supporting the long-term sustainability of the global environment and the communities in which we and our clients operate. As a global law firm, we approach this responsibility from three perspectives:

- We are dedicated to helping our clients to address the challenges and opportunities around sustainability in their businesses.
- We are also committed to environmental stewardship and to minimizing the impact of Latham's own operations. We see this as a continuing process of improvement and one that is central to Latham's mission.
- We are committed to responsible procurement, and expect Vendors to share our sustainability and ethical principles and to work with us to achieve our objectives.

The principles articulated herein reflect Latham's standards and commitments. To the fullest extent permitted by law, we expect our suppliers to share these commitments and adhere to these expectations.

2. General Expectations of Vendors

The Latham & Watkins Vendor Code of Conduct (Code of Conduct) applies to companies, partnerships, and individuals supplying goods and/or services to the firm. It serves as a commitment to sustainable and ethical practices through our supply chain.

Vendors are expected to obtain Latham & Watkins' prior written consent before subcontracting the performance of their service obligations to a third party. Any approved subcontractor is also expected to be in compliance with this Code of Conduct.

a. *Compliance With Laws*

Vendors will abide by all national and international laws and norms applicable in the jurisdictions in which they operate, including those on anti-corruption, anti-money laundering and the prevention of financial crime, competition, environmental, labor & human rights, health and safety, and data protection.

b. *Management Process*

Vendors will have management processes in place to ensure that the requirements of the Code of Conduct are enforced in their own businesses and in their own supply chains.

c. *Respect for Human Rights*

Vendors will uphold the principles of the Universal Declaration of Human Rights (UDHR) for its workers and its own suppliers. The UDHR supports, among others, the following principles: preservation of freedom, protection of equality, non-discrimination, eradication of slavery and torture, equality before the law, no unfair detainment, right to a trial, presumption of innocence, right to privacy, freedom of movement, and the right to belong to a country.

d. *Product Compliance*

All products supplied will meet the requirements of relevant local and international product safety laws.

e. *Commitment to Responsible Procurement*

Vendors will apply the principles of responsible procurement to their own suppliers and supply chains. This means that they should, as applicable and necessary, have their own responsible procurement policy and related vendor code of conduct.

f. *Anti-Harassment, Abuse and Disciplinary Action*

Vendors will prohibit and not tolerate any form of abuse of employees or any form of harassment. Formal disciplinary and grievance appeal procedures will be clearly documented and communicated to all employees.

g. *Whistleblowing*

Vendors will have policies and procedures in place to support employees raising genuine concerns about legal or ethical issues. Whistleblowers will be provided with all requisite support, including anonymity if requested and will not be subject to harassment or retribution.

h. *Vendor Responsiveness*

By providing goods and/or services to Latham, all Vendors agree to respond to reasonable inquiries and provide supporting data as reasonably requested by Latham related to their sustainability commitments and ethical practices. We may seek evidence of compliance with the Code of Conduct and carry out site audits with reasonable notice to verify adherence to the standards set out in this Code of Conduct.

i. *Contacting Latham & Watkins Personnel*

Vendors will not use a Latham & Watkins employees' contact information for the purpose of making unsolicited telephone calls or sending any marketing or unsolicited emails, nor will Vendors sell any Latham or Latham employee data.

j. *No Use of Latham & Watkins' Name or Logo*

Vendors will not refer to Latham & Watkins in their marketing or promotional materials nor use Latham & Watkins' logo or other marks in any way or in any medium, including but not limited to digital, print, social or other forms of media, for any reason without Latham & Watkins' prior written consent.

3. Ethical Business

a. Fiscal and Tax Compliance

Vendors will comply with all applicable laws related to fiscal and tax compliance, including local statutes and regulations and, specifically, the Criminal Finances Act 2017 (CFA 2017) (United Kingdom), including having reasonable procedures in place to prevent tax evasion and its facilitation by Vendors and their associated persons, within the meaning of the CFA 2017.

b. Anti-Bribery and Corruption

Vendors will comply with all applicable laws, specifically, as applicable, the standards expected by the Bribery Act 2010 (United Kingdom) and the Foreign Corrupt Practices Act (United States) even if they provide goods and/or services outside the UK or the US. In addition, Vendors should comply with all local statutes and regulations relating to anti-bribery and anti-corruption, and have processes in place to ensure compliance.

c. Unfair Business Practices

Vendors will ensure that management systems and practices are in place to ensure the prevention of money laundering, insider trading, conflicts of interest, and fraud.

d. Confidentiality, Personal Data and Intellectual Property Protection

Vendors will comply with all applicable laws and contractual obligations, and have appropriate safeguards and processes in place to protect personal and business information.

Vendors will also support Latham & Watkins' compliance with applicable laws relating to privacy and the protection of personal data, including the prompt notification to Latham & Watkins of personal data breaches affecting the Vendor and any data subject requests received.

All personal data provided by Vendors to Latham & Watkins will be processed in accordance with Latham & Watkins' Client and Third Party Privacy Notice, available at <https://www.lw.com/ClientandThirdPartyPrivacyNotice>.

e. Modern Slavery and Human Trafficking

Vendors will conduct themselves in a way that respects all human rights and will comply with all applicable anti-slavery and human trafficking laws and not use any slave, bonded, child, illegal or compulsory labor. Where the Modern Slavery Act 2015 (MSA) (United Kingdom) is applicable, Vendors will comply with the requirements contained therein.

Vendors will be immediately responsive to any requests from Latham & Watkins to verify their compliance with the obligations of the MSA.

f. *Gifts and Entertainment*

Vendors will not give or offer to any Latham & Watkins employee:

- i. anything of value or gift(s) in excess of a value of \$50; or
- ii. anything of value or gift(s) in order to secure, induce or reward an improper benefit or improper performance of a function or activity.

4. Environmental Sustainability

a. *Overall Environmental Impacts*

Latham & Watkins encourages Vendors to adopt an environmental policy and implement sustainable systems. Vendors should understand, and take account of, the environmental impacts of their own operations and their supply chains. Vendors are also expected to adopt suitable global environmental standards where local laws and regulations are absent.

b. *Resource Efficiency*

Sustainable businesses minimize their use of natural resources. Vendors are expected to have commitments to improve resource efficiency, including minimizing use of scarce or non-renewable resources, by using recycled materials where possible and by recycling the materials that they use.

c. *Energy*

Energy efficiency reduces the use of resources and reduces costs. Vendors should aim to reduce energy consumption in the creation and use of their products and services.

d. *Greenhouse Gas (carbon) Emissions*

Vendors should understand where greenhouse gas or carbon emissions occur in their products, services, and supply chains. They should have targets and processes to reduce emissions from operations and products over their life cycle.

e. *Water*

Vendors should aim to sustainably manage their use of water in their own operations, supply chains, and their products and services. This includes minimizing the use of water in regions where water is scarce and ensuring that water discharges are free from pollution.

f. *Waste*

Vendors should have targets and processes to reduce waste from their own operations. This should include reducing waste and ensuring waste is properly disposed of. Vendors should also be aware of waste issues in their supply chains and work with their own suppliers to minimize impacts.

g. *Biodiversity*

Vendors should aim to understand and to protect biodiversity in their local environment and communities. They should also seek to understand and reduce impacts from their own supply chains by using sustainable sourcing.

h. *Product Standards*

Vendors should ensure that their products meet the highest quality standards and do not contain ingredients or components that might pose a threat to human health or the environment. Physical products supplied should be manufactured in a sustainable manner that minimizes environmental impacts.

5. **Social Sustainability**

a. *Overall Labor Principles*

Vendors should have working conditions that meet the standards of the International Labor Organization (ILO) and international human rights, which include but are not limited to the Universal Declaration of Human Rights (UDHR).

b. *Forced Labor*

Vendors will not use, or in any way benefit from the use of, forced, bonded, prison or slave labor. Workers will not be required to lodge deposits or identity papers and must be free to leave their employer after reasonable notice.

c. *Child Labor*

Vendors will uphold the ILO Convention 138 on the Minimum Age, and Convention 182 on the Elimination of the Worst Forms of Child Labor. Vendors will ensure that no underage labor has been used in the production or distribution of goods and/or services.

d. *Freedom of Association*

Vendors will respect the right of their employees to freely associate, including to join workers' organizations, as permitted by law.

e. *Equality, Diversity and Inclusion*

Even in jurisdictions in which it is not a regulatory or legislative requirement, Latham & Watkins expects that Vendors will promote diversity and inclusion, and will not discriminate on the basis of age, gender, sexual orientation, gender identity or expression, race, ethnicity, color, disability, religion, political affiliation, union membership, national origin, or marital or pregnancy status during any recruitment or employment activities.

f. *Anti-Harassment, Abuse and Disciplinary Action*

Vendors will prohibit and will not tolerate physical, mental, verbal, sexual or any other abuse, inhumane or degrading treatment, corporal punishment or any form of harassment.

Formal disciplinary and grievance appeal procedures should be documented and communicated to all workers in clear and understandable terms.

g. *Working Hours*

Vendors will ensure working hours comply with national laws and standards and should not expect workers to work more than the statutory hours set out in relevant working time legislation or other national legal limits.

h. *Wages and Benefits*

Vendors will ensure that all wages and benefits paid meet, at a minimum, national legal standards or industry standard benchmarks, whichever is higher. There will be no deductions from wages or imposition of monetary fines as a disciplinary measure.

Last Updated: April 2020