

# Code of Conduct and Ethics



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We have written this Code of Ethics so that all our stakeholders, internal and external, know what can be expected of us and, in turn, what we expect of them. Our corporate governance is framed to recognize and manage not only ethical risks to the Company but also those that may have adverse impacts on people, the environment and society.

This Code is our guiding document, reminding each person of the values we have and what ethics we stand for (and conversely what we will not tolerate). No matter what their role is in the Company, each person is expected to lead when questions of ethics arise and be accountable for their actions. The Code is the first point of call for anyone seeking clarity on business conduct within the Company, along with other compliance and conduct policies listed under each heading. It is for current and future stakeholders alike.

The Company has zero-tolerance for retaliation or threats for reporting wrongdoing, cooperating with an investigation or for refusing to act contrary to this Code. Appropriate action will be taken to protect this fundamental principle.

## OUR VALUES

[Values demonstrate what is important to the Company and what incarnates the Company's culture. Value statements are not the purpose of the Company, but they can be linked to it. Company values are specific to each Company. Add here you Company values]

For us responsible business conduct means creating opportunities for positive contributions through stakeholder governance while managing risks and impacts that may result from our activities.

## OUR RESPONSIBILITIES

Whilst we expect all individuals to maintain our high standards of ethical conduct, managers and leaders at every level must:

- Know and anticipate business risk areas that may affect a team's operations and take proactive steps to mitigate such risks
- Set goals to track compliance; and ensure their team is trained to deal with the risk areas
- Communicate regularly with their team about the importance of recognizing risk and ensuring compliance, and demonstrate visibly and actively – through words and behavior – their personal commitment to the Code and other Company policies
- Emphasize the value of reporting potential concerns promptly and foster an environment of open reporting where employees feel comfortable raising concerns without fear of retaliation
- Hire and promote only those people who have high standards of integrity and reward and recognize employees who go above and beyond with respect to compliance.

## OUR COMMITMENTS

### 1. Respecting Human Rights

The Company is committed to respecting all internationally recognized human rights as defined in the International Bill of Human rights and the International Labour Organization Declaration on the Fundamental Principles and Rights at Work.

The Company is aware that ethical risks can sometimes be different throughout the Company's operations depending on the nature of the work and the geographical location of that work.

Geographic risk factors are generally those related to the regulatory framework (e.g. alignment with international conventions), governance (e.g. strength of inspectorates, rule of law, level of corruption), socio-economic context (e.g. poverty and education rates, vulnerability and discrimination of specific populations) and political context (e.g. presence of conflict).

This Code confirms our global commitments based on internationally accepted norms and frameworks. Where specific issues or risks are identified because of the nature or the geographical location of the work, human rights due diligence will be carried out to establish the risk and actions required to be put in place by the Company and/or its subsidiaries.

More guidance: [Human Rights Policy](#), [Whistleblower Policy](#), [Supplier Code of Conduct](#) (all templates are available on [apiday](#))

### 2. Preventing Child Labor

Our commitment: Child labor is not to be used in any area of the Company.

Child labor does not refer to youth employment or to children working. It refers to a universally recognized human rights abuse. The internationally agreed understanding of the meaning of child labor is set out in the International Labour Organization (ILO) Convention 138 'Minimum Age Convention'. The term "child" refers to any person under the age of 15, or under the age for completing compulsory education, or under the minimum age for employment in the country, whichever is greatest.

We require that:

- Due diligence is carried out by management to identify areas of risk and prevent the use of child labor internally or to avoid contributing to, or becoming complicit in, the use of child labor through relationships with suppliers or third parties.
- Relevant managers and employees are trained on identifying the risk and preventing the use of child labour (as part of a broader training on respecting the human rights of workers).
- Strong recruitment mechanisms are in place to verify the age and identity of workers. Every employee is required to have a written employment contract with their date of birth noted.
- There is proper management of student workers through proper maintenance of student records, rigorous due diligence of educational partners, and protection of students' rights in accordance with applicable laws and regulations. Appropriate support and training are provided to all student workers. In the absence of local law, the wage rate for student workers, interns, and apprentices shall be at least the same wage rate as other entry-level workers performing equal or similar tasks.
- Workers under the age of 18 shall not perform work that is likely to jeopardize their health or safety, including night shifts and overtime.
- Regular human resources audits are carried out in areas of where risk is identified.
- If child labor is found, effective assistance is provided to the individual and a review is undertaken to recognize the flaws which allowed this to occur.
- Where useful, the Company uses its leverage in the sector or geographical area to contribute to the adoption of high standards for the recruitment and working conditions of individuals.

More guidance: [Human Rights Policy](#), [Supplier Code of Conduct](#) (all templates are available on [apiday](#))

### 3. Respecting and Promoting Workplace Health and Safety

Our Commitment: Promoting the physical and psychological safety of our employees and others working on our behalf and avoiding harm is of central importance to the Company. Our working environments and working conditions should promote workplace health and individuals should be vigilant to avoid practices which might compromise the safety and health of individuals.

Healthy and safe work conditions are recognized as a human right and addressed in many intergovernmental instruments, including those of the International Labour Organization, the Organisation for Economic Co- operation and Development, and the World Health Organization. Healthy and safe work conditions are also a target of the Sustainable Development Goals, adopted by the United Nations as part of the 2030 Agenda for Sustainable Development.

We require that:

- Workers are consulted in the development, implementation and evaluation of the workplace health and safety management system and programs which support it.
- There is clear guidance established for each site or operational area on hazard identification and risk assessment, worker training and the identification and investigation of incidents.
- As part of the annual reviews, individuals are asked specific questions to obtain regular feedback on any health and safety issues.
- Suppliers and third parties working on behalf of the Company are requested to prove that they have equivalent workplace health and safety protections in place and submit to audits if necessary. Should any safety issues be found with suppliers or third parties, the Company will provide reasonable time, depending on the issues identified, to comply with requisite standards before disengaging from the relationship as a final step should compliance remain inadequate.

More guidance: [Human Rights Policy](#), [Health and Safety Policy](#), [Health and Wellbeing Policy](#) (all templates are available on [apiday](#))

### 4. Preventing Harassment and Bullying

Our commitment: The Company does not tolerate any conduct towards employees or others acting on behalf of the Company which could be considered as harassment or bullying. This includes conduct at work and at work-related social events, office parties, off-sites, client entertainment events, including online or through other methods of communication used by individuals.

Harassment may include conduct that creates a disrespectful, intimidating, hostile, degrading, humiliating, or offensive environment for an individual. Sexual harassment is harassment specifically gender-based, and/or unwanted conduct of a sexual nature. Bullying may include abusive conduct, or other intimidating, aggressive, offensive, malicious or insulting behavior. Bullying includes an abuse of power which is intended to undermine, exclude, humiliate, or demean an individual.

We require that:

- Employees, and particularly managers, maintain an open-door and transparent culture where individuals feel comfortable and safe to be able to come forward with any complaint of inappropriate behavior as soon as it occurs.
- Individuals are formally trained on the prevention of harassment and bullying at work, providing clear guidance of Company expectations and concrete examples of inappropriate behavior, taking into account any cultural differences which may exist within the Company.
- All reports of inappropriate conduct are investigated and remedied and sanctioned as necessary.
- In the event of any inconsistency between this Code and local laws (including any definition of harassment), local laws will apply unless this Code provides greater protection.

More guidance: [Human Rights Policy](#), [Non-Discrimination and Anti-Harassment Policy](#) (all templates are available on [apiday](#))

## 5. Ensuring Equal Employment Opportunity

Our commitment: We have a sincere and objective-led approach to ensuring all employees (and potential future employees) are provided with equal opportunity to excel and be rewarded, regardless of their age, gender, race, nationality, socio-economic background or any other characteristic including physical or mental characteristics.

Discrimination can occur on the grounds of race, color, sex, religion, political opinion, nationality, and social origin. Discrimination can also occur based on factors such as age, disability, migrant status, HIV and AIDS, gender, sexual orientation, genetic predisposition, and lifestyles, among other factors.

Discrimination is defined as the act and the result of treating people unequally by imposing unequal burdens or denying benefits, instead of treating each person fairly based on individual merit. It can appear under many guises and can be unconscious due to bias and lack of awareness around diversity, equality and inclusion (DEI).

We require that:

- DEI programmes are prioritized and initiatives are created to embed these commitments in the Company.
- Company policies are reviewed by diverse people within the Company to provide consideration of their application through different lenses.
- Members of the Human Resources Department and those responsible for managing individuals are regularly trained to ensure that the recruitment process, assessments of competence, review of rewards, salaries and promotions are conducted in a fair and equitable manner.
- Individuals respect the Company's work-life balance engagements to encourage a culture where all individuals can perform and flourish in their roles.
- There is investment in physical, mental and emotional well-being of our employees through ongoing education around inclusion and diversity initiatives.
- Objectives are set to measure the share of female workers, their equal remuneration, and their participation at the highest governance level.

More guidance: [Equal Employment Opportunity Policy](#), [Diversity and Inclusion Policy](#) (all templates are available on [apiday](#))

## 6. Protecting Data and Confidential Company Information

Our commitment: The Company takes data-handling and privacy of information seriously and has established clear guidance for the handling of client and customer information, and the access and use of confidential Company information through internal systems and Company electronic devices. The Company has zero tolerance for inappropriate access and use of data and information.

The Company manages valuable data of our clients. Trust, transparency, privacy, and ethics must guide both our handling of client data through our products and services and the handling of confidential Company information.

We require that:

- Individuals are trained and understand how to treat information and data with sensitivity and discretion. This training should consider the way we collect, use, share and store people's personal data and information in our products and operations—and how we handle and protect it once we have it. Data should be used in the proper context and consistently with the purpose for which access was provided.
- Procedures are in place to respond to risks that undermine the confidentiality and integrity of data for which we are responsible.
- There are regular evaluations of the Company's privacy practices ensuring that our own expectations and those of our stakeholders' and the regulators'.

- There is a procedure in place to manage any data or information leak, with appropriate actions to be followed.

More guidance: [GDPR Policy](#), [Data Security Policy](#), [Cyber Security Policy](#), [Information Security Policy](#) (all templates are available on [apiday](#))

## 7. Advocating Responsible and Ethical Marketing

In general, companies are expected to act honestly and fairly towards their consumers when designing their marketing strategies. Professionals working in marketing or communication are a necessary cog in the wheel of a more sustainable and ethical society. They have a duty to maintain (and restore if necessary) the trust between companies and consumers whilst contributing to the evolution of ideas, perceptions and behaviors which lead to sustainable development.

The actions of publicity and marketing companies are self-regulated activities (except the case of marketing of alcohol and tobacco which are governed by specific laws) and publishers of this material are expected to respect the codes and guidelines provided by the relevant regulating bodies.

Our commitment: As a Company we are committed to maintaining consumer trust in the products and services provided and ensuring that we contribute to the credibility of the brands we work for. We do not engage in spamming of consumers or other unethical marketing practices.

We require that:

- Our products are designed to enable a positive consumer experience with the marketing tools used. We do not spam consumers and our products ensure that consumers can easily opt out and unsubscribe from communications should they wish to do so.
- As a provider of communication and marketing tools we support truth in marketing communications, clear distinction between advertising and sensationalism, the importance of maintaining consumer privacy, making clear the endorsements of products and respecting government standards and regulations.
- Whilst we can't be responsible for our clients' marketing agenda or the content of their communications, we are committed to using our leverage as a business partner and facilitator of marketing tools to engage with the client and other professionals on the subject of creating ethical marketing plans.

More guidance: [Ethical Marketing Policy](#) (template available on [apiday](#))

## 8. Preventing Money Laundering and Anti-Competitive Behavior

Our commitment: The Company takes its responsibility seriously to reduce the existence of this unethical behavior in business transactions. It seeks to prevent conduct which amounts to the criminal acts of fraud, corruption, money laundering and anti-competitive behavior by providing clear guidance to its employees and those acting on its behalf. These types of conduct are not tolerated by the Company.

### Anti-Money Laundering

We require that:

- Compliance and audit processes are implemented to ensure compliance with applicable laws prohibiting money laundering and terrorism financing.
- Know your client (KYC) guidelines are followed and the information gathered is systematically registered to help prevent and detect inappropriate or suspicious activities.
- Employees who are responsible for making or receiving payments on behalf of the Company must ensure that these funds, products and services are not used for purposes of money laundering,

terrorism financing or other criminal activity. Individuals are asked to report any suspicious transactions or payments or raise questions with their manager.

### **Anti-Competitive Behavior**

Anti-competitive behavior is that which reduces or negatively affects the competition in a particular market. It is covered by criminal and/or civil codes of law in most countries. Findings of anti-competitive behavior can have serious impacts on the reputation and credibility of the company, particularly from a consumer perspective as they are the most to suffer from this unethical conduct.

Our commitment: Anti-competitive conduct is strictly forbidden by the Company. We believe that business competition is healthy and benefits not only clients and consumers but society and business itself by providing more choice and by driving innovation and development. From a Company-level, we do not seek to act in a monopolistic way when developing products or when considering mergers or acquisitions. For individuals working for us or on our behalf, the main type of anti-competitive behavior to be aware of is the fixing of prices for a product/service or a range of products/service following collusion or communication with a competitor. Individuals must be aware that this is illegal conduct and merely having a conversation about prices with another individual in the same industry about how pricing or value is determined might be seen as engaging in collusion to create an anti-competitive environment. Not all collusion with competitors amounts to anti-competitive behavior. For example, if there is collaboration in areas of research and development, on sectoral issues involving ESG or on innovations in production, this may benefit the consumer if any resulting cost-reduction is passed on to them.

We require that:

- Relevant individuals are trained to understand and recognize situations where anti-competitive behavior might arise, the relevant laws in place to prevent this and what collusion in this context means.
- Risk mapping occurs to identify areas of the business or individuals which/who might be vulnerable to anti-competitive approaches.
- Individuals do not engage in bid-rigging during tender processes.
- Individuals are reminded of their responsibilities under this Code and their responsibility to report any suspicious behavior to the Company via their line management or by using the guidelines found in the Whistleblower Policy.

**More guidance: Anti-Fraud, Bribery and Corruption Policy, Whistleblower Policy, Supplier Code of Conduct (all templates are available on [apiday](#))**

### **9. [Other, anything else you might want to add that we haven't thought of]**

### **WHO DOES THIS CODE APPLY TO?**

This Code applies to all directors, officers and employees globally across our subsidiaries, as well as to our partners, suppliers, agents and others acting on behalf of the Company.

### **HOW IS THE CODE COMMUNICATED AND SHARED?**

This Code is shared (and signed by) each employee during the induction process. Depending on the nature of the work the employee is engaged in and/or the geographical situation, the individual will be required to undertake specific training in certain areas of this Code. The Company commits to regularly raise awareness of the Code and the expectations found within it through internal communications.

This Code is available online on our website to any external stakeholder and is translated into [number] languages.

## WHAT ARE THE CONSEQUENCES OF NOT RESPECTING THE CODE?

The issues covered in this Code are of the primary importance to the Company and are essential to the Company's ability to conduct its business in accordance with its stated values. We expect all of our directors, officers, employees and third-party agents to adhere to these rules in carrying out their duties for the Company.

[Description of disciplinary actions]

[Any disciplinary action depends on the nature, severity, and frequency of the behaviour and the legal requirements where necessary. Describe disciplinary actions to be undertaken when the Code of Ethics is not respected.]

## HOW TO SIGNAL A BREACH OF THIS CODE

Employees are required to promptly (ideally, within 24 hours) report any violation or suspected violation of this Code to their manager, the Human Resources Department, or via the whistleblower procedure<sup>1</sup>.

When possible, a report should include details of the incident or incidents, names of individuals involved, and names of any witnesses. All complaints will be kept confidential to the extent possible while still fulfilling our obligation to investigate and end the conduct.

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<sup>1</sup> See our Whistleblower Policy for contact details