



Supplier Code of Conduct

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Overview

This document (**Supplier Code**) outlines the standards and policies that Donnelley Financial Solutions Inc., its subsidiaries, or affiliates (**DFIN**) requires suppliers to comply with when conducting business with DFIN. The Supplier Code applies globally to the engagement and execution of services, goods or commercial activities with all suppliers and their applicable subcontractors.

DFIN conducts its business activities in an ethical and responsible manner and requires that all suppliers commit to the same standards in their daily activities. DFIN requires suppliers to understand and adhere to these requirements and be able to demonstrate how these requirements are being met upon request.

Suppliers are encouraged to contact DFIN should they have any questions on this Supplier Code at procurement@dfinsolutions.com. DFIN reserves the right to amend the Supplier Code in line with best practice and will communicate to key suppliers and other stakeholders any material changes as they occur.

1. **Comply fully with laws and regulations**

All suppliers and their employees, agents, representatives, and subcontractors must comply with applicable laws and regulations, including but not limited to anti-money laundering, anti-terrorist financing, anti-corruption, antitrust and competition laws. They are expected to honor applicable industry standards, international treaties, and internationally accepted standards and agreements relevant to their activities.

2. **Supplier's systems and controls**

Suppliers are expected to understand the business conduct, social and environmental issues involved in their activities. They are expected to establish and maintain governance and control systems which are appropriate to the nature and scale of their activities and have systems for managing their own suppliers.

3. **Accurate records**

Suppliers must maintain adequate and accurate internal records, including financial records, related to Supplier's contract with DFIN. Falsification of records is prohibited. Records should be retained and disposed of in accordance with all applicable laws and regulations.

4. **Business continuity and disaster recovery**

DFIN expects its suppliers to manage business continuity risks and assure the availability of their services during an unexpected event. Suppliers should have recovery plans in place for their business and key contractors to continue with minimal interruption should there be an emergency.

5. **Business Conduct**

Suppliers will conduct their business with DFIN in a responsible manner and abide by minimum standards of business integrity. DFIN's Principles of Ethical Business Conduct are available [here](#).

- a. *Bribery and Corruption:* DFIN does not tolerate corruption or bribery in any form and we expect our suppliers to comply with requirements of all anti-corruption laws, including but not limited to the U.S. Foreign Corrupt Practices Act and the UK Bribery Act. Suppliers are strictly forbidden from offering any bribe (consisting of money or anything of value) to public officials, irrespective of their worth, its results, local custom, the tolerance of such payments by local authorities, or the alleged necessity of the payment in order to obtain or retain business or any other advantage. Suppliers are forbidden from seeking to obtain new business or any other improper commercial advantage by allowing undue payments to be made.
- b. *Competition:* Suppliers shall refrain from directly or indirectly engaging in any discussion or activity that constitutes anti-competitive behavior or in any other way violates anti-trust provisions.
- c. *Conflicts of interest:* Suppliers should avoid any actual or apparent conflict of interest. Suppliers are required to communicate potential conflicts of interest to DFIN.
- d. *Fair payment:* Suppliers are expected to acquire products and services in accordance with sound business practice, for legitimate commercial reasons, and will provide an appropriate remuneration and payment terms for goods and services rendered.
- e. *Fair Representation:* Suppliers are expected to fairly represent the benefits of their goods, products and services in ways that are fair, clear, and meet with customers evolving long-term needs. They should not take unfair advantage through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing practice
- f. *Product safety:* Suppliers are expected to provide goods & services that meet agreed or legally required standards for consumer health and safety, including those relating to health warnings and safety information.

6. Environment

Suppliers should recognize and manage their environmental impact. DFIN's Global Sustainability Policy addresses its environmental expectations and is available [here](#).

- a. *Product or Service Development:* Suppliers are expected to take environmental concerns into consideration during each phase of production or service development and delivery. This includes developing products with no undue environmental impacts, are safe in their intended use, are efficient in consumption, and can be reused, recycled, or disposed of safely.
- b. *Resource Use and Waste:* Suppliers are expected to monitor, control, and reduce the use of resources that are material to their business, including energy, water, and other commodities.
- c. *Responsible Management of Environmental Impacts:* Suppliers are expected to avoid, or where unavoidable to minimize or mitigate, air emissions and water discharges, and to safely treat, store, transport, use and discharge or dispose of solid waste and by-products.

- d. *Contingency Plans:* Suppliers are expected to maintain contingency plans for preventing, mitigating, and controlling serious environmental and health damage arising from their operations.

7. **Social**

Suppliers are expected to recognize, avoid, or minimize any adverse impacts and risks of their activities on social well-being.

- a. *Involuntary Labor and Human Trafficking:* Suppliers should not use forced or compulsory labor practices and must take steps to ensure they do not contribute to the use of forced or compulsory labor, in compliance with the core standards of the International Labor Organization (ILO). DFIN's Modern Slavery Act statement is available [here](#).
- b. *Child Labor:* Suppliers should not use child labor and must take steps to ensure they do not contribute to the use of child labor, in compliance with the core standards of the ILO.
- c. *Fair Wages:* Suppliers should provide the wages, benefits, and conditions of work, that represent just and fair remuneration with transparent payment terms within the framework of government policies and in compliance with the standards of the ILO. Suppliers are expected to provide all workers with written and understandable information about their terms and conditions of employment, including compensation which should be in a globally known currency.
- d. *Working Hours:* Suppliers are expected to ensure that working hours comply with national legislation and applicable international guidelines.
- e. *Human Rights:* Suppliers should uphold internationally recognized human rights and are expected to avoid complicity in the abuse or violation of internationally proclaimed human rights standards.
- f. *Fair Treatment:* Suppliers will treat employees with dignity and respect. Physical abuse, the threat of physical abuse, sexual or other harassment, verbal abuse or any other form of intimidation are prohibited. Suppliers will not retaliate against employees who report abuse, discrimination, ethical concerns, or violations of law.
- g. *Non-Discrimination:* Suppliers should refrain from any discriminatory practices either regarding recruitment, promotion, compensation, or benefits, or in their general conduct in the workplace. Company policies, procedures and practices should be applied fairly, should avoid negative impact on any specific group of employees or potential employees and should promote diversity, equity and inclusion, whether on the grounds of race, disability, religious belief, military status, sexual orientation, age or gender. DFIN's commitment to Diversity, Equity & Inclusion is available [here](#).
- h. *Safe and Healthy Work Environments:* Suppliers are expected to provide a safe, hygienic, and healthy workplace for employees and contractors, and provide adequate training to workers on these matters. DFIN's Global Sustainability Policy addresses safety health and well-being expectations and is available [here](#).
- i. *Freedom of Association and Collective Bargaining:* Suppliers should respect the rights of employees to associate freely, to join or not join labor unions and works councils and seek representation in accordance with local laws.

- j. *Grievance Procedures:* Suppliers are expected to enable employees to communicate openly with management regarding working conditions without fear of reprisals, intimidation, or harassment. Suppliers should also have grievance mechanisms in place to allow complaints from other stakeholders to be heard, assessed, and – if necessary – remedied as expeditiously as possible.
- k. *Contract Workers:* Suppliers are expected to ascertain that third parties engaging contract workers are reputable and legitimate and will regularly monitor the performance of these third parties against the standards of conduct outlined in this policy.
- l. *Data Security, Confidentiality, and Insider Information:* Suppliers must maintain the confidentiality of all non-public information, regarding DFIN or its activities, and all non-public information obtained in the performance of the Suppliers' duties, including information related to DFIN's employees, clients or third parties. Suppliers will handle and process DFIN's confidential information only for the purposes for which it was collected or otherwise made available. Suppliers shall demonstrate appropriate industry standards and best practices for data security controls – including appropriate technical and organizational measures. Suppliers will immediately notify DFIN of any known or suspected data security breaches and will work with DFIN to investigate, mitigate, and remedy such breaches. For further information on DFIN's approach to privacy please refer to the Privacy Notice [here](#).
- m. *Supplier Diversity:* DFIN recognizes the value in and promotes the use of a diverse supply chain in its operations and encourages suppliers to share in this commitment throughout their normal business practices. DFIN strives to use a wide array of suppliers, including but not limited to small-to medium-scale suppliers and those from underrepresented groups, for products and services that offer competitive bids in areas of price, quality, service, and financial stability.
- n. *Responsible Sourcing of Minerals:* Suppliers that supply products to DFIN that include minerals sourced from conflict-affected and high-risk areas must ensure that the sourcing of these minerals do not knowingly contribute, directly or indirectly, to armed conflict, including terrorist financing or human rights violations. Sourcing of conflict minerals, which include but are not limited to tantalum, tin, tungsten, and gold, shall be consistent with the Organization for Economic Co-operation and Development (OECD) Due Diligence Guidance for Responsible Supply Chains of Minerals from Conflict-Affected and High-Risk Areas. Suppliers shall also implement best efforts to regularly review their supply chain for new suppliers of high-risk materials.