

# Supplier code of conduct

Loyens & Loeff conducts its business operations responsibly and ethically. Loyens & Loeff expects its suppliers to work on their corporate social responsibility. The Loyens & Loeff Supplier Code of Conduct is based on the several guidelines of the Organisation for Economic Cooperating and Development (OECD). Our code sets standards for ethical and fair business conduct and describes how we want to treat people, conduct our business, and improve our environment in cooperation with other parties.

## **Purpose and Scope**

- a. This Supplier Code of Conduct (“Code”) sets out our (“LOYENS & LOEFF”) principles and expectations as to how organizations who supply goods and services to LOYENS & LOEFF (“Suppliers”), including their representatives and employees, are to conduct business with and deal with us.
- b. We, LOYENS & LOEFF and its foreign offices, operate under the master brand name LOYENS & LOEFF.
- c. In alignment with our values, we are committed to striking the right balance across shareholders, clients, employees and communities.
- d. Our values are built on providing excellent service to our clients and each other, a work ethic that promotes teamwork to succeed, taking personal responsibility for high performance, diversity for growth, and innovation and integrity in everything we do.
- e. Our organization, our shareholders and all of our employees, have a duty to comply with applicable laws and regulations, and are expected to behave responsibly and ethically.
- f. We expect Suppliers to operate in accordance with values comparable to ours and in a manner which is consistent with prudent business practices.

## 1. Business Integrity

### **1.1 Compliance with Laws**

- a. In all their activities, Suppliers must ensure they conduct business in compliance with the applicable laws, rules, and regulations of the jurisdictions in which they operate.
- b. Suppliers maintain accurate financial books and business records in accordance with all applicable laws, rules, and regulations and accept accounting practices.

### **1.2 Competition**

- a. LOYENS & LOEFF believes in the principle of fair competition as a basis for conducting its business and will comply with all applicable laws prohibiting restraints of trade, unfair trade practices or abuses of economic power.
- b. In their relationship with our employees, Suppliers must not try to gain improper advantage or preferential treatment for other relationships they may have with us (for example, as a client).
- c. Favoritism/nepotism is strictly prohibited.
- d. All purchases, sales and other contractual commitments must be based solely on consideration of quality, service, price and efficiency. Strictly business reasons only should determine whether to enter into a contract and with whom.

### 1.3 Gifts and Entertainment

- a. The nature of the gifts or entertainment must not, by their quality, quantity or timing, be used by Suppliers to gain improper advantage or preferential treatment.
- b. We expect that Suppliers will maintain appropriate records of exchanges of gifts and entertainment with our employees.

### 1.4 Anti-bribery and Anti-Corruption

LOYENS & LOEFF is committed to conducting business legally and ethically within the framework of a free enterprise system. Corrupt arrangements (obtaining, or attempting to obtain, a personal benefit or business advantage through improper or illegal means) with customers, suppliers, government officials, or other third parties are strictly prohibited. Suppliers must not engage in any conduct that would put our organization at risk of violating anti-bribery laws.

### 1.5 Inside Information and Information Barriers

- a. In their dealings with LOYENS & LOEFF, if Suppliers become aware of inside information about us or our clients, we expect Suppliers to have in place policies and procedures for the proper handling and use of that information (such as information barriers).
- b. These policies and procedures must meet applicable legal and regulatory requirements to prevent inappropriate access or disclosure of inside information.

## 2. Responsible Business Practices

### 2.1 Privacy and Information Security

- a. Suppliers must comply with applicable laws, rules, and regulations of the jurisdictions in which they operate regarding privacy and information security, and must use information obtained through their relationship with us only for the purpose defined to them.
- b. Suppliers must store information as agreed with LOYENS & LOEFF and have appropriate information security policies and procedures in place to secure access to our information.
- c. Suppliers must notify us promptly of actual or suspected privacy breaches, security breaches, or losses of our information.
- d. Suppliers must keep confidential all information regarding LOYENS & LOEFF, the contracted services and the execution of the services.

### 2.2 Business Resumption and Contingency Planning

For some services performed by Suppliers, due to the significance for our businesses or the types of activities that may be involved, we expect that the Supplier's business continuity and disaster recovery plans are developed, maintained and tested in accordance with applicable regulatory, contractual and service level requirements.

### 2.3 Outsourcing and Subcontracting

- a. We recognise that outsourcing is a practice that Suppliers may use to promote innovation, fill resource gaps, and/or create operational efficiencies.
- b. We also recognise that Suppliers may need to use subcontractors in the performance of services.
- c. However, we expect Suppliers not to subcontract services they perform for us or outsource activities that directly impact the delivery of goods and services to us, without our prior written approval.
- d. In situations where approval is given, it is important for us to know the locations of where the work will be performed and the parties involved in the provision of the services.
- e. In addition, Suppliers must monitor the outsourcing or subcontracting arrangement to ensure it complies with the Suppliers' contractual obligations and with this Code, and provide evidence of such monitoring upon request.

## 3. Responsible Treatment of Individuals

### 3.1 Respect and Diversity

- a. Suppliers must maintain workplaces characterised by professionalism, and respect for the dignity of every individual with whom their employees interact.
- b. Suppliers must respect the diversity of their employees, clients and others with whom they interact, including respect for differences such as gender, race, color, age, disability, sexual orientation, ethnic origin and religion.
- c. Suppliers must not tolerate harassment, discrimination, violence, retaliation and other disrespectful and inappropriate behavior.
- d. Suppliers must respect the dignity of their own employees and others, adhere to principles of diversity and maintain a respectful workplace. See the link to our Code of Conduct under Governance Information.

### 3.2 Employment Practices

- a. Suppliers must abide by applicable employment standards, labor, non-discrimination and human rights legislation.
- b. Suppliers shall respect employees' rights to join or refrain from joining associations and worker organizations.
- c. Where laws do not prohibit discrimination, or where they allow for differential treatment, we expect Suppliers to be committed to non-discrimination principles and not to operate in a way that differentiates unfairly.
- d. Suppliers must be able to demonstrate that, in their workplaces:
  - i. Child labour is not used.
  - ii. Discrimination and harassment are prohibited, including discrimination or harassment based on any characteristic protected by law.
  - iii. Employees are free to raise concerns and speak up without fear of reprisal.
  - iv. Appropriate and reasonable background screenings, including investigations for prior criminal activity, have been done to ensure the integrity and good character of the Supplier's Employees.
  - v. Clear and uniformly applied employment standards are used that meet or exceed legal and regulatory requirements.

### 3.3 Health and Safety

- a. We expect Suppliers to provide healthy and safe workplaces and comply with relevant health and safety laws.
- b. We expect Suppliers to provide all their employees with adequate information and instruction on health and safety concerns and to enable their employees to meet their responsibilities for the maintenance of a healthy and safe workplace.

### 3.4 Environment

- a. We expect Suppliers to work with us to promote environmental sustainability.

- b. Suppliers are to assist in reducing our environmental footprint, conduct business in an environmentally responsible way, and offer environmentally responsible products and services.

### 3.5 Record keeping

- a. Suppliers must not destroy our records that may be relevant to any pending or threatened legal or regulatory proceeding of which the Supplier becomes aware.
- b. Suppliers must maintain adequate internal records to ensure proper compliance with their obligations to us.

### 3.6 Code Compliance and Monitoring

- a. LOYENS & LOEFF is very committed to compliance with this Supplier Code of Conduct. We expect Suppliers to comply with this Code by establishing appropriate management processes and cooperating with reasonable assessment processes requested by LOYENS & LOEFF.
- b. For some services, because of their significance for our business and the type of activities they involve, we may require a Supplier to periodically confirm in writing to our General Counsel, that they meet the requirements of this Code.
- c. In addition, we must be able to monitor and audit a Supplier's control environment, for example by visiting suppliers or requesting information.
- d. Failure to comply with this Code may result in termination of a Supplier's relationship with us.

### 3.7 Report suspected violations of this Code

- a. Suppliers and/or Supplier's employees or contractors may report suspected violations of this Code to the General Counsel of Loyens & Loeff at:  
Loyens & Loeff N.V.  
P.O. Box 2888, 3000 CW Rotterdam,  
The Netherlands,  
E-mail: [KlachtenFunctionaris@loyensloeff.com](mailto:KlachtenFunctionaris@loyensloeff.com)
- b. On your request, all such reports are treated as confidential and you remain anonymous where permitted by law.

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