Cleary Gottlieb Steen & Hamilton LLP (hereafter “Cleary Gottlieb”) is committed to the highest standards of social and environmental responsibility and ethical conduct. Cleary Gottlieb’s Suppliers (as defined below) are required to provide safe working conditions, treat workers with dignity and respect, act fairly and ethically, and use environmentally responsible practices wherever they make products or perform services for Cleary Gottlieb. Cleary Gottlieb requires its Suppliers to agree to, and operate in accordance with, the principles detailed in the most recent version of its Supplier Code of Conduct (“Code”). This Code, which is incorporated in contractual agreements as part of CGSH Work Rules, expects every Supplier to fully comply with all laws, regulations and registrations in the jurisdictions in which they operate, but also goes beyond mere compliance with the law by drawing upon internationally recognized standards to advance social and environmental responsibility. This Code outlines Cleary Gottlieb’s expectations for Supplier conduct regarding labor and human rights, health and safety, environmental protection, ethics and management practices.

Cleary Gottlieb will require adherence by its Suppliers and will assess compliance with this Code through supplier appraisal or periodic review. Any violations of this Code shall jeopardize the Supplier’s business relationship with Cleary Gottlieb, up to and including termination. This Code applies to Cleary Gottlieb suppliers and their subsidiaries, affiliates and subcontractors (each a “Supplier”; collectively, “Suppliers”) providing goods or services to Cleary Gottlieb, or for use in or with Cleary Gottlieb products.

**Labor & Human Rights.** Cleary Gottlieb believes all workers in our supply chain deserve a fair and ethical workplace. Workers must be treated with the utmost dignity and respect, and Suppliers shall uphold the highest standards of human rights.

1. **Anti-Discrimination.** Supplier shall not discriminate against any worker based on age, disability, ethnicity, gender, marital status, national origin, political affiliation, race, religion, sexual orientation, union membership or any other basis prohibited by law, in hiring and other employment practices.
2. **Anti-Harassment and Abuse.** Supplier shall commit to a workplace free of harassment and abuse.
3. **Prevention of Involuntary Labor and Human Trafficking.** Supplier shall ensure that all work is voluntary. Supplier shall not traffic persons or use any form of slave, forced, bonded, indentured or prison labor.
4. **Prevention of Underage Labor.** Supplier shall employ only workers who are at least the applicable minimum legal age.
5. **Working Hours.** Supplier shall follow all applicable laws and regulations with respect to working hours and days of rest, and all overtime must be voluntary.
6. **Wages and Benefits.** Supplier shall ensure that all workers receive at least the legally mandated minimum wages and benefits.

**Health & Safety.** Worker health, safety and well-being is important to Cleary Gottlieb. Supplier shall provide and maintain a safe work environment and integrate sound health and safety management practices into its business. Workers shall have the right to refuse unsafe work and to report unhealthy working conditions confidentially and anonymously without fear of retaliation.

1. **Occupational Health, Safety and Hazard Prevention.** Supplier shall identify, evaluate and manage occupational health and safety hazards.
2. **Emergency Prevention, Preparedness and Response.** Supplier shall identify and assess potential emergency situations and develop and implement appropriate emergency plans and response procedures.
3. **Incident Management.** Supplier shall have a system for workers to report health and safety incidents and near-misses, as well as a system to investigate, track and manage such reports.
4. **Ergonomics.** Supplier shall identify, evaluate and control worker exposure to tasks that pose ergonomic risks.
5. **Health and Safety Communication.** Supplier shall provide workers with appropriate workplace health and safety training and information.

**Environmental Sustainability .** Cleary Gottlieb is committed to protecting the environment, and environmental responsibility is essential to how we operate. Supplier shall develop, implement and maintain environmentally responsible business practices.

1. **Hazardous Substance Management.** Supplier shall implement a systematic approach to identify, manage, reduce and responsibly dispose of or recycle hazardous substances.
2. **Non-Hazardous Waste Management.** Supplier shall implement a systematic approach to identify, manage, reduce and responsibly dispose of or recycle non-hazardous waste.
3. **Air Emissions Management.** Supplier shall identify, manage, reduce and responsibly control air emissions emanating from its operations that pose a hazard to the environment.
4. **Pollution Prevention and Resource Reduction.** Supplier shall minimize pollution as well as conserve, energy, water and natural resource consumption by implementing efficiency, conservation and substitution measures.

**Ethics.** Cleary Gottlieb expects the highest standards of ethical conduct in all of its endeavors. Supplier shall always be ethical in every aspect of its business, including relationships, practices, sourcing and operations.

1. **Business Integrity.** Supplier shall not engage in corruption, extortion, embezzlement or bribery to obtain an unfair or improper advantage in the course of doing business. Supplier shall abide by all applicable anti-corruption laws and regulations, including but not limited to anti-money laundering and anti-bribery laws of the countries in which it operates.
2. **Professional behavior.** Supplier shall comply with relevant laws and regulations in the countries and jurisdictions in which they operate and shall avoid any action that may discredit the reputation of Cleary Gottlieb or its clients.
3. **Conflicts of Interest.** Supplier shall disclose any situation that may appear as a conflict of interest, and disclose whether any Cleary Gottlieb employee or contractor may have an interest in the Supplier's business or any kind of economic ties with the Supplier.
4. **Insider Trading.** Cleary Gottlieb clients may be publically listed, and any information pertaining to those clients may potentially constitute material, non-public information within the meaning of applicable securities laws. Supplier and its employees shall not use such insider information for personal gain.
5. **Community Engagement.** Supplier is encouraged to help foster social and economic development and contribute to the sustainability of the communities in which it operates.
6. **Competition.** Supplier shall apply fair business practices in the course of doing business and comply with all applicable anti-trust and competition laws.
7. **Disclosure of Information.** Supplier shall safeguard the confidentiality of Cleary Gottlieb name and information by keeping it secure, limiting access and avoiding discussing or revealing the inadvertent disclosure of such information. In addition, Supplier shall protect, respect and not misuse proprietary information and intellectual property. Furthermore, Supplier shall accurately record information with respect to its business activities and shall disclose information, without falsification or misrepresentation, to all appropriate parties.
8. **Business Solicitation.** Supplier shall refrain from speculatively soliciting business directly from known or unknown Cleary Gottlieb employees by letter, email or telephone (e.g. cold calling, direct marketing etc.). Suppliers are encouraged to contact their assigned relationship manager to discuss mutually beneficial and more effective methodologies of growing the business relationship.

**Management Practices.** Cleary Gottlieb believes that sound management systems and commitment are key to enriching the social and environmental well-being of its supply chain. Cleary Gottlieb holds its Suppliers accountable to this Code and all of its standards. Supplier shall implement or maintain, as applicable, a management system that facilitates compliance with this Code and the law, identifies and mitigates related operational risks, and facilitates continuous improvement.

1. **Company Statement.** Supplier shall develop a company statement affirming its commitment to high standards of social and environmental responsibility, ethical conduct and continuous improvement.
2. **Management Accountability and Responsibility.** Supplier shall identify company representatives responsible for ensuring implementation and periodic review of its management systems.
3. **Risk Assessment and Management.** Supplier shall develop and maintain a process to identify and manage labor and human rights, health and safety, environmental, business ethics and legal compliance risks associated with its operations.
4. **Audits and Assessments.** Supplier shall perform and allow Cleary Gottlieb or its third parties to perform periodic evaluations of its facilities and operations to ensure compliance with this Code and the law.
5. **Corrective Action Process.** Supplier shall have a process for timely correction of any deficiencies or violations identified by an internal, external or client audit, assessment, inspection, investigation, or review.