

CLIFFORD CHANCE SUPPLIER CODE

What we expect from our suppliers and contractors

Clifford Chance is committed to the highest ethical and professional standards. These apply to all our own people and also to our suppliers and contractors: we wish to engage only with suppliers and contractors who are committed to similar standards. Consequently, Clifford Chance requires each of our third-party suppliers and contractors to **confirm** – on its own behalf and on behalf of its subsidiaries, employees, authorised representatives and subcontractors (each, a “**Representative**”) – that it will **comply** with the requirements set out in this code (the “**Clifford Chance Supplier Code**”).

The Clifford Chance Supplier Code applies whenever Clifford Chance contracts with a third-party supplier or contractor for the supply to Clifford Chance of any goods or services, and must be strictly complied with. If any contract expressly or by implication amplifies, extends or otherwise varies the provisions of the Clifford Chance Supplier Code, then the provisions of that contract will prevail, but only to the extent of any conflict.

References in the Clifford Chance Supplier Code to “**Clifford Chance**”, and to “**we**”, are references to all or any of the firms or other entities from time to time trading under the name of or a name including “Clifford Chance”, or which are treated as direct or indirect subsidiaries of Clifford Chance LLP for the purposes of its audited accounts, including the firms or other entities from time to time listed as Clifford Chance offices at www.cliffordchance.com; and references to “**You**” or “**you**” (as applicable) are to any third-party supplier or contractor or Representative.

1. COMPLIANCE WITH LAWS

It is fundamental to Clifford Chance that we and our third-party suppliers and contractors comply with all applicable laws.

You will comply, at all times and throughout the world, with all laws (whether at an international, national, federal, state or local level), which shall include, but not be limited to, all statutes, acts, ordinances, regulations, secondary legislation, resolutions or case law that are of legal effect and any guidance, direction or determination that you are bound to have regard to in connection with the goods or services that you supply to Clifford Chance (together, “**Applicable Laws**”).

The following areas are of particular concern to Clifford Chance, but the requirements below do not in any way limit the overall requirement to comply with all Applicable Laws that is set out above. You agree, if so requested, to permit Clifford Chance to make a site visit to assess your compliance with any of the requirements in the Clifford Chance Supplier Code.

2. DATA PROTECTION

Clifford Chance maintains a global policy on data protection, based on EU data protection principles, which we follow worldwide.

You will comply with all Applicable Laws relating to data protection and privacy and will not (by any act or omission) put Clifford Chance in breach of them. You will notify Clifford Chance’s Executive Partner & General Counsel as soon as you become aware of any unauthorised access, theft, loss or damage, or any other breach of security, in relation to any personal data processed by you (or any of your agents, affiliates or subcontractors) on behalf of or disclosed to you by Clifford Chance. If you process personal data on behalf of Clifford Chance, you agree that you will do so on such data processing terms as Clifford Chance may reasonably require.

3. ANTI-CORRUPTION

Clifford Chance is committed to:

- conducting business in a manner that complies with the law and is consistent with the highest ethical standards, including standards intended to prevent bribery and corruption; and
- using best endeavours to ensure that those who supply goods or services to Clifford Chance and/or who may perform services for or on behalf of Clifford Chance – including employees, contractors, domestic or foreign counsel and agents – are aware of and share our commitment to conducting business ethically.

You do not and will not (i) engage in Bribery, (ii) direct, authorise or knowingly permit any person to engage in Bribery, nor (iii) take any action or engage in any activity which would lead to any Clifford Chance entity being in breach of any law prohibiting bribery or corruption, including the UK Bribery Act 2010 and the US Foreign Corrupt Practices Act 1977, as amended.

“**Bribery**” means offering, promising or giving any financial or other advantage to:

- any person (i) to induce or reward that person in connection with the improper performance of any activity connected with their business or employment or of their public functions; or (ii) where the acceptance of the financial or other advantage by that person would constitute the improper performance of any activity connected with their business or employment or of their public functions; or
- a Public Official, or to any person at the request, or with the assent, of a Public Official in order to influence a Public Official and to obtain or retain business or a business advantage unless the Public Official is permitted or required to be influenced by the receipt of the financial or other advantage by any written law applicable to him or her; and

“**Public Official**” means an individual who is in a position of official authority conferred by a state, or a national/federal or local government, who holds a legislative, administrative, or judicial position of any kind (whether appointed or elected), who exercises a public function for or on behalf of a country or territory, or any subdivision of a country or territory or who is an official or agent of a public international organisation, a political candidate or an employee of a political party.

4. TAX EVASION

Clifford Chance opposes tax evasion and is committed to taking steps to ensure that this is not facilitated by our partners, employees, agents or third parties that act for us. You will conduct your business so as to be compliant with applicable tax laws. You will not, and you will take appropriate steps to ensure your employees, partners and third parties that act for you do not, facilitate tax evasion.

5. HUMAN RIGHTS

The United Nations Guiding Principles on Business and Human Rights which were unanimously endorsed by the Human Rights Council in 2011 state that all business enterprises have a responsibility to respect human rights. Clifford Chance has agreed to support and respect internationally recognised human rights, both as part of our commitment to the UN Global Compact and consistent with the UN Guiding Principles.

You will conduct your business consistently with the United Nations Guiding Principles on Business and Human Rights.

6. MODERN SLAVERY

Clifford Chance takes modern slavery seriously. Clifford Chance opposes all forms of slavery and human trafficking, and we are committed to taking steps to ensure that these do not occur in our business or in our supply chains.

You will not employ or use any form of forced, bonded or compulsory labour, or other forms of slavery or human trafficking and will take appropriate steps to ensure that there is no form of forced, bonded or compulsory labour, or other forms of slavery or human trafficking employed or used within your business or in your supply chains. This includes providing training to your staff on the risks and indicators of slavery or human trafficking and the nature of risks that your business is involved in.

7. CONFIDENTIALITY

Information is a critical asset to Clifford Chance and must be appropriately managed and protected to ensure that confidentiality is maintained and that information is not disclosed, lost or compromised.

You will:

- protect our information in accordance with good industry practice;
- if requested, provide to us information about your security programme; and, if so requested, permit us to make a site visit to assess implementation of the security programme; and
- investigate the disclosure, loss or compromise ("**breach**") of any Clifford Chance Confidential Information with the utmost urgency; notify the breach to Clifford Chance's Executive Partner & General Counsel as soon as practicable; and provide to Clifford Chance all assistance in investigating the breach.

"**Clifford Chance Confidential Information**" means all secret information or information that is by its nature confidential and information provided subject to a duty of confidence, whether belonging to Clifford Chance or entrusted to Clifford Chance by others, and including but not limited to information relating to the people and business of Clifford Chance or of any of its clients.

8. DIVERSITY & INCLUSION

We are proud of our firm and value the diversity of the people and cultures within it. Diversity is an integral part of our business strategy and is critical to our success. We believe that promoting diversity means providing equality of opportunity and creating an inclusive work environment where everyone has the opportunity to succeed.

We expect our Suppliers to reflect the same and to show that they also value all aspects of inclusion and diversity.