



AgileOne

Doing Business with AgileOne

Supplier Code of Conduct

Global Strategic Sourcing
Supplier Management



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Doing Business with AgileOne - Supplier Code of Conduct

AgileOne is committed to the highest standards of customer service, integrity, and ethical conduct. We have a worldwide reputation with our customers and suppliers for doing business with integrity and in compliance with all legal requirements. Therefore, we must ensure that all of our business activities are conducted with integrity, the highest standards of ethics, and in compliance with all legal requirements. Not only are our employees held to these standards, but AgileOne has established this document titled “Doing Business with AgileOne - Supplier Code of Conduct” to set the standard of behavior for all suppliers doing business with us.

This guide states some of the principles of business ethics and conduct that suppliers must follow when dealing with AgileOne. These principles are an absolute requirement for anyone who seeks to do business with us. We will only conduct business with companies that share this commitment. A failure by any supplier to follow these standards can result in action by AgileOne up to and including termination of any contract, barring suppliers from doing business with AgileOne, disclosure of legal violations, and/ or pursuit of other legal remedies.

Please review this document carefully and ensure that your company’s employees and representatives who deal with AgileOne are informed and will comply with these standards. Suppliers must notify AgileOne when they are in violation of the Supplier Code of Conduct. AgileOne may audit suppliers to ensure compliance to these standards. As with our basic expectations of performance and personal interaction of our employees, we expect our suppliers to operate under these basic principles as well:

- Safety first
- Treat all with professionalism and respect
- Strive for operational excellence
- Act with integrity
- Partner together to create a win-win situation for all parties

Please note that all of the requirements in your contract(s) with AgileOne continue to apply, and that nothing in this document may be read as excusing performance from any contract requirement. This guide is only a summary of some of the requirements for dealing with AgileOne, and does not purport to cover all of the legal and ethical standards that may apply to a supplier’s dealings with AgileOne. Any questions regarding legal matters should be discussed with your own company’s legal counsel.



A. Supply Base Administration

- **Global Strategic Sourcing (GSS):** Suppliers should note that members of the GSS team are the only authorized agents of the company for selecting suppliers and executing contracts for services with suppliers. Contracts signed by AgileOne employees outside the GSS may be refused by AgileOne and may be declared immediately null and void at any time, at AgileOne's discretion. The GSS team can be reached at gssinquiries@agile1.com.
- **AgileOne Client Services:** Members of Client Services team manage our customer's day-to-day operation working very closely with our customers and the suppliers that have been engaged by GSS. Supplier should note that the AgileOne Client Services team is not authorized to select suppliers and execute contracts. Therefore, suppliers should not solicit new business from the AgileOne Client Services or our program on-site team or any other AgileOne employees outside of GSS.

A failure by any supplier to follow these standards can result in actions by AgileOne up to and including termination of any contract and barring of suppliers from doing business with AgileOne.

Every year AgileOne takes the opportunity to celebrate our collective success with our top suppliers by recognizing them at the annual customer forum / supplier excellence summit. Celebrating our 'Best of the Best' suppliers is just one of the many ways we strive to connect, build and foster strong supplier relationships. From mentoring to connecting them with new clients, "we are one" is more than a slogan, it is a guiding principle that inspires everything we do. Over the past several years, we have introduced new initiatives such as our Valued Supplier Program and Known Supplier Program to encourage fair competition, and at the same time, provide reciprocal value in the form of growth opportunities for our outstanding suppliers that have demonstrated partnership values.

To that effect, suppliers should note that from time to time AgileOne participates in industry events, national and private, to support the global HR industry. Participation of AgileOne at such events does not constitute our endorsement or recommendation of such events, and therefore, no special considerations are given to any suppliers attending these events. At AgileOne, we continuously strive to foster strong, value based relationship with all suppliers, regardless of their attendance and/or meeting AgileOne representatives at such events. Every supplier, existing or potential, is required to follow our same global supplier management and supplier qualification process. To know more about our Global Supplier Program, please visit our website:

<http://agile-one.com/global-supplier-program>

If you would like to partner with AgileOne to support our award-winning programs, please send an email to GSS Inquiries (gssinquiries@agile1.com) with the subject "DriveSRM - Supplier Registration", your company name, Tax ID number and company contact so the Global Strategic Sourcing team can confirm whether or not your company is registered and provide you with the registration instructions.

If you have any question, please feel free to drop us a note at gssinquiries@agile1.com. Connect with us on twitter for more information and updates on GSS and AgileOne: @AgileOneGSS/@AgileOneGlobal

B. Adherence to Legal Requirements

AgileOne is committed to conducting all business activities with integrity, the highest standards of ethics, and in compliance with US and International legal requirements. We expect all potential and current suppliers to act accordingly in conducting business with AgileOne, to ensure compliance with all applicable US and International laws and regulations.

Antitrust and Fair Competition: AgileOne's suppliers must abide by all antitrust and fair competition laws. Suppliers must never participate in anti-competitive conduct including the following:

- Price fixing
- Volume/capacity agreements among suppliers
- Market/Customer allocation and segmentation
- Collusion with other suppliers against AgileOne and our customers
- Collusive bidding
- Illegal price discrimination
- Reciprocal dealing requirements
- Tie-ins
- Attempts to monopolize any market by subduing competition
- Theft of trade secrets and/or AgileOne proprietary material

Boycotts: Suppliers must not participate in boycotts that affects our customer directly or indirectly.

Compliance with Anti-Corruption and Anti-Bribery Laws: Suppliers will not offer bribes or kickbacks to AgileOne employees or to a public official or any third party on AgileOne's behalf. Suppliers must comply with the U.S. Foreign Corrupt Practices Act (FCPA), the U.K. Bribery Act, and anti-bribery and anti-corruption laws and regulations in countries where they do business. Suppliers may not promise, offer, or give money or anything of value to another person while having reason to believe that all, or a portion, of the money or thing of value may be offered, given, or promised, directly or indirectly, to a foreign official for the purpose of influencing any act or decision of that foreign official related to AgileOne. In addition, suppliers must accurately and clearly record and document any payments to public officials in all documents provided to AgileOne, including invoices, as well as in the supplier's books and records.

C. Labor and Human Rights

AgileOne is committed to fostering human rights, supporting the communities we live in, and maintaining a healthy work environment. AgileOne requires that suppliers:

- Not use child labor
- Use only voluntary labor
- Comply with all applicable minimum wage laws and maximum hours laws
- Maintain a workplace that is free of hostility, harassment, and discrimination
- Respect the right of freedom of association

D. Health and Safety

Suppliers must provide and maintain a safe and healthy work environment that complies with all laws and regulations. All services shall be performed in a manner which ensures health and safety. Additionally, hostility, harassment, unwelcome sexual advances, and other unprofessional conduct are not tolerated.

For the safety of all personnel, bringing explosives, incendiary devices and deadly or dangerous weapons of any kind onto any AgileOne facility or AgileOne Client site, for any purpose, is prohibited. Violence or threats of violence are also prohibited. All supplier employees need to know and follow AgileOne's work rules, including prohibitions on:

- Unsafe work practices
- Possession or use of illegal substances, alcohol, and other intoxicants while on AgileOne Client premises or while conducting business for AgileOne
- Misuse of legal drugs

AgileOne may ask for review of worker injury and safety data, such as OSHA's worker safety metrics.

E. Supplier Diversity

AgileOne is committed to the development and utilization of small, minority, women-owned, Gay/Lesbian (LGBT), Veteran owned, Disabled Veteran, and other diversity classified businesses. It is our policy to ensure that these businesses are given a fair chance to compete and earn AgileOne business. We pride ourselves on selecting and maintaining a diverse team of qualified suppliers who are dedicated to achieving excellence.

F. Information Security and Data Privacy

AgileOne protects confidential information about its customers and employees as well as information related to its operations, finances and business plans. Suppliers are required to protect AgileOne's confidential information and shall not disclose to any third party. Confidential information should be restricted to those individuals within a supplier organization having a legitimate business reason, upon approval from AgileOne. Suppliers may use AgileOne's confidential information solely for the purpose for which it was provided.

To the extent applicable by law, suppliers are also expected to comply with General Data Protection Regulation requirements, also known as GDPR.

G. Protection of Intellectual Property

AgileOne's intellectual property includes its proprietary and confidential information, any material subject to copyright, its innovations and patentable ideas, and its trade and service marks including the AgileOne logo and name. Suppliers may not use any of AgileOne's intellectual property except as expressly provided in a supplier's contract. Permission to use the AgileOne name or logo, or to list AgileOne on any customer list, or to use the supplier's relationship with AgileOne for any purpose including promotional purposes, requires the prior written consent of the Director, Supplier Management – Global Strategic Sourcing.

H. Accuracy of Reporting

AgileOne suppliers should provide and report all requested data accurately and promptly, as this is critical to our customers and AgileOne. The data requested may include, but not limited to, legal, compliance, financials, auditing, and any data supporting contractual compliance.

I. Roles

Global Strategic Sourcing (GSS) is responsible for Supplier Relationship and Management of the entire supply base for the enterprise. AgileOne Client Services team is responsible for managing the day-to-day customer operation. Together we are committed to working with qualified current and potential suppliers to create value proposition for all concerned including our end customers. Specifically, Global Strategic Sourcing is responsible for developing supply base strategies, managing RFP/RFI processes, leading negotiations, supplier selection processes and engagement of suppliers, maintaining corporate supplier relationships and execution of supplier contracts. AgileOne's Client Services and Global Strategic Sourcing teams are jointly responsible for identifying business needs and opportunities, managing the working-level supplier relationships, and improving working interfaces and performance.

Only Global Strategic Sourcing (GSS) can select and add suppliers to customer programs once the supplier is deemed qualified by Global Strategic Sourcing (GSS). Therefore, it is imperative that suppliers adhere to the AgileOne Supplier Management process and channel all their communication only through Global Strategic Sourcing (GSS). The same process applies to potential suppliers that have expressed interest to be part of AgileOne supply base. Under no circumstance, should a supplier contact any other AgileOne employees including our program on-site teams soliciting business. A failure by a supplier to follow these guidelines, or any wrongful influence on any AgileOne or Global Strategic Sourcing (GSS) personnel by a supplier can result in actions by AgileOne up to and including termination of any contract, barring suppliers to future opportunities or barring suppliers from doing business with AgileOne for a definitive or indefinite period of time, depending on the severity of violation.

Global Strategic Sourcing (GSS) should be contacted immediately in the event a supplier or potential supplier is approached by any AgileOne employee outside the Global Strategic Sourcing (GSS) organization regarding negotiations for pricing or any other contract related items.

The Global Strategic Sourcing team can be reached at gssinquiries@agile1.com.

J. Site Visits and Contacting AgileOne Employees

AgileOne requires that suppliers contact the AgileOne Client Services team for all customer site visits. Global Strategic Sourcing (GSS) can also help coordinate such visits by working in tandem with AgileOne Client Services team. Suppliers should not contact AgileOne customers directly on matters concerning day-to-day operation and business. Whenever possible, Global Strategic Sourcing (GSS) must be made aware of any meetings between AgileOne employees and a potential supplier. For all other matters related to contracts the supplier's sole point of contact is the Global Strategic Sourcing (GSS).

K. Unsolicited Proposals

AgileOne welcomes proposals from suppliers that will aid AgileOne in becoming more efficient and competitive. However, AgileOne will not tolerate attempts to circumvent its established contracting procedures through unsolicited bidding during a formal bid process. Suppliers will be notified when a bidding opportunity arises. When an opportunity is available for bidding, invited suppliers must adhere to the bidding process outlined to them at that particular time. Please note that submitting unsolicited bids that violate AgileOne's bidding rules may disqualify the supplier from obtaining future business with AgileOne.

L. Work Request Documentation

Suppliers must furnish proper documentation prior to providing any service to AgileOne as requested by members of Global Strategic Sourcing (GSS). Suppliers should note that members of Global Strategic Sourcing are the only authorized agents of the company for selecting suppliers and executing contracts for services with suppliers. Contracts signed by AgileOne employees outside this organization may be refused by AgileOne and may be declared immediately null and void at any time, at AgileOne's discretion.



M. SUPPLIER FURNISHED ENTERTAINMENT, GIFTS AND SERVICES

AgileOne recognizes that sometimes the management of business transactions may include acceptance of gifts, business meals, and entertainments such as lunches, dinners, and social events. However, such things when abused and not controlled can damage AgileOne's reputation, harm our business, and could even break the law. Under no circumstances, should gifts and entertainment be used in exchange for business favors or future AgileOne business. It is sometimes customary to accept/exchange personal gifts and entertainment, as long as it is not tied to AgileOne business. Entertainment and gifts are strictly not allowed during open bid or negotiations. Perceptions of appropriateness will vary - prudence and sound judgement by supplier and the AgileOne employee(s) will need to prevail. AgileOne employees or representatives may receive a gift, entertainment or hospitality if these conditions are met:

- It is not something that could be perceived as intended to obtain favorable treatment
- It does not create the appearance of a bribe or any other type of improper payment

N. CONFLICTS OF INTEREST

Even the appearance of a conflict of interest can be damaging to AgileOne or the supplier. For this reason, suppliers, AgileOne employees, and representatives have to stay free of activities that could appear to create a conflict of interest. AgileOne suppliers must disclose promptly all information regarding financial and personal relationships, or arrangements with AgileOne employees or representatives or their close relatives, that could appear to influence the outcome of a negotiation or purchasing decision or that violate AgileOne standards.

Unless otherwise approved by the Director, Supplier Management – Global Strategic Sourcing (GSS), if a former AgileOne employee in Global Strategic Sourcing (GSS) works for a supplier, whether as an employee or agent, the supplier must wait two years before allowing the employee to have any responsibility on behalf of the supplier with AgileOne. The two years start from the last employment date at AgileOne of the former Global Strategic Sourcing (GSS) employee. This limit helps avoid any appearance of favoritism and misuse of AgileOne information.

O. Duty to Report Violations; Non-Retaliation Policy

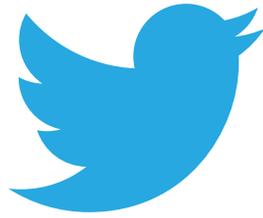
Suppliers are required to report promptly to Global Strategic Sourcing (GSS) any violations of these standards committed by their own employees or representatives, or by any employee or representative of AgileOne to Global Strategic Sourcing (GSS) at gssinquiries@agile1.com. AgileOne prohibits any form of retaliation against anyone who in good faith reports misconduct - person reporting may choose to remain anonymous. A supplier's disclosure to AgileOne of misconduct by the supplier's employee(s) does not guarantee that the misconduct will not adversely impact AgileOne's continued relationship with that supplier. However, AgileOne will generally view such a disclosure as evidence of the supplier's good faith intent to follow AgileOne rules for supplier relationship and management. Suppliers are expected to cooperate fully in any investigation of potential misconduct.

P. Supplier Value Creation

It is AgileOne's expectation that suppliers continuously find ways to create and deliver value for AgileOne and its customers. Suppliers are encouraged to work with Global Strategic Sourcing (GSS) to create a strategic two-way partnership where both parties benefit from the outcome. Such partnerships helps AgileOne deliver the best in class product to our customers.

Q. Supplier Management Program

AgileOne has a very unique and industry leading Supplier Management Program that is administered by the Global Strategic Sourcing (GSS) group. This includes the new supplier qualification process and mapping of current supplier's capabilities, competencies and capacity against opportunities. Suppliers are qualified based on value creation, competitive differentiators, partnership proposals and their capabilities, competencies and capacity to support AgileOne work. We are very selective as to who we do business with, and hence we encourage every supplier that wants to do business with AgileOne or expand their portfolio of business with AgileOne to demonstrate the partnership values and related value proposition.



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About AgileOne

Go beyond traditional workforce programs with a consultative partner able to manage your entire, end-to-end talent lifecycle. From cutting-edge technologies to award-winning services, AgileOne has the resources to provide true total talent management. Minority/woman-owned, with operations in nearly 20 countries around the globe. One World. One Workforce. One provider: AgileOne.

Reviewed and approved by AgileOne's Global Strategic Sourcing - Jaideep Majumdar, 2019

This document applies to all suppliers supporting AgileOne's operations worldwide.

This is a guide for doing business with AgileOne, and not a contractual document

AgileOne reserves the right to change the content of this guide at any point of time



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