

DEPT®



DEPT® Supplier Code of Conduct

January 2024

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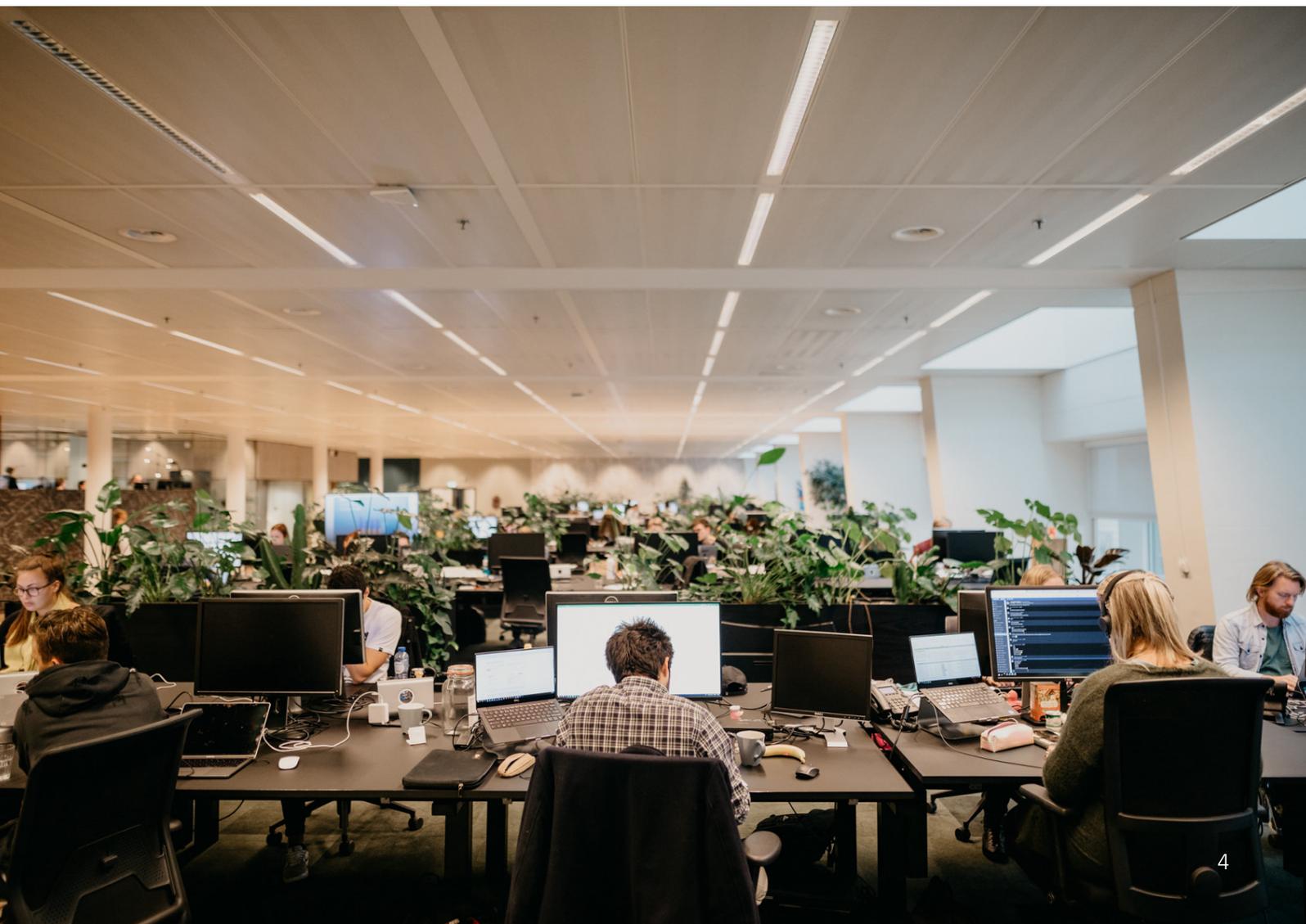
Introduction

We started DEPT® to build the best digital agency in the world. That means building the best digital agency for the world too. We believe that our work can be a transformative force to create a positive impact in the world, and we aspire to turn that belief into reality. We are big enough to cope and small enough to care and we seek to have a positive impact on not just our people and our clients, but on society as a whole.

As a Certified B Corp, we are dedicated to high standards of social and environmental performance and we are held accountable to those high standards and expectations by all stakeholders – our investors, employees, clients, community and value chain. As such, we count on our Suppliers (defined below) to demonstrate alignment with those high standards through their operations across topics such as human rights & labor, sustainability, diversity, equity & inclusion and ethics.

This DEPT® Supplier Code of Conduct seeks to establish shared requirements for and expectations between DEPT® and our valued Suppliers for doing business with ethics, responsibility and impact in mind. These requirements and expectations serve as an essential component of the relationship between DEPT® and its Suppliers and they are reflective of the policies and procedures DEPT® acts in accordance with internally—including, but not limited to our (internal) Code of Conduct, Sustainability Policy and Human Rights Commitments.

We therefore expect and require all our Suppliers to comply with the principles and practices outlined within this Supplier Code of Conduct. Suppliers refers to any third party that provides goods or services to Digital Agency Holding B.V. and/or (any of) its group companies or affiliates (DEPT®) for compensation. It is Supplier's responsibility to inform its employees, (sub)contractors and other representatives about the Supplier Code of Conducts principles, and to implement any relevant controls and agreements as necessary to ensure such employee, (sub)contractor and representatives' compliance with this Supplier Code of Conduct.



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Requirements and Expectations

Legal & Business Ethics

Compliance with Laws: Suppliers must operate in compliance with the applicable laws, rules, regulations, codes, and ethical standards of the countries, states, and localities in which they operate and/or where they provide goods and/or services to DEPT®. We expect Suppliers to employ business practices which are fair, legal and honest.

Anti-Bribery and Anti-Corruption: Supplier shall refrain from any form of corruption and shall abide applicable anti-corruption and anti-bribery laws, including but not limited to the OECD Anti-Bribery Convention and if applicable, US Foreign Corrupt Practices Act and UK Bribery Act. Suppliers must not engage in any conduct that would put our organization at risk of violating anti-corruption and anti-bribery laws. Suppliers shall implement relevant controls to prohibit and detect any misuse or company assets, bribery, improper gifts, unfair advantages or other conflicts of interest.

Competition: Suppliers shall respect the rules of free and fair competition in all business relations, and will comply with all applicable laws, rules and regulations regarding fair competition and antitrust. In their relationship with our employees and/or contractors, Suppliers must not try to gain improper advantage or preferential treatment for any (other) relationships they have with us (for example, as a client).

Financial Controls: Suppliers shall accurately reflect their business activities in books and records in accordance with all applicable laws, rules and regulations and comply with all applicable accounting and reporting standards and principles. Suppliers shall not create any off-the-book transactions with respect to DEPT®. Suppliers shall take all measures to prevent money laundering or other forms of financial crime within its sphere of influence. Suppliers shall adhere to any international trade sanctions (including embargoes). This includes but is not limited to sanctions that may be in force as a result of a resolution passed under Chapter VII of the UN Charter by the UN Security Council, and any (other) sanction that may have been imposed by the European Union.

Human Rights & Labor Rights

Non-Discrimination and Diversity: Suppliers shall prohibit discrimination based on ethnicity, color, gender, sexual orientation, language, age, religion, political or other opinion, national or social origin, property, birth, or other status or trait. Suppliers must not tolerate harassment, discrimination, violence, retaliation and other disrespectful and inappropriate behaviour. We expect Suppliers to promote Diversity, Equity & Inclusion in the workplace and treat their employees with respect and dignity. We encourage Suppliers to procure goods and services from diverse businesses (those that are 51% owned, operated or controlled by an underrepresented group).

Child Labor: Suppliers shall adhere to local laws relating to the minimum working age and not engage in the employment of child labor, directly or indirectly following the definition of ILO-IPEC (ILO 182) and of Article 32 of the UN Convention on the Rights of the Child (UNCRC). We expect that if any child is found working at the premises of the Supplier, the Supplier shall immediately take steps to redress the situation in accordance with the best interests of the child.

Freedom of Association: Suppliers shall respect the rights of their workers to join or form a trade union without facing discrimination or intimidation.

Remuneration and Benefits: Suppliers shall provide remuneration according to applicable national legal standards on minimum wage. Furthermore, the Supplier shall not use deductions from fixed wages as a disciplinary measure. We strongly encourage all Suppliers to pay living wages- a wage that enables employees and their families to afford a decent standard of living where they live.

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Working Hours: Suppliers shall apply local laws and regulations related to working hours and overtime. Where no national legal standards exist, ILO standards shall apply.

Health and Safety: Suppliers shall ensure a safe and hygienic environment of its workers. This involves creating a secure working environment, minimizing risks, addressing potential accidents and occupational illnesses, and providing adequate training of any industry-specific hazards. We encourage Suppliers to implement a health and safety management system based on international standards such as ISO 45001.

Humans Rights and Modern Slavery: Suppliers shall actively seek to prevent any forms of modern slavery through their internal operations and supply chain. We expect Suppliers to assess risks and develop corrective measures to ensure all workers within their direct operations and supply chain are treated with dignity, respect, and fairness, free from any form of forced labor, child labor, or human trafficking.

Environment

Environmental Management: Suppliers shall work towards measuring, monitoring, and mitigating any adverse environmental impacts of their operations, products, and services. We encourage Suppliers to implement an environmental management system based on international standards such as ISO 14001.

Emissions: Suppliers shall work towards measuring and reducing their greenhouse gas emissions. We strongly encourage Suppliers to measure their carbon footprint and establish science-aligned reduction targets for their carbon emissions.

Waste: Suppliers shall strive to reduce waste through their operations and facilitate the responsible disposal of any waste produced through all potential streams available to them- recycling, composting, reuse, etc.

Other Environmental Impacts: Suppliers shall assess other circumstances in which they have a material environmental impact through their operations, and implement strategies and systems to mitigate that impact. This may include areas such as energy, water, raw materials, hazardous materials, plastics or biodiversity.

Security & Privacy

Information Security: Suppliers should work to establish robust Information Security Management Systems, providing the necessary Information and communications technology (ICT) infrastructure, mechanisms, and control processes to ensure the protection of all (personal, confidential and proprietary) information and effective risk management. We expect Suppliers to comply with relevant contractual clauses (including, where applicable non-disclosure and confidentiality agreements), as well as any other relevant information security requirements as agreed upon with DEPT®. We require high risk Suppliers to be certified against an industry best practice information security framework (ISO 27001 or other, such as SOC 2). We encourage low risk Suppliers to implement an Information Security Management System aligned with such industry best practice information security frameworks.

Privacy and Data Protection: Suppliers shall adhere to all applicable data protection and privacy laws, and all specific data protection, privacy and security requirements as agreed with DEPT® and/or otherwise applicable. Suppliers must use personal data and information obtained through their relationship with us only for the purpose of providing the agreed goods and/or services or to comply with applicable law. We expect Suppliers to ensure transparency in their data processing activities, providing clear information about how personal data is collected, stored or otherwise processed.

Suppliers must keep confidential all information and personal data regarding DEPT® (including that of DEPT®'s personnel, clients or other data subjects), the contracted services and the execution of the services. Suppliers must notify DEPT® immediately of actual or suspected personal data breaches and/or security breaches, regardless of the nature or impact of such breach.

Subcontracting and Outsourcing

Suppliers may need to use subcontractors in the provision of their goods and/or services or outsource their services. However, they may only subcontract and/or outsource services they deliver to DEPT® with our prior written approval. Where approval is given, Suppliers must inform us of the locations of where the work will be performed and the parties involved in the provision of the (subcontracted/outsourced) goods and/or services. Suppliers must monitor the subcontracting or outsourcing arrangement to ensure it complies with this Supplier Code of Conduct and Supplier's (other) contractual obligations, and provide evidence of such monitoring upon request.



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Monitoring & Governance

DEPT® is very committed to compliance with this Supplier Code of Conduct. We expect all Suppliers to comply with this Supplier Code of Conduct by establishing appropriate policies, procedures and practices to address the topics set out herein, and cooperating with reasonable assessment processes requested by DEPT®.

DEPT® may request Suppliers to complete a Supplier Questionnaire intended to both assess the Supplier's compliance with this Supplier Code of Conduct and collect information on any positive social and environmental business practices that the Supplier demonstrates. We may request completion of the Supplier Questionnaire at the start of the business relationship, and/or periodically thereafter.

The information gathered through the Supplier Questionnaire is used to perform an internal desk review of any risks (ex. modern slavery, corruption, labor issues, etc.) or opportunities (ex. emissions reductions, diversity & inclusion leadership, etc.) specific to the individual Supplier.

DEPT® may request additional information from the Supplier if deemed necessary. DEPT® may introduce relevant modifications to this Supplier Code of Conduct at any time and will inform the Supplier of any such changes as relevant.

DEPT® may also provide additional capacity building and training to Suppliers on sustainability topics, such as B Corp Certification, sustainability strategy or other topics as relevant.

Material risks identified through this assessment and/or non-compliance with this Supplier Code of Conduct will be swiftly addressed, through the actions detailed below:

1. We expect Suppliers to develop a remediation plan for any instances, non-compliance and/or significant risk, and provide progress updates to DEPT® on at least an annual basis, or more frequently depending on the severity of the issue.
2. The remediation plan (the Remediation Plan) should include:
 - a. Problem statement: The issue is the Supplier is not able to comply and the reasons for not complying.
 - b. Corrective actions: Specify the actions that will be taken in order to comply or correct.
 - c. Timeline: Define a period of time to fulfill the corrective actions.
 - d. Preventive measures: Detail any additional measure or changes that will be implemented to prevent similar issues from occurring in the future.
 - e. Communication: Specify how the progress and results of the Remediation Plan will be communicated to DEPT® and relevant stakeholders.
3. DEPT® only partners with Suppliers that attest they respect and comply with this Supplier Code of Conduct and all applicable health, safety, environmental, employment, fiscal and other laws, rules and regulations. Failure to comply or inability to provide the appropriate evidence may disqualify them from the procurement process and/or result in termination of existing contracts.
4. If contracts are terminated, the Supplier will return all DEPT® assets in reasonable condition, will dispose of DEPT® information and assets, and will keep DEPT® information confidential after the agreement ends.

Positive practices or opportunities aligned with our Impact Strategy (featured on our website) that are identified through this assessment, such as environmental stewardship, community programs or diversity, equity & inclusion practices will be awarded, through actions such as:

- Deeper partnerships to foster joint sustainability projects
- Specialized training and capacity-building for further development of positive initiatives
- Public recognition to showcase and promote the Supplier's sustainability initiatives.

Breaches or Concerns

If Suppliers, or one of their employees or contractors, believe that the terms of this Supplier Code of Conduct are not being complied with by either the Supplier or DEPT®, we encourage them to report their suspects or concerns with their contact at DEPT®, DEPT®'s Chief Development Officer or the General Counsel, and/or via the procedures outlined in our Speak Up Policy.

DEPT.

ARTENGO

Big enough
to cope
Small enough
to care

DEPT.