

MACMILLAN CODE OF ETHICS FOR BUSINESS PARTNERS





Macmillan and its affiliated entities are committed to conducting business ethically, honestly and with integrity. We expect each of our vendors, suppliers, agents and other business partners (“Business Partners”) to adhere to this same standard. This Code of Business for Business Partners (“Code”) sets out the basic requirements Business Partners must meet in order to do business with Macmillan Publishers Ltd, Macmillan Holdings LLC and their subsidiaries worldwide. Compliance with this Code is in addition to and not in lieu of any obligations set out in agreements with us.

You are a highly valued Business Partner – it is important that you understand how the issues set out in this Code impact you in your business with Macmillan. If you have any questions regarding this Code please speak to your usual Macmillan business contact or alternatively one of the contacts set out on the last page of this Code. You can also reach us by using our anonymous reporting “speak-up” website which is at <http://speakup.macmillan.com>

You are required to comply with all applicable laws and regulations. Where local laws are less restrictive than this Code you must comply with the Code even if the conduct would otherwise be legal. If local law is more restrictive than this Code you must, at a minimum, comply with the applicable law.

If you use sub-contractors to conduct business on our behalf must ensure that those sub-contractors are provided with copies of and adhere to this Code. Where we have rights to audit in our agreement with you, you must ensure that this right is included in your agreements with sub-contractors.

WORKING CONDITIONS

Business Partners must treat all workers with dignity and respect and provide them with a safe and healthy working environment. You must comply with all applicable laws regarding working conditions, including worker health and safety, sanitation, fire safety, risk prevention and electrical, mechanical and structural safety. In addition, you must meet the following standards:

FAIR PAY

You must ensure that workers are paid at least the applicable minimum legal wages and provided with all legally required benefits. You must also pay overtime or incentive rates that are at least as high as those required by law.

PREVENTION OF FORCED LABOR AND CHILD LABOR

You must not use any form of forced, indentured, bonded or prison labor. We also prohibit the use of violence or coercion against laborers. You may not hire any worker who does not meet the applicable minimum legal age. You must comply with all applicable child labor laws.

DIVERSITY, DISCRIMINATION AND HARASSMENT

Macmillan values diversity in its employees, customers and Business Partners. We expect our Business Partners to comply with all applicable laws concerning employment opportunity and discrimination to provide a workplace free of unlawful discrimination and harassment we will evaluate our Business Partners, in part, on their commitment to equal employment.

ANTI-BRIBERY AND CORRUPTION

Macmillan's policy is to conduct business in an honest and ethical way, without the use of corrupt practices or acts of bribery to obtain an unfair advantage and we require our Business Partners to adhere to the same standard. You may not engage in conduct on our behalf that we would not engage in directly. Bribery is a criminal offense in most of the countries in which we and our Business Partners operate and corrupt acts may expose all of us to the risk of prosecution, fines and imprisonment and reputational harm. Macmillan's position against bribery and corruption has been adopted globally and policies against bribery and corruption have been adopted by Macmillan entities worldwide. All Business Partners must act consistently with our Anti-Bribery and Corruption Policy.

FACILITATION PAYMENTS

Macmillan does not permit our Business Partners to offer "facilitation, "grease" or "expedition" payments, even though in some countries it is customary business practice to make payments or gifts of small value to junior government officials in order to speed up or facilitate a routine action or process. You may not offer any facilitation payments while conducting business on our behalf, even if that is "how business is done" and even if it is legal in the country in question to do so.

DEALING WITH GOVERNMENTS

Business Partners must strictly observe the laws, rules and regulations that govern the acquisition of goods and services by any governmental entity of any country in which they operate. Activities that may be appropriate when dealing with non-governmental entities may be improper and illegal when dealing with governments. If you deal with any governmental entity,

you are responsible for learning and complying with all rules that apply to government contracting and interactions with government officials and employees.

BUSINESS COURTESIES

Business Partners may not provide, attempt to provide, offer or solicit anything of value, directly or indirectly, to obtain or reward favorable treatment in connection with any transaction on our behalf. You must ensure that any business courtesies, tokens of appreciation, meals, invitations to entertainment activities or gifts offered or received cannot reasonably be construed as an attempt to secure unfair preferential treatment.

Neither Macmillan Business Partners nor Macmillan employees may offer or accept any gift that could possibly be seen as a bribe or an attempt to improperly influence a business relationship. Entertainment activities and gifts should be modest in price and uncommon in frequency. Gifts of cash or cash substitutes are never acceptable. As a general guideline for evaluating whether a business courtesy is appropriate you should consider whether public disclosure would be embarrassing to you personally, your organization, to Macmillan or any third party. Consult your agreement with Macmillan and our websites [add hyperlink] for more detail about our Anti-Bribery and Corruption policy.

KICKBACKS

Business Partners must not offer, promise or provide any Macmillan employee, or any member of their family, with any personal benefit - kickback, favour, cash, gratuity, entertainment or anything else of value - in order to obtain favorable treatment from us.

POLITICAL OR CHARITABLE DONATIONS

Business Partners are not authorized to make any type of political contribution or charitable donation on behalf of Macmillan.

INTELLECTUAL PROPERTY AND CONFIDENTIAL INFORMATION

Business Partners are expected to protect Macmillan's intellectual property rights and our proprietary and confidential information. You must maintain the confidentiality of our trade secrets and other proprietary information and keep confidential the information entrusted to you by Macmillan according to this Code and your individual agreements with us, except when disclosure is authorized by Macmillan or mandated by law. You must respect our intellectual property, and you may not reproduce or distribute copyrighted materials except according to the terms of your agreement with us.

Business Partners are expected to further safeguard Macmillan information by refraining from transferring, using or publishing it other than is necessary in the ordinary course of business. You must observe applicable data privacy standards. Consult your agreement with us for more restrictions and detail.

FINANCIAL INTEGRITY AND RECORD KEEPING

Business Partners must record and report information accurately, honestly and objectively. You must keep accurate financial and business records, submit proper invoices and maintain books and record in accordance with all applicable laws and regulations. You may not make any false or inaccurate entries in any books and records related to dealings with Macmillan.

CONFLICTS OF INTEREST

Business Partners may not enter into a financial or other relationship with a Macmillan employee that creates any actual, potential or perceived conflict of interest. A conflict of interest arises when the personal interests of a Macmillan employee are inconsistent with the responsibilities of his or her position with our company.

Even the appearance of a conflict of interest can be damaging to Macmillan, to you and to the employee and must be disclosed and approved in advance. You must contact us if you become aware of a potential conflict of interest.

ENVIRONMENTAL

We are committed to conducting our business in an environmentally responsible manner and minimizing our environmental impact. We take seriously the impact our business operations have on the state of the world and hope to influence other companies to take responsibility for their own use of resources and energy. You are encouraged to exceed legally mandated standards. At a minimum, Business Partners must comply with all laws, rules and regulations exceed legally mandated standards. At a minimum, Business Partners must comply with all laws, rules and regulations that pertain to the environment. We will evaluate our Business Partners in part on their commitment to sustainable business practices.

RAISING CONCERNS

Business Partners and their employees should report to Macmillan any conduct, including the conduct of any Macmillan employees, that they believe in good faith to be an actual or potential violation of this Code.

We encourage any Business Partner encountering questionable activities to immediately bring them to our attention through your Macmillan business contact or alternatively the contacts set out at the back of this Code. You can also use our anonymous reporting “speak-up” website which is at <http://speakup.macmillan.com>

Promptly reporting issues is in the best interest of everyone. If you have any questions related to business conduct and ethics please contact us.

THANK YOU FOR YOUR SUPPORT

Thank you to all of our Business Partners for their attention to these important issues. We look forward to a mutually beneficial relationship with you based on the highest level of ethical behavior.

SOURCES OF INFORMATION AND CONTACTS

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