

NEP LEGAL GUIDE FOR EMPLOYEES

WE DO THE RIGHT THING



NEPGROUP.COM

MARTIN STEWART, CEO

- At NEP we do the right thing.
- We look out for each other and above all else we are accountable to each other, expecting the highest standards. Decency, integrity, honesty, inclusiveness and humility are non-negotiables in an organization and an industry that requires exceptional teamwork.
- We have created this Legal Guide for Employees to set out what we expect of you as an employee of NEP. You are what makes NEP the best in the business!



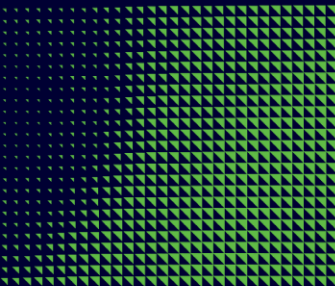
OUR VALUES



Do Right

We do the right thing

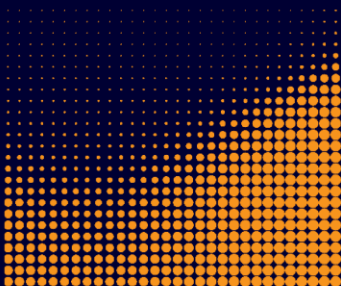
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Embrace the Possible

We are curious minds, with a thirst for discovery

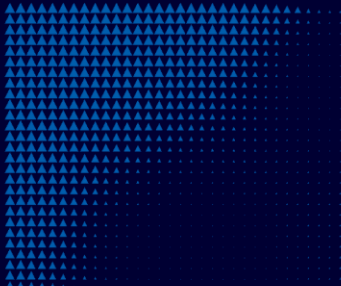
We share knowledge generously and we love to learn. We respect each other and the expertise and experience we each bring. We invest in each other to deliver the best.



Be Fearless

We are fearless innovators and problem solvers

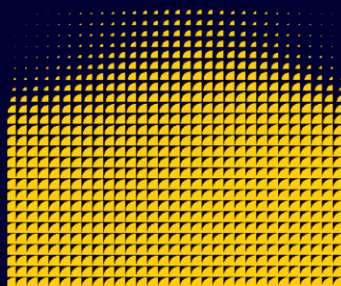
With our history, knowledge and expertise, we are building upon our foundations to lead for our future. We are creative in how we use the technology, not just users of creative technology. We are calm in a crisis and solve problems under pressure.



1 + 1 = 3

We are more than the sum of our parts

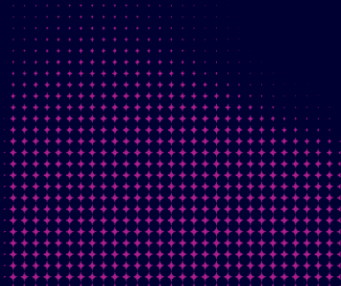
We connect and collaborate across disciplines, geographies, borders and brands. We pick up the phone, we ask the question, we get it done. We make 1 + 1 = 3 for our colleagues, our clients and everyone we work with.



Deliver the Wow

We stretch the limits of imagination

We create experiences that customers love, audiences remember and talk about, and our colleagues are proud to be part of. We get a kick out of delivering the wow.



DEAN NACCARATO, CHIEF LEGAL OFFICER

- This Legal Guide for Employees provides a concise explanation of the standards expected of all of us. In short, we do the right thing.
- If you have any questions or concerns please reach out to me, David Leadbetter, your local manager or our whistleblowing ethics hotline. More information and all the full legal policies, can be found at www.nepgroup.com/legal.



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ALCOHOL AND DRUGS

- We do not use, possess or supply illegal drugs.
- We do not consume alcohol at work unless authorized by a Director.
- We comply with drink-driving laws at all times.
- We are expected to arrive at work fit to carry out our jobs and to be able to perform our duties safely without any limitations due to the use or after effects of alcohol or drugs (whether prescribed, over the counter or illegal).
- We expect each other to demonstrate responsible behaviour at work, work-related functions and work-related social events and to act in a way that will not have a detrimental effect on our reputation.
- If we are taking any prescription drugs that may affect our ability to carry out our duties we must inform our manager.

BRIBERY AND CORRUPTION

- We do not give or accept bribes.
- We follow the Rules on Gifts and Entertainment set out in Annex A of NEP's Bribery Policy available at www.nepgroup.com/legal.
- We keep a record of all gifts given or received (including meals) above a value equivalent to \$200 on the NEP Gifts And Entertainment Register (available at www.nepgroup.com/legal or here [NEP G&E Register](#)).
- When engaging Representatives (agents, consultants, suppliers, vendors, service providers and any others who act in any capacity on behalf of NEP) we look out for red flags (set out in Annex D of the Bribery Policy) and follow the correct accounting controls (Annex B of the Bribery Policy) and, for Higher Risk Representatives, complete due diligence controls (Annex C of the Bribery Policy).
- We complete the training in Bribery.
- More information is in NEP's Bribery Policy available at: www.nepgroup.com/legal.

COMPANY PROPERTY

- We take good care when using company property to ensure that it is properly and responsibly stored, secured, used, maintained and serviced as directed.
- We do not allow company property to be used by anyone outside NEP unless approved by our manager.
- We obtain permission from our manager for use of company property for non-work use.
- We treat company property with the same care that we would have for our own property.

COMPETITION LAW

- We do not agree with competitors to fix a price in the market.
- We do not agree with competitors to divide up customers or territories.
- We do not collaborate inappropriately with competitors on responses to tenders.
- We do not seek or accept competitors' confidential information.
- We do not share our confidential information with competitors.
- We take care when at industry forums or competitor meetings to follow the above behaviours, ideally keeping agendas and notes.
- If we are involved in a meeting or call where any of these issues cause concern we should politely excuse ourselves and contact our line manager, Chief Legal Officer (Dean Naccarato) or Regional General Counsel (David Leadbetter).
- More information is in NEP's Competition Law Policy, available at www.nepgroup.com/legal.

CONFIDENTIALITY AND CONFLICT OF INTEREST

- In the course of our employment we may produce or be provided with confidential information.
- We will not, either during or after the termination of our employment, disclose to anyone outside NEP any confidential information, without authorization by NEP.
- Should we become aware of the loss of confidential information outside NEP we will notify a Director.
- We will never use confidential information provided in the course of our work with NEP for our own personal benefit or to promote a competing business. Should we become aware of any actual or potential conflict we will raise this with our manager.
- We never purchase or sell any shares in any customer or company when we are in possession of price sensitive confidential information regarding that customer or company. We also never directly or indirectly "tip" others who might make an investment decision based on that information.

CONTRACTS

- We should always seek to contract based on our standard terms and conditions.
- Where we are asked to contract, including in RFPs, other than on our standard terms and conditions we carefully review the terms and seek help with anything that we don't understand from NEP Legal or Finance.
- We should always seek to limit our liability in any contract where we are supplying services. Any decision regarding the cap on liability will be taken by local Senior Management.
- Contracts (other than those on NEP's standard terms and conditions) should only be signed by a Director or equivalent position under local laws.

DATA PROTECTION AND DATA PRIVACY

We comply with all data protection laws and requirements (including the GDPR) when processing any personal data on NEP's behalf, in particular:

- We handle personal data fairly, lawfully and transparently.
- We only obtain and use personal data for specified and lawful purposes.
- We only keep personal data that is adequate, relevant and not excessive in relation to the purpose for which we have it.
- We make sure that personal data that we keep is accurate and, where necessary, kept up to date.
- We do not keep personal data for longer than is necessary.
- We keep personal data safe and secure.

We also agree to NEP's Data Protection Policy, and NEP's use of our personal data.

ENVIRONMENT

- At NEP we believe that doing business that is right for the earth is the right way to do business.
- We ensure that we comply with all applicable environmental laws and regulations, including laws and international treaties relating to (but not limited to) waste disposal, emissions, pollution, discharges and the handling of hazardous and toxic materials and only use packaging materials that comply with all applicable environmental laws and treaties.
- We act in an environmentally responsible and efficient manner, making efforts to minimise our impact on the environment. We manage our environmental risks.
- We source our products and supplies responsibly.
- NEP's Project Earth initiative is designed to make environmental sustainability a global priority. More information can be found on our publicly available web page (NEP Project Earth <https://www.nepgroup.co.uk/talent/project-earth>).

HEALTH AND SAFETY

- We are committed to providing a safe and healthy working environment for our employees and visitors wherever we operate.
- We comply with the Health and Safety Laws of any countries where we are operating.
- We check and follow any Health and Safety Procedures implemented by NEP in any country where we are operating.
- We check and follow any Health and Safety Procedures implemented by our clients on any site where we are operating.
- We implement general and relevant industry-specific procedures and safeguards to prevent workplace hazards and work-related accidents and injuries.
- We continually monitor any risks in the day to day performance of our duties.
- All accidents or incidents occurring on our premises are immediately reported to our local management and a formal accident report is filled out.

INCLUSION AND DIVERSITY

- We aim to create an inclusive working culture that respects and values differences whilst encouraging individuals to contribute their best.
- We believe that creating an inclusive culture and championing employee diversity is the right thing to do for our business, our customers and our people. Doing these things enables us to better serve all by bringing our best selves to work every day, with diversity of thought and different perspectives that spark innovation, the lifeblood of our business.
- We commit to (re) defining processes and ways of working to ensure that we foster, cultivate and maintain an inclusive and diverse working environment.
- We commit to supporting talented people from any background to meet their potential at all levels of the company.
- We will not tolerate unlawful discrimination on any grounds.
- We expect all employees, regardless of level, seniority, department or location, to support the creation of an inclusive and diverse workplace.

INTELLECTUAL PROPERTY

- We take care to respect and protect our client's intellectual property.
- We do not use materials containing intellectual property belonging to third parties (such as pictures or music found on the internet, software or trademarks) without permission or a license from its owner.
- We understand that intellectual property rights in materials that we create in the course of our employment are the property of NEP, (including copyright, patent, design right, trade mark, database rights, know how, trade secrets, confidential information or other intellectual property rights) and belong to NEP.
- We agree to assign our intellectual property rights in materials we create in the course of our employment to NEP and execute all necessary documents to affect such assignment.
- We take reasonable steps to keep information of any potentially patentable inventions confidential.

IT AND SOCIAL MEDIA

- When using social media we avoid making any statements or comments that disparage or reflect poorly on NEP.
- We will not send abusive, obscene, discriminatory, racist, harassing, derogatory, defamatory or otherwise inappropriate emails.
- We ensure that confidential and sensitive information is kept secure. Desktops and laptops are locked when we are away from our desks.
- We may use the internet for personal purposes provided it is reasonable and does not interfere with our performance of our duties. Such use is monitored by NEP.
- Any posts on company sites or pages must be authorised in accordance with current policies.

LITIGATION

- Where we are involved in any issue that may lead to a legal dispute we report this to NEP Legal or Finance immediately.
- We retain all documents that relate to such a dispute and store them in a safe manner. This includes emails and other electronic documents.
- We do not create any new documents (including electronic documents and emails) that relate to such a dispute without discussing with Legal or Finance first.
- We do not discuss the details of any legal dispute with anyone outside NEP or those directly involved internally.

MODERN SLAVERY, CHILD LABOR AND HUMAN RIGHTS

- NEP is committed to ensuring there is no modern slavery, human trafficking or illegal labor practises and that Human Rights are upheld in our business or our supply chain.
- We comply with all applicable anti-slavery and human trafficking laws, statutes, regulations and codes from time to time in force in any part of our supply chain. This includes, but is not limited to, not supporting or engaging or requiring any forced labor, the use of child labor, bonded labor, indentured labor and prison labor.
- We comply with all internationally recognised human rights understood, at a minimum, as those expressed in the International Bill of Human Rights.
- We expect the same standards from our contractors, suppliers and other business partners.
- We will report any possible occurrence of modern slavery, human trafficking or illegal labor practices that we become aware of to NEP Legal or our manager.

SANCTIONS

- NEP does not do business directly or indirectly with customers or suppliers from, or located in, Cuba, Iran, North Korea, Syria or the Crimea region of the Ukraine.
- Before doing business with any new customers or suppliers from, or located in, Russia, the Western Balkans (e.g. Bosnia and Serbia), Belarus, Burma/Myanmar, Burundi, Central African Republic, Democratic Republic of Congo, Iraq, Lebanon, Libya, Mali, Nicaragua, Somalia, South Sudan, Sudan, Ukraine (other than Crimea region), Venezuela, Yemen or Zimbabwe the Regional CFO must carry out an SDN check and obtain approval from the Chief Legal Officer. The Chief Legal Officer or Group Compliance Director will maintain a record of any approvals.
- Before doing business with any new customers or suppliers located outside Australia, Canada, EU Countries, Japan, New Zealand, Singapore, the UK or the USA where the anticipated annual spend is likely to be above the equivalent of US\$1,000,000 the Regional CFO must carry out an SDN check.
- Where any red flags (as set out in Appendix A of NEP's Sanctions Policy) are shown then we must review this with the Chief Legal Officer or Group Compliance Director and ensure that all red flags are resolved before proceeding.
- More information can be found in NEP's Sanctions Policy, available at www.nepgroup.com/legal.

TAX AVOIDANCE

- We believe in paying our fair share of tax and conduct all of our business in an honest and ethical manner.
- We do not commit tax evasion (cheating the public revenue of taxes).
- We do not facilitate any third parties committing tax evasion.
- We notify NEP Legal or Finance or our manager as soon as possible if we believe or suspect tax evasion.
- We should discuss any suspicion that we have of tax avoidance (even if legal) with NEP Legal or Finance.

WHISTLEBLOWING AND RAISING CONCERNS

- Where we have a serious concern of any wrongdoing at work by a colleague or third party we should raise this with our line manager or local management.
- Where we are not comfortable doing this, we should reach out to the Chief Legal Officer (Dean Naccarato) or Regional General Counsel (David Leadbetter).
- We may also make a report (anonymously should we choose) via the Company whistleblowing hotline on +1-866-2506706 (or any of the local numbers listed in Annex A to the NEP Whistleblowing Policy) using access code '23583' or online via [Speakup](#).
- More information can be found in NEP's Whistleblowing Policy, available at www.nepgroup.com/legal.