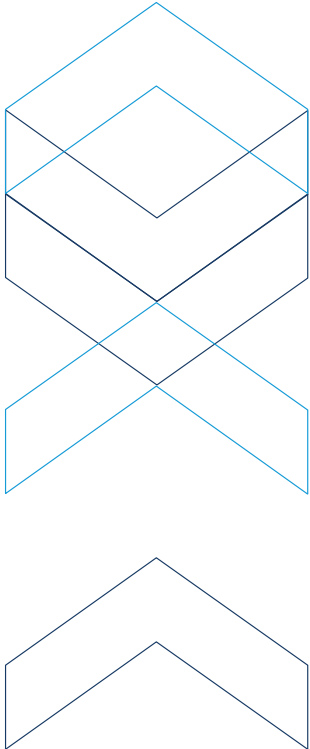


Responsible Procurement Guidelines





Proskauer Rose LLP (hereafter “Proskauer”) pride ourselves on our reputation for conducting business activities in the most responsible and professional manner. The principles outlined below serve as the cornerstone of Proskauer’s relationship with our supply partners.

These Responsible Procurement Guidelines (“Guidelines”) applies to Proskauer suppliers and their subsidiaries, affiliates and subcontractors (each a “Supplier”; collectively, “Suppliers”) providing goods or services to Proskauer, or for use in connection with Proskauer services or products. Proskauer requires its Suppliers to read and comply, and operate in accordance with, the principles detailed in the most recent version of the Guidelines.

Proskauer will periodically assess compliance with this Guidelines through supplier assessment and review. Any violations of this Guidelines could jeopardize the Supplier’s business relationship with Proskauer, including, without limitation, termination. If there is any aspect of this Guidelines that conflicts with an existing contractual term between Proskauer and a Supplier, the contract term shall prevail.



Proskauer is committed to protecting the environment. Supplier shall develop, implement and maintain environmentally responsible business practices consistent with the best industry standards and practices and promote these practices to its stakeholders.

Emissions Management. Supplier shall identify, manage, reduce and responsibly control emissions emanating from its operations that pose a hazard to the environment.

Energy Management. Supplier shall have a systematic approach to evaluating and conserving energy consumption.

Sourcing. Supplier shall consider the environmental impact when procuring goods and services.

Waste & Pollution Management. Supplier shall implement a systematic approach to identify, manage, reduce and responsibly dispose of, or recycle, waste and prevent pollution.

Resource Reduction. Supplier shall conserve resources (e.g., water) and resource consumption by implementing efficiency, conservation and substitution measures.



Governance & Ethics

Proskauer expects the highest standards of ethical conduct in all of its endeavors. Supplier shall be ethical in the way it conducts its business, including relationships, practices, sourcing and operation. Supplier shall always act with integrity; make decisions that serve the best interests of Proskauer and its clients; and never deceive, defraud or misrepresent the facts.

Business Integrity. Supplier shall not practice or tolerate any form of corruption, extortion, embezzlement or bribery to obtain an unfair or improper advantage in the course of doing business. Supplier shall abide by all applicable anti-corruption laws and regulations, including but not limited to anti-money laundering, tax evasion and anti-bribery laws of the countries in which it operates. Supplier shall take all reasonable precautions to prevent inadvertent use of Proskauer's business activities for money laundering or terrorist financing.

Each supplier, by confirming in its Proskauer Supplier Information Profile that it complies with this Supplier Responsibility Guidelines, is confirming that it strictly complies and will continue to comply on an ongoing basis with all current applicable laws and regulations regarding tax evasion, including but not limited to, the UK Corporate Criminal Offence of the Failure to Prevent the Facilitation of Tax Evasion ("UK CCO") laws (including having in place and maintaining where required by law its own policies and procedures in relation to UK CCO).

Business Solicitation. Supplier shall refrain from speculatively soliciting business directly or indirectly from unknown Proskauer employees/contractors by letter, email or telephone (e.g., cold calling, direct marketing etc.). Suppliers are encouraged to contact their assigned relationship manager to discuss mutually beneficial and more effective methodologies of growing the business relationship.

Competition. Supplier shall apply fair business practices in the course of doing business and comply with all applicable anti-trust and global competition laws.

Conflicts of Interest. Supplier shall be aware of situations that can present a conflict and will avoid even the appearance of bias. Supplier shall immediately disclose to Proskauer any

situation that may appear as a conflict of interest, including, without limitation, close personal or family relationships, and Supplier shall immediately disclose to Proskauer whether any Proskauer employee or contractor may have an interest in the Supplier's business or any kind of economic ties with the Supplier.

Disclosure of Information. Supplier shall safeguard the confidentiality of Proskauer's name and information, including, without limitation, both client data and employee personal information, by keeping it secure, limiting access and avoiding discussing or revealing such information. In addition, Supplier shall protect, respect and not misuse proprietary information and intellectual property belonging to Proskauer or any third party. Furthermore, Supplier shall accurately record information with respect to its business activities and shall disclose information, without falsification or misrepresentation, to all appropriate parties.

Insider Trading. Proskauer clients may be publically listed, and any information pertaining to those clients may potentially constitute material, non-public information within the meaning of applicable securities laws. Supplier and its employees shall not use such insider information for personal gain or in violation of any applicable securities laws.

Professional Behavior. Supplier shall comply with relevant laws, rules and regulations in the countries and jurisdictions in which it operates and shall avoid any action that may discredit or disparage the reputation of Proskauer or its clients. Supplier shall not make any statements or speak to reporters on Proskauer's behalf. Supplier shall only engage in social media in a way that complies with law. If Supplier posts any content that relates to Proskauer, Supplier shall have obtained permission first and include disclaimers indicating that the views expressed do not represent those of Proskauer.



Health & Safety

Worker health, safety and well-being is very important to Proskauer. Supplier shall provide and maintain a safe work environment and integrate sound health and safety management practices into its business. Workers shall have the right to refuse unsafe work and to report unhealthy or unsafe working conditions confidentially and anonymously without fear of retaliation.

Emergency Response. Supplier shall identify and assess potential emergency situations and develop and implement appropriate emergency plans and response procedures.

Ergonomics. Supplier shall identify, evaluate and control worker exposure to tasks that pose ergonomic risks.

Incident Management. Supplier shall have a system for workers to report health and safety incidents and near misses, as well as a system to investigate, track and manage such reports.

Industrial Hygiene. Supplier should have in place procedures and systems to identify, evaluate and control worker exposure to the hazards of physically demanding tasks.

Occupational Health, Safety and Hazard Prevention. Supplier shall identify, evaluate and manage occupational health and safety hazards.



Labor & Human Rights

Proskauer believes all workers in our supply chain deserve a fair and ethical workplace. Workers must be treated with the utmost dignity and respect, and Suppliers shall uphold the highest standards of human rights. Supplier shall promote behavior that is free of unlawful discrimination and harassment, abusive conduct and bullying.

Anti-Discrimination. Supplier shall not discriminate against any worker based on age, disability, ethnicity, gender, marital status, national origin, political affiliation, race, religion, sexual orientation, union membership or any other basis prohibited by law, in hiring and other employment practices.

Anti-Harassment and Abuse. Supplier shall commit to a workplace free of harassment and abuse.

Prevention of Modern Slavery. Supplier shall ensure that all work is voluntary. Supplier shall

not traffic persons or use any form of slave, forced, bonded, indentured or prison labor.

Prevention of Underage Labor. Supplier shall comply with all local and national minimum working age laws, rules and regulations and not use child labor.

Wages and Benefits. Supplier shall compensate all workers in accordance with all applicable laws, including, without limitation, those that relate to minimum wage and overtime hours. Supplier shall ensure that all workers receive at least the legally mandated minimum wages and benefits.

Working Hours. Supplier shall follow all applicable laws, rules and regulations with

respect to working hours and days of rest, and all overtime must be voluntary.



Diversity & Service

Proskauer is devoted to building a culture that embraces and furthers diversity, equity, and inclusion. The firm is also focused on service impact through our pro bono and corporate social responsibility programs, allowing our employees to meaningfully engage in causes that affect us all. We, in turn, encourage our Suppliers to embrace diversity and service opportunities.

Diverse Talent Development. Supplier shall commit to developing and retaining diverse talent.

Diversity Best Practices. Supplier is encouraged to implement diversity best practices and provide diversity training to enhance culture and inclusion.

Supplier Diversity. Supplier is encouraged to develop its own supplier diversity initiatives to promote economic inclusion opportunities.

Community Engagement. Supplier is encouraged to foster social and economic development and contribute to the sustainability of the communities in which it operates.

Service. Supplier is encouraged to partner with its clients, causes, and community organizations to establish opportunities for service.

Proskauer»