
ACT[®] Supplier Code of Conduct

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Purpose Statement

ACT's Supplier Code of Conduct ("the Code") is the foundation of ACT's relationship with its suppliers, creating a mutual understanding of ACT's Guiding Principles. The purpose of the Supplier Code of Conduct is to outline ACT's compliance expectations and underscore the importance of ethics and the integrity of its suppliers. This Code is not exhaustive; suppliers are required to use their own discretion to ensure compliance with unaddressed topics and any contract terms and conditions.

Scope

The scope includes who should read the policy and who the policy applies to.

- All ACT Team Members
- All ACT Subsidiaries, including affiliated companies in which ACT owns or controls at least 50% or more.
- All ACT Contractors (e.g., Kelly Services contractors)
- Other: ACT suppliers, agents, vendors, consultants, distributors, subcontractors, and partners

(For purposes of this Code, the above checked categories are referred to as "suppliers".)

Policy

A. Introduction to ACT's Guiding Principles and Supplier Code of Conduct

ACT's reputation is one of its most valuable assets. ACT's business is built on trust. These Guiding Principles frame how ACT conducts business:

- **Holistic** - ACT assesses and appreciates each person's unique traits and skills, to help navigate toward college and career success.
- **Inclusive** – ACT does everything it can to level the playing field for everyone, regardless of needs, backgrounds, or resources.
- **Transformational** - ACT leads the industry through its research and technology, constantly evolving as an integral part of the learning process.

The Code helps ACT suppliers make decisions that reflect ACT's Guiding Principles. Suppliers must ensure that its subcontractors receive and abide by this Code.

B. Anti-Harassment and Discrimination

ACT strives to create and maintain an inclusive work environment with dignity and respect, and foster a workplace where diversity and inclusion are valued. The commitment extends to ACT suppliers: ACT prohibits any unlawful discrimination or harassment by its suppliers. ACT specifically prohibits suppliers from discrimination against individuals based on their status as protected veterans or individuals with disabilities, and discrimination against all individuals based on their race, color, religion, sex, national origin, sexual orientation, or gender identity.

C. Conflicts of Interest

Suppliers must ensure that their activities and interests, and those of any subcontractors, do not conflict with their responsibilities to ACT. This includes, but is not limited to:

- When a supplier, directly or indirectly, through business, investment, or its directors, officers, or employees, owns or holds a financial interest in an ACT competitor, another supplier, vendor, subcontractor, customer, other ACT business partner, or other party with whom ACT has or is negotiating a transaction or arrangement.
- When a director, officer, or employee of the supplier serves as a director, officer, consultant, or employee of, or performs services for, an ACT competitor, another supplier, vendor, subcontractor, customer, other ACT business partner, or other party with whom ACT has or is negotiating a transaction or arrangement.
- When an ACT team member, director, or officer serves as a director of, holds another leadership position at, or owns or hold a financial interest in the supplier.

If at any point there is an existing or potential conflict of interest between a supplier's interest, duties, obligations, or activities and its responsibilities to ACT, ACT must be notified immediately. ACT will then review the existing or potential conflict of interest and determine its relevance and how to appropriately resolve or handle it.

D. Protection and Proper Use of ACT Assets

Suppliers must respect ACT intellectual property rights, including processes, information, and technology. Suppliers are required to take the necessary precautions to safeguard ACT assets, including intellectual property, data, and records.

E. Confidentiality

Suppliers may learn confidential or proprietary information about ACT, its customers, prospective customers, other suppliers, and other third parties. Suppliers must:

- Maintain the confidentiality and security of ACT confidential information; and
- Comply with ACT policies and legal requirements regarding the collection, protection, use, transfer, and disclosure of confidential information.

F. Gifts and Anti-Bribery

• Gifts and Gratuities

Gifts and gratuities may involve anything of value – meals, drinks, entertainment (e.g., tickets or passes), recreation (e.g., golf course fees), honoraria, lodging, travel, or discounts. ACT prohibits giving or accepting any cash and cash equivalents.

Suppliers must never offer or accept a gift or gratuity to improperly influence others, win or retain business, gain an improper advantage, or be perceived as doing so, with or for ACT.

Specific laws apply to government officials and employees, which often heavily restrict gifts and gratuities. Suppliers must comply with all applicable gift and ethics laws, regulations, and government-issued ethics opinions. Suppliers must have prior written approval of the ACT legal department before providing any gifts and gratuities to a government official or employee.

• Prohibition of Corrupt Practices

The U.S. and other countries have laws that prohibit bribery, kickbacks, and other improper payments. Even if gifts and gratuities are not actual bribes, they may still create a conflict of interest or violate law.

Suppliers must be aware of and adhere to applicable anti-corruption laws. This includes the U.S. Foreign Corrupt Practices Act, which prohibits certain payments to foreign government officials throughout the world, not just within the U.S. (including employees of government-owned enterprises).

• Global Business

The U.S. and other countries have laws that regulate international business and combat national security or criminal threats. Suppliers must comply with restrictions on and requirements for with whom they do

business, in which countries they may do business with or for ACT, how ACT information or products are transferred between countries, and any necessary government approvals.

G. Accessibility

Suppliers creating digital content in the form of web pages, web applications, tests, test content, software code, software, documentation or other deliverables for ACT must be designed to meet the minimal technical standards for accessibility specified by ACT, including the requirements of Level AA success criteria of the Web Content Accessibility Guidelines (WCAG) 2.0 as published by the World Wide Web Consortium's Web Accessibility Initiative. Suppliers must inform ACT of any accessibility concerns related to the services or products provided by Supplier, which might impact the accessibility of ACT's products and services.

H. Fairness

- Fair Dealing

Suppliers are expected to deal fairly with ACT's customers, other suppliers, competitors, other third parties, and team members. Suppliers should not take unfair advantage of anyone through the manipulation, concealment, or abuse of confidential or privileged information, misrepresentation of material facts, or any other unfair-dealing practices.

- Honesty

When representing ACT, it is important to convey a consistent, professional, and appropriate message. Suppliers must honestly and accurately describe ACT's products and solutions, and be truthful in communications made on behalf of ACT.

- Doing Business with Government Entities

Doing business with governments (such as state education departments or workforce boards) often involves additional requirements. Suppliers must follow laws that apply to ACT through government contracting and procurement, impact communications during procurement, and impose other special requirements when doing business with the government.

I. Workplace Standards

Suppliers are required to follow all general workplace standards, regulations, and laws, including maintaining a drug free workplace, health and safety, environmental, and labor standards.

J. Commitment to Compliance

As a global company, ACT is subject to a wide array of laws. Non-compliance could result in significant legal consequences and reputational harm. Suppliers must not take any action that would violate, or cause ACT to violate, any applicable laws or regulations of the United States or other applicable jurisdictions, as well as any licenses, authorizations, orders, or any other official government action.

Suppliers must fully comply with applicable laws, regulations, and ACT policies. Suppliers must cooperate in any investigations, reviews, or audits relating to compliance with this Code, by ACT or any applicable government agency. Suppliers must also ensure that any subcontractors must abide by this Code.

K. Ask Questions and Report Concerns

ACT encourages suppliers to report any questions or concerns. Suppliers have an important role in helping ACT handle concerns properly and making sure it is conducting business with the highest standards for ethics and compliance. Of course, suppliers should not knowingly submit false or misleading reports. ACT prohibits retaliation for any reports made in good faith or for participating in an investigation.

Suppliers may direct any questions and report any concerns or suspected violations of the Code using an ethics reporting system hosted by an outside company, available 24/7, through:

- A live conversation by calling toll free 1.877.777.7296. (If calling from outside the U.S., locate the applicable phone number on the [Ethics Portal](#).)
- Text the word “Report” to 319.250.5667.
- Submit through an [online reporting](#) tool.

Anonymity is an option for any of these reporting channels.

Consequences

Failure to comply with this Supplier Code of Conduct and the associated procedure(s) may result in ACT requiring corrective action or termination of the supplier’s relationship with ACT.

Reference Documents

- [Platform for Third Party Compliance \(Policy Attestations, Training, and Due Diligence Questionnaire\)](#)

Authority to Interpret and Make Exceptions

The Ethics Advisory Committee and Legal Department may develop supplemental guidelines and procedures for implementing and interpreting the policy.

Exceptions to this policy must be approved by the EAC.

Policy History

Current version	1
Date Approved by PAC	8/2/2018
Date Approved by SMT	8/9/2018
Original Effective Date	8/9/2018

Version History

Date	Version	Description of change

Board of Directors Review

Is Board of Directors Review Required: No

Date Approved by Board	N/A
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