



PwC's Third Party Code of Conduct FAQ: For Vendors

Building trust in how we do business

In doing business with PwC, Third Parties (hereinafter defined as "TP") are expected to adhere to PwC's standards with regards to the areas listed here (not exhaustive) to the extent where local laws are applicable.

Independence	Hiring and employment practices	Environmental and stewardship
Conflicts of interests and sensitive situations	Wages and hours - compliance with applicable wage, hour and overtime laws and regulations	Confidentiality and data protection
Competing fairly	Third Parties' interaction with Personnel <i>Note:</i> See below for how we define 'Personnel'.	Intellectual property
Combating corruption and bribery	Child labour	IT security
Economic crime and money laundering	Human trafficking and modern slavery	Social media
Insider dealing/trading	Health and safety	
Sanctions and export controls	Freedom of association	

To help TP navigate through the more subjective areas, we've prepared this Question and Answer pack to highlight some of the key points to note.

About the PwC Third Party Code of Conduct (TP CoC)

What are the objectives of the PwC TP CoC?

They are to:

- Set uniform and equal principles throughout the [PwC Network](#) for working with Third Parties;
- Help the PwC Network proactively manage the risks associated with engaging Third Parties;
- Enable Third Parties to understand and monitor the standards we expect of them;
- Respond to clients who require assurance on our management of Third Party relationships; and
- Allow PwC member firms to respond robustly to client or regulator requests in a consistent manner e.g., where Third Parties are required to comply with certain ethical, business or regulatory requirements

Unless required by law, please be assured that confidential information and personal data provided by the TP will not be disclosed in our responses to any unrelated parties without prior consent.

How does PwC define 'Third Parties'?

Entities including their Personnel* or individuals subcontracted to work for or with PwC, or that provide goods or services to PwC.

* Personnel is defined as: Employees and/ or subcontractors of Third Parties

Why has the same PwC TP CoC been prepared for Third Parties and suppliers?

Throughout the drafting process, PwC's global network analysed more than 30 industry-leading Third Party/Supplier Codes of Conduct, many of them being PwC's clients in regions around the world. Based on analysis, it was found that organisations use the terms "Suppliers," "Vendors," "Contractors," and "Subcontractors" interchangeably to refer to what we call in our TP CoC, "Third Parties."

Acknowledging and complying with the TP CoC

When is a Third Party required to comply with the PwC TP CoC?

A Third Party is required to comply with the PwC TP CoC when it has contractually agreed with the respective member firm(s) to do so.

What does it mean when a Third Party acknowledges the PwC TP CoC?

Third Parties who work for or with PwC member firm(s) and their clients and who are in receipt of this Code agree to:

- Adhere to the requirements and expectations set out in this Code;
- Provide complete and accurate information to facilitate third party due diligence efforts undertaken by the respective PwC member firm(s); and
- Comply with the applicable laws and regulations in the country or countries where they operate.

What happens if the Third Party has challenges agreeing to certain parts of the PwC TP CoC?

The PwC TP CoC was drafted in a manner that is generic and based on generally accepted principles, and the content should not pose local legal objections. That said, there may be instances where a section of the TP CoC may be broader than is considered acceptable locally. Please contact the assigned Relationship Manager to discuss the challenges.

What happens if the Third Party doesn't want to sign up to the PwC TP CoC?

Given that the TP CoC is built on applicable laws and in the absence of any discussion to aid PwC's understanding of the rationale, the Third Party's refusal to sign up will send a negative signal to PwC and may affect PwC's continued collaboration with the Third Party.

What if a Third Party has its own Code of Conduct (CoC)?

If a Third Party has its own CoC and requests that its own CoC be prioritised over our TP CoC, the PwC member firm's Relationship Manager with the assistance of the local Ethics Team should review materials made available by the Third Party and determine whether the materials provided are, in principle, equivalent to PwC's.

What happens if a breach occurs?

Once Third Parties are required to comply with the TP CoC, all breaches or potential breaches should be reported by the PwC member firm's Relationship Manager to the relevant PwC leadership. Following an investigation, a remediation plan will be implemented with the Third Party

or depending on the severity of the breach, we may suspend or terminate the relationship with the Third Party.

What is the period of validity of the TP CoC acknowledged by the Third Party?

The period of validity should be perpetual until subsequent changes are made to supersede the previous acknowledgement.

Speaking up

Have you noticed something you'd like to report?

Unless prohibited by law or regulation, PwC expects Third Parties to raise concerns related to this Code. If you are a Third Party working with or for a PwC member firm and come across a situation that may be inconsistent with PwC's TP CoC, we encourage you to speak up. Do seek guidance and support from your PwC contacts , or by contacting PwC's Global Ethics and Compliance helpline at pwc.com/ethicshelpline. Concerns may be reported anonymously.

Training our Third Parties

How can PwC help Third Parties familiarise themselves with TP CoC?

PwC has developed an interactive eLearn to help its people and Third Parties understand the requirements under their TP CoC. Your PwC procurement Relationship Manager would have engaged you on this matter, but if not, you are encouraged to contact him/her for more information. The PwC Relationship Manager will register your Personnel for the course. To get started, send the following information to your PwC Relationship Manager - *First name, Surname/ Last name and Email address*.

Must vendors and their Personnel complete PwC's Global Third Party Code of Conduct eLearn?

Vendors (including their Personnel who are expected to provide their services to PwC) are *strongly encouraged* to complete the *20-30 minute* PwC TP CoC eLearn to ensure clear understanding of the codes set. The eLearn can be attempted as many times as needed

What language does the PwC TP CoC eLearn come in other than English?

The eLearn has 12 subtitle options including English. We hope to get a Vietnamese version ready for the Vietnamese Vendors by 2021.

What if the vendor's staff is not computer-literate and/or has no access to the eLearn, e.g. office cleaners?

The vendor may be asked to demonstrate that they have passed on the TP CoC messaging via appropriate channels like conducting internal briefings in their local language to the affected group of Personnel.

TP CoC risk-based questionnaire

How do we define the risk of countries from where Third Parties operate from or from whom they procure from?

[Transparency International](https://www.transparencyinternational.com) releases an annual Corruption Perceptions Index (CPI) that scores and ranks countries/territories based on how corrupt a country's public sector is perceived to be by experts and business executives. PwC refers to the CPI in their assessment of whether countries are perceived to be low risk or high risk. The lower the CPI, the higher the risk.

How do we define interaction with Public Officials?

Where a Third Party is viewed to have interactions with Public Officials, further assessment will be required to assess the risk of doing business with the said Third Party.

“Public Officials” mean any person who is a member, an officer, an employee or a servant of a public body. This includes a member of the administration; a member of Parliament; a member of a State Legislative Assembly; a judge of the High Court, Court of Appeal or Federal Court; and any person receiving any remuneration from public funds, and where the public body is a corporation sole, includes the person who is incorporated as such.

What does it mean when Third Parties use intermediaries?

If Third Parties intend to use intermediaries (i.e. subcontractors, agents, distributors, customs brokers/ freight forwarders, consultants and/or representatives) to provide goods/services, the onus is on the Third Party to assess that their business partners providing good/ services to PwC meet the TP CoC standards.