



# Clear Channel Supplier Code of Conduct

## Clear Channel Document Control

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Queries on this Policy: contact [compliance@clearchannel.com](mailto:compliance@clearchannel.com)



## Foreword from our CEO

*Clear Channel is committed to business ethics, integrity, our approach to employee rights, information security, health and safety at work, and the protection of the environment.*

*The Clear Channel Supplier Code of Conduct reflects our internal Clear Channel Values, and especially our Value of Fairness. As a trusted business partner, we also expect your business to operate in accordance with the principles in this Supplier Code of Conduct in relation to any work you undertake with Clear Channel or on our behalf, wherever in the world you operate.*

*Together, we can make a difference. Thank you for joining us in this commitment.*

**William Eccleshare**

**Chairman and CEO, Clear Channel International**

## Our Values

Clear Channel International, its businesses and affiliated companies (“**Clear Channel**”) is committed to ethical and responsible conduct in all of its operations and expects the same commitment from all of its Suppliers.

Our Values of Freedom, Flexibility, Fulfilling Promises, Forward Thinking, Fast and Fairness, form the code we operate under as an international organisation.

Our Fairness Value includes our Fair Principles listed in Appendix One (“**Fair Principles**”) which demonstrate how we endeavour to behave ethically as a company, an employer and a business partner.

## About this Code

This Supplier Code of Conduct (this “**Code**”) supplements contractual terms and conditions in your agreement with us (your “**Agreement**”). It is divided into headings which track Clear Channel’s Fair Principles.

This Code is based on international law, recognised ethical standards, responsible business principles and best practice. This Code is *not* a substitute for, nor should it be considered to override, locally applicable laws and regulations.

Clear Channel reserves the right to cancel outstanding orders, suspend future orders and/or terminate its contract with suppliers in the event of a breach of any applicable laws and regulations, whether or not they feature in this Code.

## Your Commitment to the Fair Principles in this Code

We expect you to:

- Commit to abiding by this Code where it applies to your arrangement with Clear Channel;
- Hold your supply chain to the same or equivalent standards expressed in this Code;
- Where local industry standards are higher than applicable legal requirements, to meet the higher standards.

## Your Commitment

You will, in your dealings with or on behalf of Clear Channel:

### Fair Dealing

#### ZERO TOLERANCE ON BRIBERY

- refrain from offering or soliciting, directly or indirectly, benefits of any kind (including gifts, favours or any other advantage or “thing of value”), or cash payments to induce the recipient or any other person to act improperly in the performance of their functions, or to reward them for acting improperly to obtain a personal gain or a business advantage on behalf of Clear Channel that could contravene bribery and corruption legislation or otherwise bring Clear Channel into disrepute or under penalty;
- ensure gifts, hospitality, entertainment, donations and sponsorship which may be accepted or given by Clear Channel employees are subject to adequate anti-corruption controls;
- ensure gifts or hospitality offered within reasonable limits are transparent and discoverable, (for example, sent to the place of work of the recipient and not to their personal residence);
- adequately train and equip all your employees, agents and contractors to combat the risks of bribery and corruption in our industry;
- refrain from providing any personal incentives to public officials in the course of your business or otherwise, ensuring dealings with public officials are transparent, fair and properly recorded; and
- notify us if you suspect bribery or corruption has or may take place in a transaction involving Clear Channel.

#### TONE FROM THE TOP

- demonstrate your commitment to ethical working through visible leadership support, safe reporting channels, policies, procedures and training;
- have, maintain and adequately publicise reporting procedures for your employees to express any concern, or to report or condemn any breach of economic crime legislation, without fear of reprisal and in accordance with applicable laws; and
- disclose in writing any direct or indirect Conflict of Interest (personal, professional, financial or other interest),<sup>1</sup> including directorships, commissions and shareholdings or a **Close Personal relationship**,<sup>1</sup> which could interfere in any way in your engagement with Clear Channel or otherwise create the appearance of a conflict of interest;

#### ADEQUATE PROCEDURES TO PREVENT ECONOMIC CRIME

- develop adequate procedures to prevent bribery, corruption, theft, fraud, tax evasion, money laundering or insider dealing;
- comply with our [tax principles](#), and ensure your tax commitments are in accordance with applicable law, implement good tax governance, and accurately represent the value of transactions with Clear Channel; and
- maintain all current authorisations and approvals necessary, including active (and unexpired) certificates to carry out your commitments with Clear Channel in accordance with the law.

#### FAIR THIRD PARTY RELATIONSHIPS

- conduct appropriate due diligence on third parties acting on behalf of Clear Channel proportionate to the risk they pose, and respect sanction rules in force;
- only instruct any third party to act on behalf of Clear Channel who has previously been convicted of an Economic Crime or could damage Clear Channel’s reputation with the express prior written approval of Clear Channel;
- manage relationships to minimise and monitor the risk of Economic Crime;
- ensure any third parties you instruct on behalf of Clear Channel have agreed to the Values in this Code; and
- sustain relationships that do not breach Economic Crime, competition or anti-trust laws.

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<sup>1</sup> **Close Personal Relationships** include (for example) those with your spouse or partner, children, parents, siblings, in-laws or other close family members and friends and existing or historical fellow business associates (including business partners, companies or charities).

## **TRUSTWORTHY BOOKS AND RECORDS**

- promote accountability, transparency and commercial confidentiality through your systems and record keeping;
- disclose fee, commission and rebate arrangements that you have with Clear Channel as required by law;
- provide Clear Channel transparent information concerning the economic and financial ownership structure and circumstances of your business to assist us to fulfil our due diligence obligations; and
- maintain records of contracts with advertising agencies and advertisers entered on behalf of Clear Channel.

## **FAIR COMPETITION**

- act competitively in accordance with applicable competition law wherever you do business;
- refrain from undertaking any abusive or illegal behaviour, or the exploitation of any customer or supplier in a manner which could restrict competition illegally under applicable legislation;
- protect Clear Channel's confidential or proprietary information (including commercially and strategically sensitive information which is not public) to which you have access, from competitors and other third parties, and refrain from sharing Clear Channel or its competitors' confidential information or otherwise exploit our relationship to gain an unfair competitive advantage;
- inform Clear Channel of any leak of its information that you believe to be unauthorised by Clear Channel; and
- respect the intellectual property rights of Clear Channel including its inventions, innovations, developments, concepts, trade secrets, patents, copyrights and trademarks, refraining from reproducing images of Clear Channel street furniture and/or trademarks on any medium whatsoever without the prior written consent of Clear Channel.

## **Fair Reporting**

## **MAINTAIN COMPLETE AND ACCURATE FINANCIAL STATEMENTS**

- comply with your financial reporting commitments in accordance with applicable law and international standards;
- maintain management accounts and financial statements which fairly present the financial condition and results of the company in all material respects, which do not contain any material untrue statements or omissions and could be considered misleading; and
- ensure that your tax obligations are fulfilled in accordance with the jurisdiction(s) in which you operate, and the true state of your tax affairs are disclosed to us should they be required.

## **APPROPRIATE AND ADEQUATE REVIEW OF FINANCIAL DUTIES**

- ensure sufficient segregation of duties for all key tasks with suitable management review and approval in place.

## **EFFECTIVE INTERNAL CONTROLS AND PROCEDURES FOR FINANCIAL REPORTING**

- implement, assess and monitor the scope and operating effectiveness of the control environment in relation to the financial reporting and records processes.

## **COMPLIANCE WITH LOCAL AND INTERNATIONAL LAWS AND COMPANY POLICIES**

- adhere to all applicable laws, regulations and policies relating to financial controls.

## **MAINTAIN SUFFICIENT DOCUMENTATION**

- record information and retain evidence to support the operation of controls and existence of the figures in your financial records.

## **MANAGEMENT ACCOUNTABILITY**

- ensure your senior management take responsibility and attest to the effectiveness of your controls and accuracy of your numbers.

## Fair Processing

When dealing with personal data on Clear Channel's behalf ("Clear Channel Personal Data"):

### **ADEQUATE, RELEVANT, ACCURATE AND NECESSARY PERSONAL DATA**

- ensure you do not collect excessive Clear Channel Personal Data; and
- ensure Clear Channel Personal Data collected is adequate and relevant for the intended purposes, accurate and up to date.
- only process sensitive Clear Channel Personal Data in limited circumstances, with our explicit written consent; where it is needed in relation to legal claims or legitimate regulatory requirements; or where we have already made the information public.

### **LAWFULNESS, TRANSPARENCY AND RESPECT FOR DATA SUBJECT RIGHTS**

- ensure Clear Channel Personal Data is processed lawfully and only for the purposes required to fulfil our mutual contractual obligations; or to pursue Clear Channel's legitimate interests<sup>2</sup>;
- make available to Clear Channel a Privacy Notice which clarifies how Clear Channel Personal Data is processed, or otherwise as a non-EU based business provide adequate safeguards for GDPR-equivalent levels of protection; and
- assist Clear Channel with fulfilling Data Subject requests relating to Clear Channel Personal Data you hold.

### **USE PERSONAL DATA FOR LIMITED PURPOSES**

- only process Clear Channel Personal Data for specified, explicit and legitimate purposes; and
- not sell, rent, or lease Clear Channel Personal Data.

### **STORE PERSONAL DATA FOR ONLY AS LONG AS NECESSARY**

- return or destroy Clear Channel Personal Data when no longer required for the purposes for which they are held, considering the amount, nature and sensitivity of that Clear Channel Personal Data and the potential risk of harm from its unauthorised use or disclosure;
- anonymise or pseudonymise Clear Channel Personal Data where possible and appropriate (for example by aggregating Personal Data collected for statistical or research reasons).

### **PROTECT PERSONAL DATA IN TRANSFER**

- only share Clear Channel Personal Data in accordance with your agreement with us;
- only transfer Clear Channel Personal Data cross border (in connection with your legitimate business interests or for legal reasons) to those jurisdictions considered to have an adequate<sup>3</sup> level of protection in relation to Personal Data by the country in which you operate. If there is no adequate level of protection, ensure such transfers take place only under an agreement ensuring appropriate and suitable safeguards and with our consent; and
- in no other circumstances transfer Clear Channel Personal Data to any other party without our explicit written consent.

### **ADEQUATELY SECURED**

- respect the confidentiality, integrity and security of Clear Channel Personal Data; and
- have in place appropriate physical, technical, security and organisational measures to protect the security of Clear Channel Personal Data to:
  - maintain its integrity and confidentiality;
  - protect it from unauthorised access, improper use or disclosure, unauthorised modification and unlawful destruction or loss.

<sup>2</sup> Where those interests are not overridden because the processing prejudices the interests or fundamental rights and freedoms of the individual concerned.

<sup>3</sup> For example, for European businesses, adequacy determined by the European Commission, and under standard contractual terms adopted by the European Commission.

## **INFORMATION RISK MANAGEMENT**

- have an effective, management-supported information security governance and management framework in place; and
- have a rigorous process in place to consistently and effectively manage information security risk.

## **CONFIDENTIALITY, INTEGRITY, AVAILABILITY**

- handle any Clear Channel information assets you handle in accordance with established procedures that satisfy Clear Channel's legislative and regulatory requirements – the applicable Data Protection laws and the Clear Channel's Information Security Policy Framework and comply with any additional reasonable security requirements issued by the Clear Channel from time to time;
- treat Clear Channel's information assets you process that are not explicitly classified as "sensitive" information in accordance with Clear Channel's Information Classification and Handling Policy;
- immediately inform Clear Channel of any changes in your methods of doing business which may affect the performance of your obligations under the existing agreement with Clear Channel; and/or all material requirements in place; and
- ensure that at the end of the agreed retention period or termination of your contractual agreement with Clear Channel, the information assets in scope are either:
  - securely transferred to Clear Channel or other formally indicated entity; or
  - securely sanitised and appropriate proof of secure destruction and disposal maintained.

## **INDIVIDUAL ACCOUNTABILITY**

- ensure that all personnel processing Clear Channel information assets are:
  - individually accountable; and
  - suitably knowledgeable and experienced to perform their work effectively.

## **INFORMATION SECURITY BY DESIGN**

- rigorously enforce effective role-based access controls (or equivalent) to Clear Channel information assets;
- periodically review access to Clear Channel information assets, documenting that review;
- maintain confidentiality, integrity and appropriate availability of Clear Channel information assets at all times, keeping them:
  - accurate;
  - protected from unauthorised and unlawful access;
  - covered by an appropriate business continuity and disaster recovery arrangement;
  - regularly assessed to identify and manage control gaps relating to security.
- protect all facilities where Clear Channel information assets are processed against unauthorised entry including effective anomaly detection; and
- destroy Clear Channel information assets that are no longer necessary in a secure manner to render those assets permanently irretrievable.

## **INFORMATION SECURITY BY ASSOCIATION**

- obtain explicit prior written Clear Channel approval before engaging any new entity in processing Clear Channel information assets;
- cascade all relevant information security requirements and provisions applicable to your engagement with Clear Channel down throughout your entire delivery chain, including personnel/subcontractors so they:
  - comply with security principles outlined in this document at all times;
  - do not remove or transfer information assets outside designed facilities; and
- upon Clear Channel's request, agree to undergo onsite security risk assessment of information and physical security of your business environment, which may include providing

Clear Channel with necessary access and documentation, mitigating or eliminating risk as per the severity and priority level established during the assessment.

## **EFFECTIVE INFORMATION SECURITY INCIDENT RESPONSE**

- maintain an effective information security incident management process with clearly established operational levels for responding to and notifying Clear Channel of any suspected or confirmed incidents affecting Clear Channel information assets.

## **Fair Environment**

## **REDUCE OUR IMPACT, PROTECT THE ENVIRONMENT AND CONSIDER WHOLE LIFE IMPACTS**

- establish frameworks for understanding impacts and risks and help develop strategies for reducing environmental impacts (CCI favours suppliers that have an Environmental Management System (EMS) in place that meets the requirements of ISO14001 / EMAS or equivalent); and
- avoid waste where possible, from initial manufacture and installation and throughout the lifecycle of products supplied to Clear Channel.

## **ADHERE TO ALL RELEVANT STATUTORY AND REGULATORY REQUIREMENTS**

- maintain all current licences, permits, authorisations and approvals necessary, including active (and unexpired) certificates to carry out your environmental commitments with CCI in accordance with any relevant statutory and regulatory requirements.<sup>4</sup>

## **RESPECT LOCAL COMMUNITIES IN WHICH WE OPERATE**

- respect and understand local cultures in places where you work.

## **FACILITATE A SAFE AND SANITARY WORKING ENVIRONMENT**

- assess, control and anticipate the health and safety risks linked to your activities, raising awareness among employees and your supply chain (Clear Channel favours suppliers having obtained a certification of their health and safety management system (OHSAS 18001 / ISO45001 or equivalent)
- comply with laws and regulations in force in your jurisdiction and take the necessary measures to ensure a safe and hygienic working environment in compliance with ILO Convention No. 155, whether it be factory workshops, offices, external facilities or living spaces;
- ensure that your buildings comply with the building maintenance and safety standards in force by having experts regularly inspect such buildings and ensure that the machinery and equipment in the work place are safe
- train your workers to operate machinery and equipment and inform them of the safety procedures with respect to such machinery and equipment;
- identify and continuously assess Health & Safety risks, implemented prevention procedures and action plans, and prepare your workers to react in the event of an emergency;
- implement procedures and systems to prevent, manage and monitor accidents at work and occupational diseases, complying with applicable occupational health and safety laws and applicable insurance requirements such as workers compensation insurance;
- identify and assess the degree of exposure of employees to chemical, biological and physical agents; and provide employees with appropriate protective equipment;
- identify and assess the exposure of employees to the dangers of certain physical tasks: handling operations, transporting heavy objects, standing for long periods, overly-repeated tasks, etc.; and

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<sup>4</sup> Having an Accredited EMS will give an understanding of applicable legislation and regulations and how to comply with them.

- ensure your workplace premises are:
  - clean and ventilated;
  - have usable sanitary facilities, access to drinking water and eating areas; and
  - any accommodation and dormitories made available by suppliers is clean, hygienic, safe and liveable (hot water, heating and ventilation, and have sufficient space).

#### **EXERCISE RESPONSIBLE ENVIRONMENTAL LEADERSHIP**

- define clear environmental responsibilities and leadership throughout your organisation; and
- provide appropriate training and adequate resources for all staff with responsibilities that may impact upon the environment.

#### **UNDERSTAND AND REACT RESPONSIBLY TO GEOPOLITICAL AND CLIMATE CHANGE RISK**

- strengthen resilience and adaptive capacity to climate-related hazards and natural disasters; and
- where possible, integrate climate change measures into your policies, strategies and planning.

### Fair Relationships

#### **PROMOTE THE EQUAL TREATMENT, DIVERSITY AND INCLUSION OF ALL PEOPLE WE WORK WITH**

- afford all employees equal and honest treatment, and ban any discrimination made on the basis of race, colour, sex, religion, political opinion, nationality, social origin or any other category protected by applicable law<sup>5</sup>;
- grant a minimum number of days of maternity leave in accordance with the local or national regulations in force and use best endeavours to ensure that the employee on leave returns to her job - or an equivalent job - upon returning to work.

#### **ENSURE THE HUMANE TREATMENT OF EMPLOYEES AND BUSINESS PARTNERS IN ACCORDANCE WITH INTERNATIONAL LAW**

- never use any form of forced or compulsory labour obtained under the threat of sanctions, not withhold identity documents, any security deposit from workers, or any other constraint<sup>6</sup>;
- take active measures to ensure your business and its supply chain does not use any form of modern slavery or human trafficking;
- refrain from employing persons whose age is lower than that of the completion of compulsory schooling in the relevant jurisdiction or in any event any workers under the age of 15<sup>7</sup>;
- never use any form of corporal punishment, physical violence, or psychological or sexual harassment;
- acknowledge and respect the freedom of association of all employees and the right of collective bargaining<sup>8</sup>;
- comply with national and local regulations relating to the limits set on the number of working hours and the management of overtime hours<sup>9</sup>;
- grant a minimum of twenty-four consecutive hours of rest in every seven day period to each employee<sup>10</sup>;
- adopt remuneration policies which meet or exceed the legal minimum wage fixed by applicable legislation; or, as a minimum provide a regular living wage which meets employee basic needs;
- grant your employees a minimum paid leave per year of service in accordance with applicable legislation; and
- contribute to the mandatory social security systems in force in each jurisdiction.

<sup>5</sup> (ILO Conventions No. 100 and No. 111)

<sup>6</sup> (ILO Conventions No. 29 and No. 105)

<sup>7</sup> (ILO Convention No. 138)

<sup>8</sup> (ILO Conventions No. 87 and No. 98)

<sup>9</sup> (ILO Convention No. 30)

<sup>10</sup> (ILO Conventions No. 14 and No. 106)

## **ADHERE TO ILO PRINCIPLES, BUSINESS AND HUMAN RIGHTS ETHICS**

- comply with International Human Rights Law including the International Labour Organisation (ILO) Conventions, seeking ways to honour the principles of internationally recognized human rights when faced with conflicting requirements;
- treat as a legal compliance issue the risk of causing or contributing to gross human rights abuses wherever you operate;
- endeavour to cover any shortcomings in State employee protection systems by putting in employee safeguards and encouraging the same in your supply chains.;
- adopt appropriate due diligence policies to identify, prevent and mitigate human rights risks, and commit to monitoring and evaluating implementation;
- Adopt or participate in effective grievance mechanisms which are transparent, equitable and predictable, to enable the remediation of any adverse human rights impacts you cause or to which you contribute;
- Be transparent about policies, activities and impacts, and report on human rights issues and risks as appropriate as part of their annual reports.

## **ADDRESS THE RISK OF MODERN SLAVERY IN OUR SUPPLY CHAINS**

- ensure that there is no slavery (“**slavery**” meaning the recruitment, movement, harbouring or receiving of children, women or men through the use of force, coercion, abuse of vulnerability, deception or other means for the purpose of exploitation) in your organisation and carry out proportionate inspections to ensure that remains the case;
- produce a publically available anti-slavery statement<sup>11</sup> where required by law;
- conduct reasonable due diligence on suppliers you engage with on behalf of Clear Channel and not contract with any suppliers engaged in any practice of slavery and servitude, forced or compulsory labour or human trafficking;
- actively monitor your factory and other working conditions, along with any accommodation to identify any instances or risk of modern slavery;
- preserve the right to audit the working conditions of third parties with whom you engage on Clear Channel’s behalf; and
- immediately disclose any incidents of modern slavery in your supply chain to Clear Channel as they come to your attention, and immediately cease further dealings on our behalf with any third party connected with that incident;

## **PROMOTE INTEGRITY, HONESTY AND TRANSPARENCY IN YOUR COMMERCIAL DEALINGS**

- comply with applicable laws and regulations in force that require transparency and integrity in your commercial dealings and financial obligations to Clear Channel;
- disclose the true account of your financial records to the relevant regulatory bodies and to Clear Channel when appropriate under our agreement with you; and
- inform Clear Channel of any financial detriment that risks our agreement with you;

## **MAINTAIN AND EVOLVE COMMUNITY RELATIONS**

- support our work in local communities and our development of community support programmes and charitable campaigns;
- endeavour to engage in corporate social responsibility programmes;
- promote good relationships with the local communities; and
- consider the impact of your working practices on local communities.

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<sup>11</sup> Clear Channel is committed to complying with the UK Modern Slavery Act and will not knowingly deal with parties engaged in any practice of slavery, servitude, forced or compulsory labour or human trafficking.

## Appendix One

### Our Fair Principles

Fair Dealing	Fair Reporting
1. Zero Tolerance on Bribery	1. Complete and Accurate Financial Statements
2. Strong Tone From the Top	2. Appropriate and Adequate Review of Financial Duties
3. Adequate Procedures to combat Economic Crime	3. Effective Internal Controls and Procedures for financial reporting
4. Fair Third Party Relationships	4. Compliance with Local and International Laws and Company Policies
5. Trustworthy Books and Records	5. Sufficient Documentation
6. Fair Competition	6. Management Accountability

Fair Processing	Fair Information Security
1. Adequate, Relevant, Accurate and Necessary Personal Data	1. Adequate Information Risk Management
2. Lawfulness, Transparency and Respect for Data Subject Rights	2. Confidentiality, Integrity, Availability
3. Personal Data used for Limited Purposes	3. Individual Employee Accountability
4. Personal Data stored for only as long as Necessary	4. Information Security By Design
5. Personal Data protected in Transfer	5. Information Security By Association
6. Adequately Secured Personal Data	6. Effective Information Security Incident Response

Fair Environment	Fair Relationships
1. Protect the Environment, reducing our impact where possible	1. Promote Equal Treatment of All People
2. Adhere to Statutory and Regulatory Environmental Requirements	2. Humane Treatment of Employees and Business Partners in accordance with International Law
3. Respect Communities in which we operate	3. Adherence to ILO principles
4. Facilitate a Safe and Sanitary working environment	4. Adequately Address the Risk of Modern Slavery in our Supply Chains
5. Exercise Responsible Environmental Leadership	5. Promote Integrity, Honesty and Transparency
6. Understand and React Responsibly to Geopolitical and Climate Change Risks	6. Maintain and Evolve Community Relations through Social and Charitable Campaigns