

# TRINET GROUP, INC. VENDOR CODE OF CONDUCT

## PURPOSE AND SCOPE

This Vendor Code of Conduct (“Code”) describes TriNet’s expectations for vendors, suppliers, contractors, consultants, agents, and their employees (collectively referred to as “Vendors”; individually referred to as a “Vendor”) when conducting business with TriNet.

No Code of Conduct can address every situation that may arise in the course of business. So, this Code is a complement to, not a substitute for, our Vendors’ own good judgment. And this Code is in addition to the laws and regulations that apply to any situation.

The expectations of this Code are also in addition to those specified in the agreement between any Vendor and TriNet. This Code does not relieve or amend any obligation that a Vendor may otherwise have with TriNet. And, like any failure to live up to contractual requirements, failure to comply with this Code may jeopardize a Vendor’s relationship with TriNet.

## CONDUCTING BUSINESS WITH INTEGRITY

TriNet expects all Vendors to avoid any activity that could involve or implicate TriNet in any real or perceived unethical, improper, or unlawful act or omission. Our Vendors must operate in compliance with the laws and regulations that govern the goods or services the Vendors provide to TriNet and that govern the Vendors’ business operations. TriNet intends, without exception, to comply with all laws and regulations that apply to TriNet and its business. Vendors’ behavior therefore should - and must - align with TriNet’s intention to comply with all laws and regulations to which we are subject.

## ADVERTISING STANDARDS AND SALES PRACTICES

Vendors’ marketing and sales practices are expected to reflect a commitment to honest and fair dealings with their current and potential customers. Vendors must not engage in any misleading or deceptive practices; misrepresent products, services, or prices; or make unfair, misleading, inaccurate, or false claims about, or comparisons with, competitor offerings. Vendors are prohibited from engaging in any advertising, marketing, or promotional activities that reference or implicate TriNet or its name, logo, or services in any manner without TriNet’s prior written approval. If, with TriNet’s prior written approval, a Vendor engages in advertising, marketing, or promotional activities that reference or implicate TriNet or its name, logo, or services in any manner, they must comply with all laws, rules, and regulations, and must be truthful and accurate.

## **ANTI-CORRUPTION**

Vendors must comply with all applicable anti-bribery and anti-money- laundering laws. All forms of bribery, kickbacks, gratuities, facilitation payments, and other corruption are prohibited. Vendors are strictly prohibited from improperly promising, offering, authorizing, giving, or accepting anything of value, either directly or indirectly through a third party, in order to obtain or retain business, direct business to any person, or otherwise gain or appear to gain an improper advantage. Vendors must not improperly influence any act or decision of any TriNet colleague or government official, employee, or political candidate through the provision of any improper or unlawful gifts, meals, travel, or entertainment. Vendors must fully comply with all rules regarding tender and bid processes and may not offer employment to government employees or officials or their family members or close associates if doing so would violate applicable laws or could be considered to be an improper benefit in order to secure official favor.

TriNet prohibits all forms of money laundering, including disguising transactions, channeling unlawfully obtained money, or transforming such money into legitimate funds.

## **BUSINESS RECORDS AND ACCOUNTING**

Vendors must keep complete and accurate books and records regarding sales of goods and services to TriNet and any and all transactions or other expenditures with respect to any TriNet-related business. Vendors are strictly prohibited from engaging in false and/or misleading accounting practices, including but not limited to creating “slush funds,” unaccounted cash funds, or similar improper financial practices.

## **CONFLICTS OF INTEREST**

Vendors must be transparent about any interests, activities, or relationships that might conflict (or appear to conflict) with TriNet’s best interest. Vendors must not engage in any activity that would interfere with or may reasonably be perceived to interfere with their contractual responsibilities to TriNet.

Conflicts that must be promptly disclosed to TriNet may include (but are not limited to) a TriNet colleague being the Vendor’s officer, director, or shareholder or other close personal relationships between the Vendor and a TriNet colleague, or payment of incentives to TriNet colleagues.<sup>1</sup>

Vendors must also disclose whether they, or their affiliates, are a TriNet client or planning to become a TriNet client by contacting [ProcurementOperations@trinet.com](mailto:ProcurementOperations@trinet.com). Vendors must disclose **both** personal and organizational conflicts of interests and work with TriNet to

---

<sup>1</sup>TriNet colleagues are regular full-time and part-time employees who work directly for TriNet USA, Inc., including interns.

appropriately mitigate any actual or potential personal or organizational conflicts of interest, as necessary

## **FAIR COMPETITION AND ANTITRUST**

Vendors must comply with all applicable competition and antitrust laws and regulations. In addition to adherence to all applicable laws and regulations, Vendors must not discuss or agree with any competitors to (a) fix or control prices; (b) coordinate during a bidding process; (c) boycott suppliers or customers; (d) divide or allocate markets, territories, products, customers, employees, or suppliers; or (e) limit the production or sale of products or product lines. Vendors also must use only legal means to gather information about TriNet or TriNet's competitors.

## **SECURITIES LAWS**

Vendors and their employees and personnel must comply with all applicable federal, state, and international laws regarding the purchase and sale of securities. This includes not disclosing to third parties any material, non-public information of TriNet except where required to provide services and permitted by applicable law and the written agreement with TriNet.

Furthermore, Vendor personnel must not purchase or sell TriNet stock while in possession of material, non-public information of TriNet. Vendor personnel also must not seek to obtain material, non-public information.

## **GIFTS, MEALS, AND ENTERTAINMENT**

Vendors must not, in any situation, provide any gift, meal or entertainment to a TriNet colleague that might improperly influence, or appear to improperly influence, such colleague's decision-making in relation to a Vendor. TriNet colleagues are prohibited from asking for any gift, meal, or entertainment.

TriNet has established rules related to TriNet colleagues receiving gifts from Vendors. In the event a Vendor does offer a gift, meal, or entertainment to a TriNet colleague, they should do so within the following parameters:

- Gifts should be:
  - Nominal in value.
  - Infrequent in nature
  - Consistent with acceptable business practices, given the industry and the geographic location.
- No gifts of cash or cash equivalent, such as a gift card, check, loan or stock should be offered.

- No gift that could give the appearance of improper activity.

## **INTELLECTUAL PROPERTY**

Vendors must respect intellectual property rights and never knowingly use Intellectual Property belonging to another without the proper authorization and license. This requirement extends beyond TriNet's proprietary Intellectual Property to include that of sub-vendors, customers, and non-affiliated third parties. Vendors must promote awareness among their employees of the importance of only using Intellectual Property that has been legitimately acquired or licensed for use by the Vendor.

## **PRIVACY AND DATA SECURITY**

Vendors are expected to protect all TriNet information. Vendors must comply with all applicable privacy and information security laws, rules, and regulations. Vendors must maintain the security and confidentiality of all information that is received from TriNet during the course of the business relationship with TriNet.

Vendors will handle and process TriNet information only for the purposes for which it was collected, as specified in the contract.

## **EMPLOYMENT, LABOR, AND CONTRACTING STANDARDS**

TriNet is committed to its Core Values and supporting a respectful workplace. This means we focus on appreciating the uniqueness of each individual and their diverse life experiences. We expect Vendors to share TriNet's commitment to equal employment opportunity and to act in accordance with all applicable labor and employment laws and regulations. We also expect Vendors to carry these values and obligations over into their own sourcing and contracting practices.

## **NON-DISCRIMINATION**

Vendors must not unlawfully discriminate in any employment decisions, including hiring, compensation, promotion, discipline, or termination, based on age, ancestry, color, gender (including pregnancy, childbirth, or related medical conditions), gender identity or expression, genetic information, marital status, medical condition, mental or physical disability, national origin, protected family care or medical leave status, race, religion (including beliefs and practices or the absence thereof), sexual orientation, military or veteran status, or any other considerations protected by applicable law. Vendors must also take all reasonable steps to prevent and address harassment because of any of the above-mentioned protected classes. Vendors and prospective vendors must immediately disclose to TriNet any situation where a TriNet representative or employee requests any course of action conflicting with these principles and requirements by email to [ProcurementOperations@trinet.com](mailto:ProcurementOperations@trinet.com).

## **HUMAN RIGHTS AND PRINCIPLES**

TriNet acknowledges internationally recognized human rights principles, such as those contained within the United Nations (UN) Universal Declaration of Human Rights, the UN Guiding Principles on Business and Human Rights, as well as labor standards contained within the International Labour Organization's (ILO) Declaration on Fundamental Principles and Rights at Work. TriNet seeks to ensure that the rights of our stakeholders are respected and promoted through recognition of the inherent dignity and equal rights of all persons, and that those fundamental human rights are not infringed or disregarded, directly or indirectly, by our own business activities or those of our vendors and suppliers. Vendors are, therefore, expected to adopt policies appropriate for their organizations that adhere to internationally recognized human rights principles (such as those contained within the UN Universal Declaration of Human Rights and the UN Guiding Principles on Business and Human Rights, as well as labor standards contained within the ILO Declaration on Fundamental Principles and Rights at Work and the Organization for Economic Co-Operation and Development's (OECD) Guidelines for Multinational Enterprises on Responsible Business Conduct).

## **COMPENSATION, WORKING HOURS AND CHILD LABOR**

Vendors must provide all their employees with accurate information about their wages, mandated benefits and any other component of their compensation as required by applicable law. Vendors must comply with applicable labor laws governing working hours and employee compensation in all locations in which they operate. Vendors must not use legally prohibited child labor.

## **FREELY CHOSEN EMPLOYMENT**

Employment with Vendors must be by free choice and there must not be any forced, bonded, or involuntary labor, or slavery or trafficking of persons. Vendors must allow employees to discontinue employment upon reasonable notice. Vendors must not hold, destroy, conceal, confiscate, or deny access by employees to their identity or immigration documents, such as government-issued identification, passports, or work permits.

## **LAWFUL EMPLOYMENT AND FREEDOM OF ASSOCIATION**

Vendors are expected to validate and review all relevant documentation to ensure that their employees have the legal right to work in the applicable jurisdiction. Vendors are expected to respect the legal rights of employees to join or to refrain from joining worker organizations, including trade unions.

## **SAFE CONDITIONS**

Vendors must promote and provide a safe and secure workplace. Vendors are expected to have policies and practices in place to ensure the health and safety of their employees, and to take all necessary steps to provide a safe working environment.

## **EMPLOYEE DIGNITY**

Vendors must treat employees with dignity and respect, meaning employment practices shall be humane, decent, and fair. And, as reasonable, Vendors shall provide employee training and training opportunities.

## **CONTRACTING DIVERSITY**

Vendors are expected to practice inclusivity and treat their actual and prospective suppliers and other vendors fairly, such that small and socio-economically diverse suppliers (including those owned by minorities, women, the disabled, veterans, and LGBTQ+ individuals, etc.) are given a fair chance in sourcing subcontracting activities where possible ("Tier 2 spend"). TriNet also reserves the right to obtain diversity-related reporting from Vendors on Tier 2 spend on no more than a quarterly basis.

## **ENVIRONMENTAL SUSTAINABILITY**

TriNet recognizes the importance of the environment to humanity. We are aware our choices as a business impact the environment and expect our Vendors to bring a similar awareness.

## **ENVIRONMENTAL CONSIDERATIONS**

Vendors must operate in an environmentally responsible manner, strive to minimize adverse impact on the environment, and comply with all environmental laws, regulations, and standards in the countries in which they operate. This includes, but is not limited to, meeting or exceeding requirements for chemical and waste management and disposal, recycling, industrial wastewater treatment and discharge, air emissions controls, environmental permits, and environmental reporting.

## **RESPONSIBLE SOURCING OF MINERALS**

Vendors must comply with the OECD Due Diligence Guidance for Responsible Supply Chains of Minerals from Conflict Affected and High-Risk Areas and any domestic laws related to such guidance.

## **ACCOUNTABILITY**

### **COOPERATION**

Vendors must provide reasonable assistance to and cooperate with any investigation or audit by TriNet, including of an alleged or suspected violation of this Code of Conduct or of an alleged or suspected violation by a TriNet colleague of TriNet's Code of Business Conduct and Ethics or other TriNet policy. Upon request, Vendors will provide TriNet reasonable documentation concerning their compliance with this Code of Conduct and laws applicable to any work conducted on TriNet's behalf.

## **RAISING CONCERNS**

Vendors will communicate and transmit this Code to their employees who provide services to or work with TriNet. Vendors should establish a process and policy giving employees a way to raise concerns without fear of retaliation. Where allowed by law, Vendors should maintain a system that allows for anonymous reporting of concerns.

Vendors are encouraged to contact their designated contact within TriNet Procurement to resolve business or compliance concerns and to notify TriNet of any suspected misconduct, including a violation of this Code, by their employees relating to services or goods provided to or on behalf of TriNet.

If a Vendor suspects that a TriNet colleague has not been acting in full compliance with the law, ethical business practices, or TriNet's Core values, they should email [Ethics@TriNet.com](mailto:Ethics@TriNet.com). Vendors may make anonymous reports to the TriNet Speak Up Hub, accessible at [speakup.trinet.com](https://speakup.trinet.com) or by phone at 888.238.0483, for matters arising in the US, or 000-800-050-1375, for matters arising in India.

TriNet prohibits retaliation against anyone who makes a good faith report about possible violation of this Code, TriNet's Code of Business Conduct and Ethics or the law, or other TriNet policy, whether that report is to TriNet or a government authority. We also do not retaliate or permit retaliation against anyone who participates in an investigation by TriNet or a government authority.