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# Code of Conduct for Consultants and Suppliers

**August 2024**

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# Contents

1. Foreword .....	2
2. Conflict of Interest .....	3
3. Anti-Bribery and Corruption.....	3
4. Hospitality/Entertainment, Gifts and Awards .....	3
5. Confidentiality and Information Security.....	4
6. Modern Slavery .....	4

## 1. Foreword

FM is fully committed to the exercise of the highest of ethical standards in all of its business dealings. For that reason, FM has adopted a “Code of Conduct for Consultants and Suppliers” (hereinafter “Code of Conduct”). By adopting this Code of Conduct, it is FM’s expectation that Consultants who represent or supply goods or services to the organization will do so consistent with that commitment. “FM” as used herein refers to Factory Mutual Insurance Company and each of its subsidiaries and affiliates.

As outlined below, the Code of Conduct sets forth the guidelines for the conduct of Consultants and Suppliers utilized by FM. “Consultant” as used herein refers to any expert, consultant, attorney or other specialist or party retained to assist or advise FM on any particular matter and “Supplier” refers to any party supplying goods or services to FM.

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## 2. Conflict of Interest

Each Consultant and Supplier will so conduct their affairs so that any conflict between the Consultant or Supplier's interests and FM's interests will be avoided. Any conduct which might adversely affect the Consultant or Supplier's judgment or could give rise to a potential conflict should also be avoided.

While it is impossible to list every circumstance giving rise to a potential conflict of interest, or the appearance of a conflict, the following are some examples which FM recognizes might give rise to such a conflict:

- a) Ownership by a Consultant or Supplier or their closely connected parties of a substantial financial interest in any outside concern which does business with or is a competitor of FM, except where such interests consist of securities of a publicly owned corporation and such securities are regularly traded in the open market, unless such ownership constitutes substantial control of such corporation;
- b) Representation of, or the supply of goods or services to FM by a Consultant or Supplier in any matter in which the Consultant or Supplier or their closely connected parties has a substantial interest known to the Consultant or Supplier; or
- c) Disclosure or use of FM confidential and/or proprietary information for the personal profit or advantage of the Consultant or Supplier, or anyone else.

At a minimum, any potential or actual conflict of interest should be disclosed to FM.

## 3. Anti-Bribery and Corruption

Each Consultant and Supplier should understand FM's commitment to the highest standards of transparency and accountability. Compliance with anti-bribery and corruption laws worldwide is not only a legal requirement, it is a reflection of our commitment to act with the highest degree of integrity and honesty.

Specifically, FM requires a Consultant or Supplier and anyone acting on their behalf:

- a) Not to offer or make any bribe, unusual or unauthorized payment or inducement of any kind to anyone in the course of business dealings;
- b) Not to solicit business by offering any bribe, unofficial payment or inducement to third parties;
- c) To refuse any bribe or unusual payment offered in the course of business dealings and to report any such offers;
- d) Not to use FM funds or assets for any unlawful, improper or unethical purpose; and
- e) Not to make facilitation payments (unofficial payments to officials in accordance with publicly known or widely followed local custom to expedite or secure performance of routine government action).

## 4. Hospitality/Entertainment, Gifts and Awards

**Hospitality** and **entertainment** (meals and the like) beyond commonly recognized limits or generally accepted business and ethical standards are strictly prohibited and should not be offered to any employee, officer or director of FM (or their family members). Accordingly, significant or lavish hospitality or entertainment should be avoided.

You should also avoid giving gifts, beyond nominal value, because they could reasonably be interpreted as an effort to influence the individual's independent judgment and would be beyond acceptable limits. Consistent with this policy, no employee, officer or director of FM should be offered or awarded cash or cash equivalents (gift certificates, credits, etc.) of any amount. In all cases, the handling of hospitality and entertainment and gifts should not conflict with local law or custom.

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## 5. Confidentiality and Information Security

All data and information created, stored and provided by FM is strictly confidential. In order to maintain the integrity and reputation of FM, Consultants and Suppliers are under a duty at all times to protect the confidentiality of information made available over the course of providing services to FM, unless otherwise expressly authorized by FM.

In general, all FM data and information, including email messages and attachments, files, reports and internal documents, are confidential, whether obtained from an insured, prospective insured, client, customer or employee, and it is the responsibility of each Consultant and Supplier to ensure that confidentiality. Such data and information is to be used only in connection with the assignment for which the Consultant or Supplier has been retained and should not be reproduced or provided to any third party, except as provided by law or with FM's express authorization.

Regardless of how the data and information is created, stored or communicated, Consultants and Suppliers are responsible for protecting it from unauthorized disclosure; safeguarding it from improper destruction or alteration; ensuring its access and availability based upon FM's request; immediately notifying FM in the event of any misappropriation or unauthorized access or use of the data or information; cooperating with FM with regards to information security matters; and complying with applicable statutory, regulatory and contractual requirements relating to the use and handling of the data and information. Such data and information should never be provided to or discussed with any third party except as expressly authorized by FM.

Each Consultant and Supplier accepts that this obligation of confidentiality does not have a time limitation, and is continuing after a particular assignment or the supply of goods or services has concluded, and following the Consultant or Supplier's professional association with FM.

## 6. Modern Slavery

Modern Slavery is a broad term that encompasses slavery, servitude, forced and compulsory labor and human trafficking. FM takes a zero-tolerance approach towards modern slavery in its supply chain. Each Consultant and Supplier warrants that it is not engaged in modern slavery and that it has proper processes in place to ensure there is no modern slavery taking place within its supply chain.