



Wiley Vendor Code of Business Conduct

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Revised: N/A

Policy Owner: Executive Vice President, General Counsel

## **1. Code of Business Conduct**

This Vendor Code of Business Conduct (“Code”) contains general requirements applicable to Vendors (defined below) of John Wiley & Sons, Inc., its subsidiaries and Affiliates, as applicable (collectively “Wiley”). An “Affiliate” is defined as a person or entity that directly, or indirectly through one or more intermediaries, controls, is controlled by, or is under common control with, John Wiley & Sons, Inc.

Particular Vendor contracts may contain more specific provisions addressing some of these same issues. Nothing in this Code is meant to supersede any more specific provision in a particular contract, and to the extent there is any inconsistency between this Code and any other provision of a particular contract, the other provision will control.

## **2. Scope**

This Code is applicable to suppliers, service providers, contingent workers, agents, consultants, independent contractors, and business partners of Wiley (collectively, “Vendors”). The Code sets forth Wiley’s expectations for doing business with Vendors. Wiley may require that Vendor abide by other policies and procedures in addition to this Code. It is the responsibility of Vendor to ensure that subcontractors doing work for or on behalf of Wiley meet the same standards of ethics and compliance required for Vendors in this Code.

## **3. Responsibility and Compliance with laws**

Vendors are expected to adhere to all ethical and legal standards as outlined in this Code and to comply with applicable laws and regulations. Vendor shall have and shall maintain in place its own policies and procedures to ensure compliance with all applicable laws and regulations.

#### **4. Confidentiality / Insider Trading / Privacy**

Vendors should protect the confidential information of Wiley, whether or not such information is marked “confidential.” Confidential information includes, but is not limited to, financial records and reports, marketing and strategic planning information, information concerning possible transactions with other companies or information about Wiley’s customers, suppliers or joint venture partners, and any information that Wiley is under an obligation to maintain as confidential. Vendors who have been given access to confidential information shall not share this information with anyone unless authorized to do so by Wiley. Vendors shall not trade in securities, or encourage others to do so, based on confidential information received in the course of providing services to or acting on behalf of Wiley. If a Vendor believes it has been given access to Wiley’s or any other third party’s confidential information in error, the Vendor should immediately notify its contact at Wiley and refrain from any use or distribution of the information. Vendors must respect an individual’s personal data and shall observe and comply with all applicable data privacy laws and regulations in connection therewith.

#### **5. Financial Record-Keeping**

It is the policy of Wiley to fully and fairly disclose the financial condition of Wiley in compliance with applicable laws, rules and regulations. The Vendor must keep accurate records of all matters related to the Vendor’s business with Wiley. This includes the proper recording of all expenses and payments.

#### **6. Conflicts of Interest / Improper Payments and Gifts/ Anti-bribery**

Vendors should have no relationship, financial or otherwise, with any Wiley employee that might conflict, or appear to conflict, with the Vendor’s obligations to adhere to ethical and legal standards and to comply with all applicable laws and regulations. Vendors should not employ or otherwise make payments to any employee of Wiley during the course of any transaction between the Vendor and Wiley. Vendors should take care that any personal relationship with a Wiley employee is not used to influence the employee’s business judgment. If a Vendor’s employee is an immediate family member (spouse, child, parent, sibling, in-law) to an employee of Wiley, or if a Vendor has any other relationship with an employee of Wiley that might represent a conflict of interest, the Vendor should disclose this fact to a senior officer at Wiley or to Wiley’s General Counsel.

Gifts of cash or cash equivalents, such as gift cards, are never allowed. However, the provision of common courtesies, sales promotion items of nominal value, occasional meals, and reasonable entertainment appropriate to a business relationship and associated with business discussions may be permissible. Vendors must never provide gifts or entertainment intended to improperly influence any Wiley employee’s business judgment or that might create the appearance of undue influence.

Vendors must comply with the U.S. Foreign Corrupt Practices Act and the UK Bribery Act, as well as all local laws dealing with bribery of government officials. In connection with any transaction as a Vendor to Wiley, or that otherwise involves Wiley, the Vendor must not transfer on Wiley's behalf anything of value, directly or indirectly, to any government official, employee of a government-controlled company or political party, in order to obtain any improper benefit or advantage.

## **7. Fair Operating Practices / Intellectual Property / Anti-Money Laundering**

Vendors shall act in accordance with national and international competition laws and do not participate in price fixing, market or customer allocation, market sharing or bid rigging with competitors. Vendors will also respect the intellectual property rights of others.

Vendors shall not directly or indirectly facilitate money laundering or terrorism financing and comply with applicable export control and customs regulations.

## **8. Anti-Modern Slavery, Human Rights and Labor**

Vendors will not participate in or benefit from modern slavery, servitude, forced or compulsory labor, child labor, human trafficking, debt bondage or other human rights abuses. Vendors shall support and respect the protection of internationally proclaimed human rights. Vendors shall adhere to all applicable wage and compensation laws globally, including working-hours regulations and pay fair wages for labor. Vendors shall uphold the freedom of association and recognize the right to collective bargaining.

Vendors shall work to ensure there is transparency in their business and supply chains, commit to identifying risks of modern slavery practices and human rights abuses, and where identified will endeavour to address these risks by implementing processes which prevent, mitigate and eliminate any such risks. Vendors will also provide access to a protected mechanism for their employees to report possible violations of these principles.

## **9. Equal employment**

Vendors will not discriminate in hiring and employment practices on grounds of age, ancestry, color, religious creed, physical or mental disability (including HIV and AIDS), marital status, medical condition, genetic information, military and veteran status, national origin, race, sex, gender, gender identity, gender expression, sexual identity, sexual orientation, political affiliation, or any other category protected by law. Vendor shall be committed to ensuring diversity, equity, and inclusivity in its workforce

## **10. Commitment to Environment**

Wiley is committed to conducting its business in an environmentally responsible manner and to minimizing its environmental impact. Wiley expects Vendors to demonstrate a commitment to responsible environmental stewardship, undertaking initiatives to

promote greater environmental responsibility. Vendors shall encourage the development and diffusion of environmentally friendly technologies and comply with all laws, rules and regulations that pertain to the environment.

### **11. Duty to Report Violations**

Vendors who believe in good faith that an employee of Wiley, or anyone acting on behalf of Wiley, has engaged in illegal or otherwise improper conduct or in any contravention of this policy, should report the matter to Wiley. To report such activities, please contact the whistleblower hotline through Wiley's Corporate Secretary's Office as follows:

- Phone:  
Toll Free Call: 1-844-481-0608; or  
Toll Call (U.S. and Outside U.S.): 1-201-748-8700; or
- Email: [tellthedirectors@wiley.com](mailto:tellthedirectors@wiley.com); or
- Mail:  
Board of Directors, John Wiley & Sons, Inc.  
Attn: Corporate Secretary  
111 River Street, Hoboken, NJ 07030-5774.

No retribution against any individual who reports violations in good faith will be permitted. Wiley will investigate any matter that is reported and will take any appropriate corrective action.