



Department:  
Document ID:  
Policy Owner:  
Effective Date:

Compliance and Ethics  
COM-COM-PO-0061-01  
Eva Carlson  
06/06/2017

## Supplier and Service Provider Code of Conduct

### Code of Conduct Statement

GIA has an international reputation for integrity, independence and professionalism. This Supplier and Service Provider Code of Conduct (“Code”) applies to all GIA suppliers and service providers (collectively “Suppliers” or “you”) for the Gemological Institute of America, Inc. and its affiliates (collectively “GIA” or “we”). As a GIA Supplier, you are expected to conduct yourself ethically and to comply with all applicable laws and regulations. Failure to do so will result in an adverse action, including possible termination of your service to GIA.

### General Restrictions and Requirements

1. **Reporting Mechanisms:** You have a duty to report all suspected or actual violations of this Code or of any applicable laws and regulations by you, your employees, agents and/or third parties supplying goods and/or services to you in connection with your contract with GIA (your suppliers and subcontractors). You must make all such disclosures to GIA’s compliance and ethics department (+1 760-603-4203 or +1 760-603-4144). If you wish to report a matter anonymously, you may do so by calling GIA’s Concern Reporting System at +1 866-295-2625, or visiting its website at [www.giawis.ethicspoint.com](http://www.giawis.ethicspoint.com)
2. **Conflicts of Interest:** You must avoid any actual or potential conflict of interest between your conduct as a GIA Supplier and your conduct as an individual or on behalf of your company. If a conflict arises, you must disclose it to the GIA compliance and ethics department when it first becomes known. In addition, GIA requires that you adhere to its “no gifts” policy by refraining from offering or giving any gifts to GIA employees.
3. **Compliance with Laws and Regulations**
  - 3.1. **Human Rights and Privacy:** You must respect human rights and individual dignity at all times. These principles include an absolute prohibition against child labor, forced labor, corporal punishment, harassment, retaliation and discrimination. These principles also require freedom of movement, freedom of association, right to privacy in accordance with all applicable privacy laws, and the right to a safe, healthy and clean working environment for all employees, contractors, sub-contractors and others. In addition, you are required to provide legal and fair compensation, benefit frameworks and other terms and conditions which meet or exceed governing laws.
  - 3.2. **Intellectual Property:** You must adhere to all legal obligations concerning patents, copyrights, trademarks, trade secrets, confidentiality agreements, privacy agreements and other intellectual property rights belonging to GIA.
  - 3.3. **Anti-Corruption:** GIA complies fully with [The Foreign Corrupt Practices Act \(“FCPA”\)](#) as amended, [The UK Bribery Act](#), and all anti-corruption laws in the countries in which it operates. Such laws prohibit offering or paying bribes or any “thing of value” to a government official. Anti-corruption laws prohibit corrupt payments to influence any act

or decision of a government official (including a decision not to act), or to induce an official to use their influence to affect a government act or decision so as to assist GIA in obtaining or retaining business, directing business to any person or enabling GIA to conduct business generally. Prohibited “things of value” include not only cash, but also gifts, meals, entertainment or travel of *any* value given. Even a token payment or “gift” to a government official in any position within a foreign government is a violation of GIA policy and this Code. Anti-corruption laws define “government official” broadly to include all employees at any level of any governmental ministry, bureau, office, department or agency, as well as all employees of companies that are wholly or sometimes even just partially owned or controlled by a government. In addition to prohibiting improper payments to government officials directly, anti-corruption laws prohibit payments, authorizations, promises or offers to any intermediary if it is known, or reasonably should have been known, that any portion of that payment will be passed along to a government official, political party or candidate for furtherance of a purpose prohibited under anti-corruption laws. GIA also strictly prohibits facilitation or “grease” payments, which are small payments to hasten a government action to which GIA is entitled.

Any Supplier who believes that a violation of anti-corruption laws has been or will be committed, must report the matter immediately to GIA’s compliance and ethics department consistent with the mechanisms set forth in Section 1.

- 3.4. **Activities Governed by U.S. Economic Sanctions:** GIA complies with U.S. Government economic sanctions in all of its locations. Economic sanctions are designed to deprive asset use by foreign countries, governments, regimes, terrorists, narcotic traffickers and others and to block access to the U.S. financial system and the benefits of trade, transactions and services, including financial services, involving U.S. markets, businesses and individuals. The U.S. Government’s Enforcement Guidelines and additional information about each economic sanctions program, including the Specially Designated Nationals (“SDNs”) on the list, are available at the [U.S. Department of the Treasury Office of Foreign Assets Control](#). Before conducting any transaction, providing any service or exporting any goods to any sanctioned country, its website should be consulted for specific country requirements.
- 3.5. **Business Ethics Applicable to Not-For-Profit Companies:** As a U.S. organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, the Institute must not become involved with political activities, lobbying activities or relationships with public officials. GIA will make its selection of its Suppliers without taking into account any political activity, lobbying or relationships with public officials on your part. While you are a GIA Supplier, if you choose to (1) engage with political parties or candidates for political office at any level, (2) make statements in support of or in opposition to political candidates, or (3) engage in lobbying activities or contact members of a legislative body to propose, support or oppose legislation, you may not use GIA’s name or publicize your business relationship with GIA in connection with such activities. Further, you may not maintain a relationship with or directly or indirectly provide funding



Department:  
Document ID:  
Policy Owner:  
Effective Date:

Compliance and Ethics  
COM-COM-PO-0061-01  
Eva Carlson  
06/06/2017

for or entertainment of a public official or political campaign that is of such a nature that the Institute’s integrity or reputation would be damaged by public disclosure of the existence or full details of the relationship.

- 4. **Internal Audits and Investigations:** When an alleged violation of this Code is reported, the Institute shall take prompt and appropriate action in accordance with the law and otherwise consistent with best business practices. If the suspected violation or concern involves GIA’s financial disclosures, internal accounting controls, questionable auditing or accounting improprieties, you are required to comply with the reporting mechanisms set forth in Section 1 above.

Suppliers are expected to cooperate fully with GIA representatives, both internal and external, who are conducting an internal investigation, audit, inquiry or other review.

- 5. **Non-Retaliation:** Suppliers must not retaliate, directly or indirectly, or encourage others to do so, against any other Supplier or GIA employee who reports a violation of this Code. If you believe such retaliation has occurred, you should immediately report the conduct consistent with the mechanisms set forth in Section 1. The Institute will not permit retaliation of any kind against good faith reports related to violations of this Code or other illegal or unethical conduct.

## Supplier and Service Provider Code of Conduct Acknowledgment

I understand that the company I represent (“Supplier”) is expected to conduct itself ethically and to comply with all applicable laws and regulations. Failure to do so will result in adverse action, including possible termination of our services to GIA.

I am a duly authorized officer, principal or representative of the below-referenced Supplier with the right to bind the Supplier by this agreement.

\_\_\_\_\_  
Supplier Company Name

\_\_\_\_\_  
Signatory’s Printed Name, Title

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date