

The DJE Family of Companies'

Day-to-Day Situation Guide

Companion Document to the Code of Ethics and Business Conduct

DJE
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APRIL 2018

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Introduction

The Code of Ethics and Business Conduct guides employees of Daniel J. Edelman Holdings, Inc.¹ (“DJE”) on legal and ethical standards that apply to business in general. We developed the Day-to-Day Situation Guide to provide additional assistance to employees on issues that are specific to the public relations industry. These two documents should be consulted in tandem.

Interacting with the Media

Please observe the following when working with the media on client engagements.

- **Public Disclosure** - Obtain permission from the client before publicly disclosing information about them or interacting with the media on their behalf.
- **Transparency and Proper Representation** - When engaging journalists, properly identify yourself and the client(s) you represent. Be open about your intentions.
- **Pay-for-Play** - Do not compensate members of the media, monetarily or in any other form in return for an expectation of coverage. The only exception would be where the coverage is appropriately accompanied by clear and conspicuous disclosure that it’s sponsored coverage (as in the case of advertorials).
- **Travel** - Follow local and industry custom and be transparent with all parties about the source of funds for a journalist’s travel. Reimbursement for a journalist’s

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travel by a client does not impose any expectation of coverage by the journalist.

- **Engaging Freelance Writers** - If you hire a freelance journalist, disclose that fact to the client. Make it clear that the freelance journalist is expected to follow the same guidelines regarding transparency and proper representation of themselves and their client when presenting story ideas to media outlets for potential publication.

The engagement of freelance media relations experts and consultants hired to work with DJE staff on behalf of client work should be in writing in accordance

¹ Daniel J. Edelman Holdings, Inc. includes Daniel J. Edelman, Inc., StrategyOne, Inc. d/b/a Edelman Intelligence, Zeno Group, Assembly Media, Matter, Inc., United Entertainment Group Holdings, LLC (UEG), The K Group Public Relations Company, d/b/a Krispr Communications, Edible, Inc., Edelman Miami Latin America Corp., The H & W Group, d/b/a Saludem, The R Group Public Relations Company, d/b/a Revere, First & 42nd, Inc., and all operating companies under the Edelman family of companies (collectively referred to as “DJE Holdings” or “DJE” in this document).

with the Agreements with Agencies/Consultants section of the Code of Ethics and Business Conduct. All such freelance consultants are expected to comply with DJE's Code of Ethics for Suppliers and Service Providers.

And, of course, be sure we conduct reasonable due diligence when hiring freelance experts and consultants. This due diligence may be informal or – in the case where they will be used on government engagements – formal. Also, use the Global Compliance Officer to vet the individual and/or firm against various watch and denied parties lists.

- **Advertorials** – With decreasing advertising revenue in print media, some periodicals are increasingly turning to advertorials. Some periodicals allow companies to place advertorials by directly paying for them or indirectly by buying advertising. Because advertorials can blur the line between editorial and paid content, they must be used with caution after due consideration of transparency and cultural norms.

For example, differentiate advertorial from editorial content by font or design style, including it as an insert, or labeling it as paid content (e.g., with the words “Advertisement”, “Special Advertising Section” or “Promotion” in the header). There are also periodicals, such as in the travel and real estate industries, where both advertisers and readers are aware that most or all of the material is paid content.

Some professional magazine associations have developed guidelines for appropriate

use of advertorials. Refer to the Compliance and Ethics site on your company's intranet (e.g., Fusion) for links to these guidelines.

Accepting Client Engagements

It is important that we consider the best interests of our clients, DJE, and society when determining whether to accept a client engagement. Think about how our action could be perceived through the eyes of others, such as your coworkers, the media, existing clients, or other stakeholders.

- **Industry Considerations** - DJE does not accept engagements for the tobacco (including e-cigarettes), firearms, pornography, or coal production industries.
- **Conflict Considerations** - We must address potential client conflicts and concerns about exclusivity before accepting new clients. We can address potential conflicts by implementing appropriate safeguards, engaging another office or DJE Holdings company, such as Zeno, and by being transparent with appropriate disclosure to the affected client(s). Please refer to the DJE Holdings Client Conflicts Policy for further discussion.
- **Reputation Considerations** - We avoid engagements where our involvement with the client, the industry it is in, or the nature of the engagement itself could damage DJE's reputation. Also pay attention to current events and public perception and how they may influence reputation considerations.
- **Resource Considerations** – Determine whether the client has the necessary

financial and operational resources to meet the needs and goals of the engagement as well as to comply with contractual client obligations.

Be sure to do a commercially reasonable amount of due diligence in situations where the potential client is a relative unknown to our organization. This is important not only for business reasons but also for legal reasons as well. In doing so, contact the Global Compliance Officer who can help with the due diligence by vetting the organization and its key principles against various watch and denied-parties lists.

Personal Convictions - No employee is required to work for a client whose business conflicts with his or her personal beliefs. If an employee declines to work for a client based on a conflict of this type, DJE shall make commercially reasonable efforts to assign the employee to an alternate engagement or client.

Engaging Experts as Spokespeople

Please observe the following when engaging experts as spokespeople for client campaigns.

- **Identification** - When assessing the appropriateness of a spokesperson or expert, DJE employees strive to identify and analyze all available information about that individual and provide the client with a full accounting of this due diligence for the client's consideration. As part of this due diligence, contact the Global Compliance Officer to vet the individual and/or firm against various watch and denied parties lists. At the client's request, we will conduct formal background checks where allowed by law.

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- **Training** - When the spokesperson is being trained for communication with the media (or other audiences), it is critical that the spokesperson, whether a client employee, independent expert, celebrity, or other figure, understand his/her role in the campaign, the messages he/she is to relay, and how he/she is being represented.
- **Documentation** - The understanding between the spokesperson or expert and DJE should be in writing and at a minimum contain the spokesperson's obligations, the rights being obtained by the client, the total fee, the length of the engagement, and the degree to which the client expects the spokesperson to honor exclusivity.
- **Conflict of Interests** - When we engage thought leaders and expert consultants we respect their independence. Payments are made for actual services rendered and never in a way that could be misinterpreted as a bribe or other illegal or improper means to induce product use

or promotion. Decisions about honoraria, expense reimbursement, venue selection, and relationship disclosure are made according to customary and accepted practices, legal requirements, ethical considerations, and common sense.

Also remember that payments to experts in some cases are regulated by law, particularly in the case of payments to healthcare providers. In these cases it's critically important to ensure that adequate processes and controls are put in place in accordance with regulations and our client's own compliance requirements before processing any payment for services to these experts.

Using Writers and Experts to Draft Communications

When we draft communications for our clients, transparency of authorship and our relationships with the experts who are the authors can pose complex and challenging issues for our clients and DJE's operations. This especially applies to practice areas where consumers rely heavily on the opinions of experts in making decisions, such as medical education and publishing, other aspects of health communications, and financial communications, or where business ethics have been questioned.

Overall, we must help our clients in all industries understand the shift in the rules of stakeholder engagement from interactions that are based on "sponsored associations" to ones that are based on trusting relationships.

- When developing communications we insist that authors are expert and involved in the given subject matter, research

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(medical or other) or, in the case of the drug and biotech industries, in clinical trials. We do not encourage or solicit mere signatories on any communications, including but not limited to op-eds, opinion pieces, commentaries, original research manuscripts, white papers, and blogs, without first obtaining e-mails and other written endorsement from the author acknowledging responsibility for the content, including agreement with the information, commentary, opinions, and conclusions in said communications.

- We follow applicable guidance established by the media, journals and international journal editor groups (e.g., International Committee of Medical Journal Editors), industry, and the government about authorship, disclosure of editorial support, industry funding and other such issues.

There's no easy solution or one-size-fits-all approach to address these issues. Transparency and disclosure are essential. Consult with your practice leaders or the Global Compliance Officer if you need guidance on a particular situation.

Conducting Client Campaigns

We need to be aware of legal and regulatory restrictions, safety considerations, as well as ethical, cultural, and societal issues that may affect how we conduct our client campaigns. Laws and regulations are established at the national, regional, and local levels and may often vary significantly based on geography.

- **Ethical and Societal Expectations** – When planning client campaigns, we must consider the ethical and societal implications. Failure to do so can result in challenges to our clients' and our own integrity. As such we have a dual mandate: To help our clients tell their stories, and help them advance in an environment that calls for more transparency, collaboration, and consideration of societal expectations. Guiding us are DJE's values and principles, the Code of Ethics and Business Conduct, and our culture of embracing the letter and the spirit of doing what is right.
- **Client Industry Regulations** – Many of our clients operate in a regulated environment, such as those in the healthcare or financial services industries. We need to understand and comply with industry-specific regulations that apply to our client services.
- **Rules of the Media or Venue** – DJE's policy is to follow the rules and regulations that have been established for any type of media or communications channel that we use to conduct a client campaign.
- **Target Audiences** – Communication to target groups and their influencers should be structured in accordance with applicable laws and regulations.
 - DJE does not develop or distribute any communication about alcohol, gambling services or products, or adult products to individuals under the applicable legal age.
 - DJE distributes communications materials relating to adult products or material only to individuals who are over the age of legal consent and who have specifically consented to receive adult marketing.
- **Permits and licenses** – Local or regional regulations may require companies to obtain permits or licenses before conducting activities such as door-to-door campaigns and rallies.
- **Intellectual Property** – We respect and preserve intellectual rights in the marketplace.
- **Safety** – Use common sense and consider safety concerns when developing promotional items, events, or campaigns on behalf of our clients.
- **Sweepstakes** – While sweepstakes are often effective marketing devices, they are also strictly regulated to prevent unethical and deceptive marketing practices and to avoid violation of applicable gambling laws.

- **Privacy** – Significant restrictions may apply to the gathering, use and distribution of personal information used as part of a campaign. Never sell, distribute, or use such information in any way other than as indicated in the campaign and allowed by applicable law.
- **Telemarketing and Mobile Communications** – Various telemarketing laws restrict companies or organizations from making unsolicited marketing telephone calls to consumers.
- **Online activities** – A number of laws regulate online activities, including the operation of Web sites or online services directed to children, collection of personal information from children, and the use of commercial e-mail.
- **Advocacy Organizations** – If we recommend or assist a client in creating an advocacy organization, we must be transparent regarding the source of funding and the organizations and interests that we represent.
- **Guerilla Marketing** – If a proposed media campaign includes elements of guerilla marketing or uses other non-traditional ways to generate media attention, be sure that it meets the guidelines set forth above, including the need to meet ethical and societal expectations, safety concerns, and so forth. Also, be sure to be transparent about corporate sponsorship of such events or activities.
- **Special Requests From Clients** – It is possible for a client to ask us to do something that is unrelated to the services for which we have been engaged. While

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client satisfaction is very important, we must also be careful not to become involved in any transaction or situation that could appear questionable to outside parties. The request may be an attempt to circumvent the client's own internal controls. Or, in a worst case scenario, being a party to a transaction that we are not involved in and have no knowledge or control over could inadvertently give rise to allegations of money laundering, corruption, or other wrongdoing. If you have any question or concern about a special request from a client, contact the Global Compliance Officer.

If you have questions about how specific laws may affect a proposed client campaign, contact the Global Compliance Officer or the Office of the General Counsel.

Responding to Outside Requests for Information and Disclosures

DJE employees are occasionally contacted by outside parties to obtain or release information about DJE or its business. To avoid possible inconsistencies, accidental disclosure of confidential information or potential conflicts with existing or prospective clients, only authorized personnel or those who have received express permission to do so should respond to such inquiries. Please observe the following guidelines if you are contacted by an outside party for comment or information on a matter:

- **Client Engagements** – Refer to our contract or client agreement to determine which employees are authorized to talk to the media or other outside parties.
- **Vendor Endorsements** – We work with a broad range of vendors, and some may ask that we offer a testimonial about their products or services. Doing so may sometimes create unintended conflict with existing or prospective clients. We must never offer or agree to such testimonials or the use of any DJE brand or logo by a 3rd party for their own marketing purposes without the express review and approval of Global Compliance and Global Marketing.
- **Litigation or other Dispute Resolution** – Contact the office of general counsel to determine who is authorized to respond to such requests.
- **Regulatory Inquiries** – DJE’s various support departments (e.g., human resources) have experts who are authorized to respond to routine regulatory requests for information. In the event of a request related to a non-routine investigation by a regulatory agency, contact the office of general counsel for guidance.
- **Other Inquiries About DJE** – The Executive Committee authorizes only the chairman, the global CEO and others expressly selected to disclose such information. No other employee is authorized to make public disclosures without express authorization from the chairman, the global CEO, the Office of the General Counsel, Global Compliance and/or Global Marketing.

There may be times when outside parties try to obtain information about our employees or our business. Unscrupulous recruiters or competitors may even misrepresent themselves to do so. Take steps to confirm the identity of outside parties and follow the policies noted above to ensure that we don’t inadvertently disclose inside or confidential information that could harm DJE, our employees, or our clients.

Pitching Broadcast Media

Regulatory initiatives to protect the credibility of news and ensure proper disclosure have made pitching VNRs (video news releases), ANRs (audio news releases), and paid spokespeople to local TV and radio stations more challenging. To ensure transparency and credibility, we cannot position client-sponsored packages as news if it is truly more of a marketing or promotional release.

The challenge for communications professionals is to effectively deliver our clients’ messages in this changing environment.

Public relations production teams have felt a chilling effect as several TV stations have backed away completely from participation in client-sponsored VNRs and SMTs (satellite media tours). If DJE and our clients work with stations to ensure news and other television producers know the source of the sponsorship, and in turn they can

reveal that information to their audiences, it's more likely our clients' material will be used.

Various regulatory agencies or trade associations related to communications media have issued guidelines about VNRs and other video and audio provided by "non-media third parties." The guidelines do not state that stations should summarily avoid airing VNRs or other client-sponsored broadcast tools, but as the following guidelines summary makes clear, stations are advised to exercise considerable caution.

- TV and radio stations "should protect the editorial integrity of the video and audio they air," using material from non-media third parties only when it is genuinely newsworthy and the stations are not able to capture the video or audio themselves, e.g., proprietary assembly line footage.
- Stations should clearly disclose the source of information and label all material provided by corporate or other non-editorial sources.

In some jurisdictions, stations failing to disclose who paid for a segment or otherwise identify the outside source of a video can be fined.

Developing Transparent and Credible Broadcast Tools

DJE's Media Center of Excellence continues to produce VNRs, ANRs, and SMTs that provide stations with access to information and expertise they might not otherwise be able to obtain. DJE's Media Center of Excellence continues to recommend, and broadcast media continue to use, newsworthy and distinctive video and audio that does not compromise the integrity of

journalism with overt branding and commercialism.

VNRs, defined as fully produced and edited TV news stories (including a "reporter" voiceover), are seldom sought and rarely used in their entirety, even in the smallest of markets. Typically, DJE's Media Center recommend producing a VNR only when a story is so complex that it warrants a full script and reporter voiceover. DJE more frequently recommends B-roll packages. Well-produced B-rolls contain footage that is not overtly commercial, sound bites, and background information, and allow producers and reporters to easily build and edit their own stories.

Similar rules apply to radio, a medium too often ignored. ANRs and RMTs (radio media tours) continue to earn solid results, providing opportunities to deliver important client messages to broad target audiences. As with TV news, nothing turns off producers and reporters faster than overt commercial messaging. One or two subtle client or product mentions, and only as they apply to a truly newsworthy story, is the most we should try to secure. The messages will achieve maximum impact when delivered by a credible spokesperson in his or her sound bite(s), and not in the "reporter" voiceover.

Producers favor in-studio interviews over satellite feeds so we put greater emphasis on persuading clients to identify spokespeople who can travel to target markets, as opposed to conducting SMTs. We also focus on finding local spokespeople who can deliver the client's messages clearly, effectively, and credibly.

We must continue to practice the media relations basics that are the hallmark of DJE:

- Collaborate with media to develop good news stories.
- Find creative ways to deliver compelling messages.
- Develop smart video and audio packages that include meaningful footage, sound bites, and important background information.
- Adhere to the highest level of ethics.

If you have questions about any of the above please contact members of DJE Media Center of Excellence.

Using Matte Releases

Matte releases are special news releases that are structured with non-copyrighted editorial material that a print outlet may choose to use in its original form. DJE and any agent selected to assist in distribution clearly communicates the client's name or product or service for which the release was developed.

Word-of-Mouth Marketing

DJE employees, its agents, and consultants abide by the Code of Ethics established by the Word of Mouth Marketing Association (<http://www.womma.org/ethics/womma-code-of-ethics>). The following principles are expressed and described more fully in the WOMMA Code and are similar to those that apply to any of our other client services, including:

- Consumer protection and respect are paramount
- The Honesty ROI: Honesty of relationship, opinion and identity
- We respect the rules of the venue

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- We manage relationships with minors responsibly
- We promote honest downstream communications
- We protect privacy and permission

Some jurisdictions have implemented regulations making it a criminal offense for brands to seed positive messages online without making the origin of the message clear. Brand owners will face fines or even prison sentences if they violate the consumer-protection regulations.

Third-Party Engagement

DJE employees will not implement grass roots campaigns or letter-writing campaigns to legislators on behalf of undisclosed interest groups.

Online Engagement

DJE recognizes the importance of online engagement and encourages the use of social media in business and personal life. Online engagement is rapidly expanding and evolving, and has become an integral part of the practice of PR. And yet this is an area where even the most sophisticated companies and their PR firms occasionally stumble.

A complete and updated discussion of the “do’s and don’ts” for online engagement is beyond the scope of this document. Be sure you are familiar with the rules and guidelines discussed in the Online Behavior Policies and Procedures for All DJE Family of Companies Staff before conducting any online engagement on behalf of a client.

Industry and Practice Area Codes of Conduct

A number of codes of conduct have been developed by various national and international public relations, communications, and practice-specific organizations. Employees should take the time to review the codes that apply to their region or specialty because outside parties may use them to evaluate our business practices. Links to a number of these industry or practice specific codes of conduct are maintained on your company’s intranet site (e.g., Fusion). You can also check with your general manager or practice leader for further guidance.

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