

Code of Conduct



SPRINGER NATURE

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Preface from the CEO

Springer Nature is at the early stage of building our name in the research, education and professional worlds, building on our already privileged position as the world's largest academic book publisher and the publisher of the world's most influential journals.

However, internally, we already have a very clear idea of what we want to stand for based on our combined experiences, a strong set of common values and a collective desire to have a positive impact on society at large. In fact, it's these shared beliefs that made the creation of Springer Nature possible.

Over the coming months and years, our new company will continue to grow, adapt and evolve to meet the needs of the communities we serve but whatever we do must always be built on the same firm foundations that have led us so successfully to this point. Working together, we have developed three themes to describe how we operate at Springer Nature – three themes we can and should continue to apply to every new initiative we embark upon.

- As proactive partners we build strong relationships with our suppliers and customers based on mutual respect and trust, ensuring that can all benefit from our collaborations well into the future.
- Our role as quality champions means that we always go the extra mile to ensure the job is done in the best possible way. This means always acting with honesty and integrity and applying the same high standards to the way we do things as to what we do.
- Leading the way as industry pioneers brings with it the responsibility of setting an example for the rest of the publishing world. We should always strive to use our influence for good.

We want to go out into the world and do business with our heads held high and ensure that we are employing the same high ethical standards wherever we are in the world. To help us do that, we have the Springer Nature Code of Conduct.

The Code exists to support us all with our decision making. I ask you all to read it carefully and use it to help you exercise sound business judgement in your everyday business interactions with colleagues, customers, partners and the wider public.

Please always raise questions and concerns if you are ever unsure about anything. If you see something, say something! Speaking-up is the right thing to do and it helps Springer Nature to keep the consequences of potential problems to a minimum. No retaliation will ever be tolerated against anyone who raises a question or concern in good faith.

Thank you in advance for agreeing to the Code of Conduct and for contributing to a sustainable future at Springer Nature.



Derk Haank
Chief Executive Officer
Springer Nature



The way we work at Springer Nature

**About 13,000 employees
in 50 countries**

Springer Nature is a leading global research, educational and professional publisher, home to an array of respected and trusted brands providing quality content through a range of innovative products and services. We are the world's largest academic book publisher, publisher of the world's highest impact journals and a pioneer in the field of open research.

Our company was formed in 2015 through the merger of Nature Publishing Group, Palgrave Macmillan, Macmillan Education and Springer Science+Business Media. As a result of that merger, we now employ almost 13,000 staff in over 50 countries. By adopting this Code, Springer Nature reaffirms its commitments to respect the laws and regulations that impact our business. It also clarifies the key areas that everyone working for or representing Springer Nature needs to understand.

- Conduct towards colleagues and others working for Springer Nature
- Our environmental, social and governance commitments
- Using and protecting Springer Nature's assets
- Independence of the media
- Privacy and confidentiality
- Online public forums and social media
- Fair competition
- Corruption, fraud and bribery
- Record keeping and retention
- Supply chain management
- Working with governments and NGO
- Insider trading

If you have any questions about how these key areas impact any particular business, Springer Nature's in-house Legal Counsel, Human Resources Partners and Group Compliance Officer are on hand as further sources of advice and guidance.

What do I need to know?

Springer Nature considers compliance with the laws and regulations that impact our business to be an essential part of acting responsibly. We will adhere to applicable laws even if this involves a business disadvantage. Where national laws are more restrictive than Springer Nature's internal policies and guidelines, national laws take precedence. Equally, where local laws are less restrictive than Springer Nature's Code and Global Policies, Springer Nature expects its employees and other representatives to follow Springer Nature's Code and Global Policies even if the conduct would otherwise be legal.



What do I need to do?

Springer Nature trusts its employees and other representatives to take solid business decisions based on an understanding of the internal policies that apply to them and their business and to ask questions or raise concerns if they are unsure.

Employees who are responsible for business in more than one country are expected to make themselves aware of cultural differences, variations in local law and customs and any other restrictions which may apply. The relevant business unit's in-house Legal Counsel and the Group Compliance Officer are on hand to give support as necessary.



What are the responsibilities of directors, officers and managers?

Directors, officers and managers are often the first point of contact for questions on understanding our policies. As part of their management duties, they are expected to understand the major legal and reputational risks in their areas of responsibility and engage in designing and implementing appropriate internal controls in order to avoid infringements.

In their special capacity as role models, directors, officers and managers are also expected to encourage their teams and colleagues to ask questions, share concerns and to support employees who do.

Tell me more...

■ As a truly global company, we embrace diversity because it makes us stronger and provides greater opportunities for our business.

This diversity not only includes all the factors mentioned but also diversity in terms of individual skills, educational qualifications, work experience, background, language skills and other relevant attributes that give Springer Nature's workforce the unique character it has.

Our commitment includes providing disabled employees with an adequate workplace and necessary support.

Key areas to be aware of

Conduct towards colleagues and others working at Springer Nature

Working at Springer Nature means respecting the individual, embracing diversity, equality of opportunity, prohibiting discrimination and maintaining healthy and safe working conditions.

Employees are treated fairly and respectfully by directors, managers and colleagues. Discrimination based upon age, race, colour, nationality, descent, gender, religion, creed, sexual orientation or other personal characteristics is prohibited.

Everyone at Springer Nature has a responsibility to help us maintain a safe and respectful workplace, free of any kind of discrimination, harassment, unwanted physical contact, intimidation or bias.

We all play our part in keeping ourselves and everyone around us safe. Our workplaces are free of the sale, use or possession of illegal drugs. If legal drugs (e.g. alcohol) are offered at company or other business related events, we continue to avoid behaviour which is unsafe, illegal or otherwise conflicts with the standards we set ourselves in this Code.

We respect the personal dignity, opinions and privacy of all employees and are, of course, an equal opportunity employer. Employees may form [in-house groups](#) to better protect and represent their interests.

We are firmly committed to respecting human rights and fundamental social standards as set out in the U.N. Universal Declaration of Human Rights, the guidelines of the International Labour Organisation and the U.N.'s Convention on Children's Rights and to the elimination of all forms of discrimination against women.



Tell me more...

■ **We follow the UN Global Compact and the OECD Guidelines for Multinational Enterprises at all locations in which we are active.**

The OECD Guidelines cover all major areas of business ethics, including: information disclosure, human rights, employment, labour, environment, anti-corruption and consumer interests.

■ **We participate in a wide range of Environmental, Social and Governance activities on a global basis.**

We believe that the single most effective way of reducing the impact of our business activities on the environment is to continue the print to digital conversion of our in-house processes, our products and our archives.

Reducing our carbon usage requires active participation by all employees in using existing resources wisely and looking for ways to lessen our usage of paper and other raw materials or find sustainable alternatives.

For further information regarding our sustainable business and social engagement, contact our Environmental, Social and Governance Group.

Our environmental, social and governance commitments

We are careful that our dealings comply with all relevant laws. However, Springer Nature's goal as a corporate citizen is that we not only comply with the laws, rules and regulations that relate to social and governance commitments and to the environment, but often exceed them.

Additionally, we respect and adhere to international restrictions on the provision of products and services. Several international bodies (e.g. OFAC, UN, EU) and many countries impose such restrictions. Employees who conduct business for Springer Nature in territories outside of their home country are expected to be aware of the sanctions that are in force and consult with Compliance staff regarding any questions.



Tell me more...

■ **This means that we only use company funds, assets, facilities and equipment for legitimate business use (and never for activities that are inappropriate, improper, unethical or illegal).**

It also means that our business trips are appropriate and proportionate in nature and are efficiently planned and carried out, taking into account time, costs and resources.

■ **Situations which can create conflicts of interests and should be disclosed to line managers and HR Directors include:**

Potential personal gain in any business transaction;

That a colleague, candidate for employment or supplier/potential supplier is a close or related party;

Freelancing, consulting, working part time for a non-Springer Nature organisation;

Directly holding shares in the capital or voting rights in an organisation that competes (directly or indirectly) with or is a customer or supplier of Springer Nature.

Protection and Proper Use of Springer Nature's Assets

At Springer Nature, our business decisions are made exclusively in the best interests of the Company and we use Springer Nature's property and resources correctly. We do not take personal advantage of business opportunities which arise out of our work at Springer Nature.

We disclose any personal interests we may have (including the interests of close or related parties¹) in writing so that the Company can decide if the interest creates a conflict.

We are responsible for the security of our surroundings and protect Springer Nature's assets from loss, damage or theft.

In addition to respecting and protecting Springer Nature's intellectual property rights, we also respect the intellectual property rights of third parties. Appropriate licences and permissions are required for any software and content that we use. Questions about licences and permissible usage should be directed to the Legal department.



¹ "close or related parties" include spouse, partner, co-habitee, child, parent/parent-in-law or sibling/sibling-in-law.

Tell me more...

■ **This means that we will not enter into agreements with third parties that jeopardise our independence as publishers and journalists.**

If advertisements or “Advertorial” content is included in our journals we make it clear that this does not form part of the editorial.

■ **Handling personal information responsibly means only collecting and using it for a business purpose, limiting access to those who have a legitimate reason to see it and taking steps necessary to prevent unauthorised access.**

It also means that sensitive personal information is given additional protection and will not be disclosed to anyone inside or outside the Company except with the appropriate authorisation and as necessary to perform our work (or as required by law).

■ **Data privacy implications also need to be considered when planning a new project.**

Relevant considerations include the type of information that is included, by whom the information is accessed and the security of the systems used

Independence of the media

Springer Nature respects the independence of the media and maintains a clear separation of editorial and paid content. We respect all applicable press codes of practice.

Privacy and confidentiality

In the course of our business, some of us will obtain or have access to personal information about colleagues, customers, suppliers etc or confidential information about Springer Nature’s business activities. Springer Nature handles personal data responsibly and in compliance with all applicable privacy/data protection laws.

We do not disclose non-public information – including Springer Nature’s business operations, plans, financial condition etc – without both a valid business purpose and proper authorisation (or as required by law). Before sharing confidential information outside of Springer Nature we take appropriate action to protect against misuse – e.g. execute a non-disclosure agreement with the third party involved.

Online public forums and social media

Only employees who are specifically authorised to do so may post content as a representative of Springer Nature or use our logos, trademarks, copyrighted information or other intellectual property.

However, we recognise that if we are identifiable on social media as Springer Nature employees we may be seen as Springer Nature representatives in the eyes of the public. We will therefore exercise care in connection with the use of online public forums, including blogs, wikis, chatrooms, social networks, user generated audio and video or other social media.



Tell me more...

■ **Competition/antitrust laws seek to preserve a free, competitive economy. Penalties for violating them – both criminal and civil – are severe and can impact employees personally.**

Before you enter into any business discussion, agreement, understanding or relationship with a competitor (whether formal or informal), consult with the Legal Department.

■ **This means that we will not offer (or authorise a third party to offer) “facilitation”, “grease” or “expedition” payments or make gifts to government officials (or anyone else) to speed up a process, even though in some countries it is customary to do so.**

We will also ensure that any non-contractual payment, token of appreciation, meals, invitations to entertainment activities or gifts offered or received cannot reasonably be construed as an attempt to secure unfair preferential treatment.

N.B. Cash gifts or gifts of cash equivalence are never acceptable.

Fair competition

Springer Nature competes fiercely but fairly and expects all employees to deal fairly with customers, suppliers, service providers and competitors. We will hire suppliers, agents or intermediaries only by fair assessment and will make business decisions solely in the best interests of Springer Nature, independent of any understanding or agreement with a competitor.

Corruption, fraud and bribery

We do not tolerate any form of corruption by any person representing Springer Nature. We do not offer, give, or receive, bribes or other benefit or advantage for personal or business gain. We also prohibit such behaviour within our supply chain.

It does not matter how large or small the requested payment or other benefit appears to be – a bribe is a bribe. Our position of zero tolerance towards bribery and corruption is global and has been adopted by Springer Nature worldwide.

We would rather suffer delays or lose the contract than make any payment or offer any benefit that could be seen as against the law.

Record keeping and retention

We record our transactions accurately and in a timely manner. We keep supporting documents available which accurately reflect each underlying transaction.

We comply with local legal and tax requirements and any notices to retain records in the event of litigation. After they are no longer needed, we dispose of our records in a suitable manner, preferably by secure shredding and recycling.



Tell me more...

■ **In choosing third parties to work with, remember that the Company will be at serious risk if any third party does anything on our behalf that would breach our own Code of Conduct if we did it ourselves.**

We want to work with third parties who have good reputations, support our values, are transparent with us and are prepared to engage in due diligence and take appropriate responsibility for managing their onward supply chain.

■ **Activities that may be appropriate when dealing with commercial entities (i.e. gifts, entertainment, hospitality) may be inappropriate and even illegal when dealing with public officials.**

Public officials include:

- Foreign or domestic government officials;
- Party officials or political candidates;
- Employees of state owned enterprises;
- Employees of federal, national or local agencies;
- Employees of an NGO – e.g. World Bank, UN, World Health Organisation.



Supply chain management

Springer Nature often works with third parties and expects all of our suppliers, vendors, agents, intermediaries, service providers and other business partners to agree to meet the same ethical, health, safety and environmental standards that we set for ourselves. These standards are described in Springer Nature's Business Partner Code of Conduct.

We evaluate major suppliers based on background, experience, reputation, cost, services offered and also their commitment to business integrity and sustainable business practices.

We will also monitor the performance of our major suppliers, agents and intermediaries throughout the duration of their engagement by Springer Nature to ensure that they continue to meet relevant standards.

Working with governments and NGOs

We strictly observe the laws, rules and regulations that govern the acquisition of goods and services by any governmental entity or Non-Governmental Organisation ("NGO").

If we engage third parties to act as intermediaries in connection with governmental or NGO business, we make sure they understand the additional risk areas and their responsibilities.

We make sure any political lobbying by Springer Nature is centralised and transparent. We do not make political contributions – in cash or in kind – this includes both cash payments or goods or services, such as free printing or use of our facilities to government officials or political parties or to support political activities.

Insider trading

In many countries in which Springer Nature carries on business it is illegal to purchase or sell stock, shares or other securities on the basis of material non-public information. It is also illegal to pass such information on to a friend or family member, or anyone else, so that they may trade on this basis.

The sort of information considered "material" includes information that would be expected to affect the investment decisions of a reasonable investor – e.g. acquisitions or divestments, change in majority control, internal forecasts, budgets and targets, financial results, growth or expansion plans, changes to the senior management team.

Where can I get more information, advice or raise a concern?

Information and advice

Please refer to our group and business unit policies and guidelines. Our policies and guidelines are under regular review. Please make sure you check our company internet site – [Hive](#) – for the most up to date versions.

Questions and concerns

If you can't find the answer, please do not guess. You can ask questions or raise concerns directly with management, Human Resources, our Compliance staff or indirectly by using our "[Speak-Up](#)" system.

Springer Nature provides this system as a part of our commitment to encourage a culture where raising questions and concerns is acknowledged as the right thing to do. The system called BKMS is provided by Business Keeper AG, a third party company, and permits reports to be made securely and, if you wish, anonymously. The data security and data privacy measures used by BKMS are continuously checked and certified by independent experts. No IP addresses are collected when using the system.

The Speak-Up system can be used by anyone – employees, business partners, authors, suppliers, editors, customers – who wishes to raise questions or concerns about the way Springer Nature is operating. Questions and concerns may be submitted via the Speak-Up system in any language.





If you see something, say something!

Employees may not act in a manner which is inconsistent with this Springer Nature Code of Conduct or any other relevant Company Policy – even if a manager or other senior individual instructs them to do so. If you become aware of behaviour on the part of another member of staff or a third party who represents Springer Nature that violates, breaches, disregards or contravenes our internal policies, you should raise your concerns immediately.

Any employee who, in good faith, raises a question or reports a concern is following our Code of Conduct and is doing the right thing – whether the concern is well founded or the conduct is in fact wrong. No one who raises a question or makes a report – whether in writing, in person or online – may be retaliated against by anyone in Springer Nature for doing so. Retaliation in any form will not be tolerated and will itself lead to disciplinary action.

Promptly raising questions and concerns is the right thing to do – for both individuals and for Springer Nature. Some of the risk areas described in this Code may expose individual employees and the Company to civil or criminal penalties. These consequences may apply not only to the individuals who commit misconduct but also to any person who condones that behaviour (or, having become aware of it, fails to report or take reasonable steps to prevent or address it). So, the earlier we become aware of a problem, the better the prospects are that we can keep the consequences to a minimum. If you see something, say something!

THIS CODE IS A STATEMENT OF GOALS AND EXPECTATIONS FOR MINIMUM STANDARDS OF INDIVIDUAL AND INSTITUTIONAL CONDUCT. INDIVIDUAL BUSINESS UNITS MAY APPLY HIGHER STANDARDS. THIS CODE DOES NOT CREATE ANY RIGHTS, EMPLOYMENT RELATIONSHIP OR CONSTITUTE A PROMISE OF CONTINUED EMPLOYMENT OR CREATE ANY OTHER RIGHTS. THE CODE IS SUBJECT TO CHANGE FROM TIME TO TIME AT SPRINGER NATURE'S DISCRETION.