



The *WALT DISNEY* Company

INTERNATIONAL LABOR STANDARDS PROGRAM MANUAL

Revised June 2019

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THE INTERNATIONAL LABOR STANDARDS PROGRAM APPLIES TO THE PRODUCTION OF PRODUCTS, PRODUCT COMPONENTS, AND MATERIALS IN PHYSICAL FORM

containing, incorporating, or applying any intellectual property owned or controlled by The Walt Disney Company or its affiliates ("Disney") produced for any purpose anywhere in the world ("Disney-branded products"). This includes licensed products, promotional items, publications, print materials, giveaways, and packaging. The intellectual property of Disney includes all names, marks, logos, characters, and other proprietary designations and properties owned or controlled by Disney (including ABC, ESPN, Lucasfilm, Marvel, and Pixar).

I. INTRODUCTION

The Walt Disney Company's International Labor Standards Program seeks to foster **safe**, **inclusive**, and **respectful** workplaces wherever Disney-branded products are produced. The International Labor Standards Program is an important component of The Walt Disney Company's Corporate Social Responsibility and Responsible Supply Chain efforts. For more information on these policies and programs, go to the Disney Corporate Social Responsibility page on [The Walt Disney Company website](#).

Disney's Code of Conduct for Manufacturers ("Disney Code") establishes Disney's expectations for the production of Disney-branded products. As described below, the principles embodied in the Disney Code are consistent with the core conventions of the International Labour Organization. Disney's International Labor Standards Program ("ILS Program") requires Licensees and Vendors to conduct ILS Audits and provide ILS Audit Reports on a regular basis, as described in this ILS Program Manual. This is intended to enable Disney and its Licensees and Vendors to gain greater visibility into the working conditions of Facilities in which Disney-branded products are produced and to promote continuous improvement in meeting the requirements of the Disney Code and the objectives of the ILS Program in fostering safe, inclusive, and respectful workplaces.

As a Licensee or Vendor of Disney, you are responsible for ensuring that Disney-branded products are produced in compliance with the ILS Program. This ILS Program Manual outlines requirements for Licensees and Vendors and includes reference materials to help you meet your obligations. We encourage you to carefully review this ILS Program Manual

and to ensure that you have adequate knowledge, experience, and capacity to meet the expectations of the ILS Program.

This ILS Program Manual is intended to supplement your agreement with Disney. In the event that any part of this ILS Program Manual is inconsistent with the terms of your agreement with Disney, your agreement with Disney controls. This ILS Program Manual supersedes all previous manuals, guides, and similar materials relating to the ILS Program. This ILS Program Manual may be revised from time to time.

Certain capitalized terms used in this ILS Program Manual are defined in the glossary (See **Appendix 1: Glossary of Terms** for details.) As used in this ILS Program Manual, the 'production' of Disney-branded products includes the manufacture, processing, finishing, assembly, labeling, printing, and packaging of Disney-branded products.



II. OVERVIEW OF GENERAL ILS PROGRAM REQUIREMENTS

As a Licensee or Vendor for Disney, you play a critical role in helping to ensure that Disney-branded products are made in safe, inclusive, and respectful workplaces. Licensees and Vendors are required to comply with the following ILS Program requirements described in detail in this ILS Program Manual:

1. SELECT COMPLIANT FACILITIES IN —AND SOURCE FROM—PERMITTED SOURCING COUNTRIES:

Do not produce Disney-branded products in or source components or materials from countries that are not on Disney's Permitted Sourcing Countries list.

In addition, production in and sourcing from certain Permitted Sourcing Countries is subject to conditions and restrictions that you must comply with. (See the [Sourcing Restrictions](#) section for details.)

The Disney Code requires all Facilities engaged in the production of Disney-branded products to meet and maintain, at a minimum, a requisite level of compliance with the Disney Code. This requisite level of compliance is referred to as the Minimum Compliance Standard ("MCS"). You are responsible for selecting and using only Facilities that meet and maintain, at a minimum, the MCS. (See the [Disney Code of Conduct for Manufacturers and the Minimum Compliance Standard](#) section for details.)

2. DECLARE ALL FACILITIES AND SUBMIT REQUIRED DOCUMENTATION:

You must declare each Facility, wherever it is located, before beginning any production of Disney-branded products at the Facility by submitting to Disney a Facility and Merchandise Authorization ("FAMA") Application in a timely manner. This includes any and all subcontracted Facilities proposed for use. If the Facility is located in a Permitted Sourcing Country where ILS Audits are required, you must also submit a qualified ILS Audit Report that demonstrates that the Facility meets MCS unless a qualified ILS Audit Report is already on file with Disney. (See the [Sourcing Restrictions](#), [Facility Declaration and Authorization](#), and [ILS Audits](#) sections for details.)

3. RECEIVE AUTHORIZATION FROM DISNEY PRIOR TO PRODUCTION:

Before you begin Disney-branded production in any Facility or subcontracted Facility you propose to use, you must obtain a FAMA from Disney. (See the [Facility Declaration and Authorization](#) section for details.)

4. **MANAGE ONGOING COMPLIANCE AND PROVIDE PERIODIC ILS AUDITS IF REQUIRED:**

Educate prospective and current Facilities about the Disney Code, the MCS, and the ILS Program requirements. As a Licensee or Vendor, you must distribute the Disney Code to each of your Facilities and ensure that your Facilities fully understand Disney's expectations and requirements. Once Disney-branded production at a Facility is authorized, you are responsible for working with the Facility to ensure ongoing compliance by the Facility with applicable ILS Program requirements, the remediation of any labor issues that may arise during production, and taking commercially reasonable efforts to ensure that your Facilities fully comply with the Disney Code. (See the **Disney Code of Conduct for Manufacturers and the Minimum Compliance Standard** section for details.)

5. **REMEDiate COMPLIANCE VIOLATIONS AND STOP PRODUCTION IF REQUIRED:**

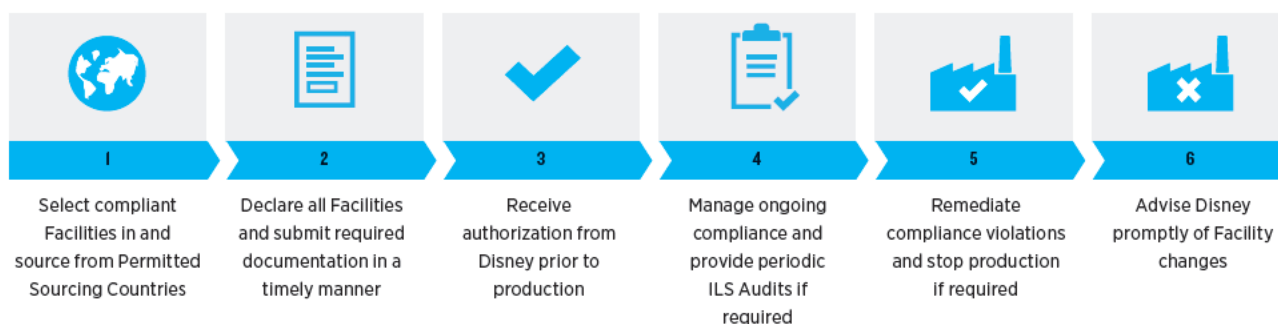
As a condition of continued use of a Facility, you, as well as other Licensees and Vendors using the Facility, must resolve MCS violations within the time periods specified by the ILS Program. You must also encourage improved working conditions and full compliance with the Disney Code. (See the **Remediation of Noncompliance** section for details.)

If required by notice from Disney, all Licensees and Vendors using a Facility must promptly cease producing Disney-branded products at the Facility and remove all Disney-branded products whether complete or in-process (including any molds and materials). (See the **Facility Declaration and Authorization and Facility Loss of Production Authorization** sections for details.)

6. **ADVISE DISNEY PROMPTLY OF FACILITY CHANGES:**

You must notify Disney promptly (but no later than 30 days) after you (1) stop using a Facility for any reason and have no reasonable intention of using the Facility within the next 12 months, or (2) have not used a Facility for 12 months and have not placed an order with the Facility to be fulfilled within the next 12 months. At Disney's request, you must provide Disney with an updated list of Facilities. You will be sent a monthly status report that includes a list of Facilities in which you have indicated you are producing Disney-branded products and a list of recently expired Facilities in which you have indicated you are no longer producing such products. (See **Appendix 16: Sample Monthly Status Report** for details.)

A SUMMARY OF GENERAL REQUIREMENTS



III. DISNEY CODE OF CONDUCT FOR MANUFACTURERS AND THE MINIMUM COMPLIANCE STANDARD

DISNEY CODE OF CONDUCT FOR MANUFACTURERS

Adopted in 1996, the Disney Code sets forth Disney's expectations for manufacturers of Disney-branded products. Disney expects all Facilities engaged in the production of Disney-branded products to comply with the Disney Code as described in this ILS Program Manual.

The principles embodied in the Disney Code are consistent with the core conventions of the **International Labour Organization** ("ILO"), as well as with various multi-stakeholder and industry initiatives and corporate codes of conduct pertaining to supply chain labor standards. The Disney Code is available in more than 50 languages at www.DisneyLaborStandards.com. (See **Appendix 3: Disney Code of Conduct for Manufacturers** for more information.)

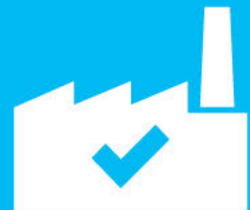
THE MINIMUM COMPLIANCE STANDARD

Disney requires that all Facilities engaged in the production of Disney-branded products meet and maintain, at a minimum, a requisite level of compliance with the Disney Code referred to as the Minimum Compliance Standard ("MCS"). In order to meet the MCS, a Facility must demonstrate the absence of violations in the following Disney Code categories which Disney considers to be the highest priority and most serious labor standard issues:

- Child Labor
- Involuntary Labor
- Coercion and Harassment
- Nondiscrimination
- Association
- Health and Safety
- Subcontracting
- Monitoring and Compliance

Remember:

All Facilities must meet and maintain the Minimum Compliance Standard.



In addition, the MCS requires that each Facility you use provides unrestricted access to complete and accurate information, including all physical locations within the Facility, relevant documents, and workers for private and confidential interviews.

MCS violations identified prior to the initial authorization for Disney-branded production must be resolved before, and as a condition of, initial production authorization by Disney. As a condition of continued use of a Facility, MCS violations identified during the course of production must be remediated within the time periods and in the manner established by the ILS Program.

Disney may adjust the MCS periodically to help foster safe, inclusive, and respectful workplaces wherever Disney-branded products are manufactured and to reflect industry trends and emerging regulatory requirements.

A Facility may be subject to an immediate loss of authorization to produce Disney-branded products if:

- MCS violations identified as a result of an ILS Audit are not remediated within the required time periods, as evidenced by a subsequent ILS Audit.
- An ILS Audit (from any source) reveals fraud, bribery, or other improper influence. (See the **Facility Loss of Production Authorization** section for details.)

In addition, a Licensee or Vendor will be prohibited from using a Facility upon their failure to submit a qualified ILS Audit Report demonstrating that the Facility is in compliance with the MCS, as required by the ILS Program. (See the **Facility Declaration and Authorization** section for details.)

The determination of whether any ILS Audit is qualified under the ILS Program and whether a Facility demonstrates compliance with the MCS, the Disney Code, or applicable laws is a matter within Disney's discretion. Disney will reject any ILS Audit Report if Disney reasonably believes that it was fraudulently obtained.

CONTINUOUS IMPROVEMENT

Even though a Facility meets the MCS, working conditions in that Facility may not be in full compliance with the Disney Code. Therefore, you as a Licensee or Vendor are responsible for working with Facilities to encourage continuous improvement of all working conditions in any Facility producing Disney-branded products. Social compliance consultants and Social Compliance Monitoring Organizations may be able to assist you in identifying programs to meet individual Facility remediation needs. (See **Appendix 5: Social Compliance Monitoring Organizations** and **Appendix 6: Reference List of Social Compliance Consultants** section for details.)

Remember:

A Facility may be subject to an immediate loss of production authorization for fraud, bribery, or other improper influence.



PURCHASING PRACTICES

Product development, contracting, and production management decisions can sometimes create challenges in meeting ILS Program objectives and requirements. You should work with Facilities to help ensure that, among other things:



Order pricing can support the payment of the legally-required wage rates and allow Facilities to maintain work environments that comply with all local labor laws and Disney Code requirements.



Open lines of communication exist between you and the Facility management so that potential compliance issues are identified and resolved proactively and collaboratively.



Delivery dates permit Facilities to operate in compliance with limits on working hours.



Changes to purchase orders do not contribute to wage or hour violations or unauthorized subcontracting.

IV. SOURCING RESTRICTIONS

As a Licensee or Vendor, you may only produce Disney-branded products in—and source from—Permitted Sourcing Countries (“PSC”). The use of Facilities in certain PSC is subject to additional conditions as described in this ILS Program Manual.

PERMITTED SOURCING COUNTRIES

As part of its ILS Program, Disney uses the **World Bank’s Worldwide Governance Indicators** (“WGI”) as a primary resource for evaluating a country’s risk and for establishing Disney’s policies relating to ILS Audit requirements. These indicators evaluate the degree of governance across six elements:

- **Voice and Accountability**
- **Political Stability and Absence of Violence**
- **Government Effectiveness**
- **Regulatory Quality**
- **Rule of Law**
- **Control of Corruption**

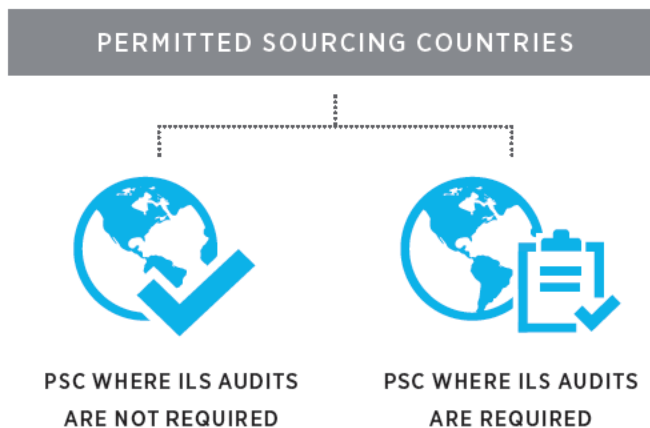
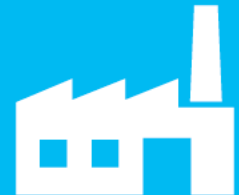
The list of PSC includes those countries that achieve a requisite ranking under the WGI as well as certain countries where the International Labour Organization and the International Finance Corporation operate a **Better Work** Program. WGI rankings of PSC determine Disney’s requirements related to the submission of ILS Audit Reports by Licensees and Vendors.

Disney currently requires ILS Audit Reports to be submitted for Facilities (1) in any PSC within a certain WGI percentile ranking range and (2) in countries that are on the PSC list only as the result of a *Better Work* program.

For Facilities in PSC where ILS Audits are required, you must provide Disney with qualified ILS Audit Reports demonstrating compliance with the MCS prior to and as a condition of the production of Disney-branded products, and periodically during continued use of the Facility.

Remember:

You must only use Facilities in PSC (including those PSC where ILS Audits are not required) for Disney-branded production, and sourcing of raw materials and blank items.



U.S. GOVERNMENT AND DISNEY RESTRICTIONS

As a Licensee or Vendor, you may not use Facilities in or source from any country that is not a PSC. This means that you may not apply or permit the application of any Disney intellectual property to blank items produced in or sourced from, in whole or in part, any country that is not a PSC (e.g., a Disney logo may not be printed on a plain backpack made in any country that is not a PSC). If any products, product components, or materials are produced in or sourced from, in whole or in part, any country that is not a PSC, then in addition to any and all rights and remedies available to Disney, you may be required, at your sole cost and expense, not to sell or distribute such products and/or to destroy or donate such products as Disney may direct.

As a Licensee or Vendor, you may not source Disney-branded products, components, or materials from countries subject to trade restriction programs enacted by the U.S. Government, or other Laws, or from persons prohibited by the U.S. Government, or other Laws. Disney applies these trade restrictions to all of its Licensees and Vendors, regardless of whether the products are intended for a U.S. or non-U.S. market, and to all products, components, and materials of products whether or not they bear Disney intellectual property. It is your responsibility as a Licensee or Vendor to comply with all trade restriction programs, regardless of where you are physically located or legally registered.

Trade restrictions can apply to countries, products, industries, or individuals. In addition, Disney may temporarily suspend production in and sourcing from countries beyond those subject to trade restrictions. The PSC list excludes those countries currently subject to U.S. Government trade restriction programs.

The PSC list is subject to change. If a country on the PSC list becomes prohibited by trade restriction programs enacted by the U.S. Government, or by other Laws, the country will be deemed automatically removed from the PSC list as of the effective date of the restriction or Law, without need of any notice from Disney. It is your responsibility to monitor any such changes. If a PSC is removed from the PSC list due to Disney's determination, Disney shall provide reasonable notice of the change. Disney may provide this notice through www.DisneyLaborStandards.com or other relevant websites.

Remember:

For more information about trade restrictions placed by the U.S. Government on countries and specially designated persons or entities, you may wish to consult with experts in the field (including legal counsel) as well as obtain information from publicly-available resources such as U.S. Government websites.



V. FACILITY DECLARATION AND AUTHORIZATION

Full and accurate visibility to all Facilities is essential to the successful operation of the ILS Program. Therefore, before beginning Disney-branded production, you must declare and receive written authorization from Disney for each Facility you intend to use in the production of Disney-branded products. You must submit a Facility and Merchandise Authorization (“FAMA”) Application to Disney for each Facility you intend to use. If the Facility is in a country where Disney requires ILS Audits, you must also conduct a qualified ILS Audit (if one is not otherwise available) and submit a qualified ILS Audit Report that demonstrates the Facility is in compliance with the MCS.

Following Disney’s review and approval of the FAMA Application and any required ILS Audit Reports, Disney will issue you a FAMA. Only a FAMA issued by Disney demonstrates Disney’s authorization for you to use a particular Facility for Disney-branded production. You may commence Disney-branded production in a Facility only after the receipt of the FAMA for that Facility. A FAMA is only valid for the Licensee or Vendor it is issued to. (See the [ILS Audits](#) section for details.) As used in this ILS Program Manual, the ‘production’ of Disney-branded products includes the manufacture, processing, finishing, assembly, labeling, printing, and packaging of Disney-branded products. You will be sent monthly status reports that include a list of Facilities in which you have indicated you are producing Disney-branded products, a list of expired Facilities that you had used for which the FAMA has been revoked by Disney, as well as a list of expired Facilities in which you have indicated you are no longer producing such products. Make sure you carefully review these monthly status reports for accuracy. (See [Appendix 16: Sample Status Report](#) for details.)



Remember:

FAMA Applications must be submitted for all Facilities involved in the production of Disney-branded products, regardless of what PSC the Facility is located in. A FAMA demonstrates Disney’s authorization for you to utilize a particular Facility for Disney-branded production. You should not begin production, however, until you have obtained all other required approvals pursuant to your agreement with Disney.



FACILITY DECLARATION GUIDELINES

Facilities engaged in the production of Disney-branded products must be declared to Disney, including physical locations where:



Disney-branded components, subcomponents, and final products are produced, manufactured, assembled, printed, embroidered, engraved, etched, applied, or subcontracted.



Disney-branded agricultural products are processed, labeled, or packaged.



Disney-branded elements (such as instruction booklets, packaging materials and labels or hangtags) are produced, processed, printed, or assembled.

At this time, locations that do not need to be declared, and for which no FAMA Application is required, include:

- Locations that produce blank or generic products, components or materials that do not contain, incorporate or apply any Disney intellectual property (such as blank or generic cardboard boxes, plastic wrap or plain buttons). However, such blank products and other materials may only be produced in and sourced from Permitted Sourcing Countries and may not be sourced from Prohibited Persons. Disney encourages you to purchase all products, components, and materials only from sources that have standards comparable to the Disney Code and consistent with other Disney policies.
- Raw materials suppliers, fabric mills or processors of generic commodity items such as cotton, metal and paper that do not contain, incorporate or involve the application of any Disney intellectual property. However, raw materials may only be produced in and sourced from Permitted Sourcing Countries and may not be sourced from Prohibited Persons. Disney encourages facilities to purchase raw materials only from sources that have standards comparable to the Disney Code and consistent with other Disney policies.
- Advertising agencies and similar service providers, unless they are in physical locations producing physical products that must be declared as described above.
- Locations that produce only a negligible number of product samples used for the purpose of testing or seeking product quality approval (provided that the Licensee or Vendor is responsible for ensuring that all such locations are in a PSC).
- Locations that produce POS/Advertising (See [Appendix 1: Glossary of Terms](#) for details.)



- Locations that produce print materials making only incidental usage of Disney intellectual property where the print materials clearly indicate they are not Disney-branded and Disney intellectual property is not predominate (such as packaging for a smart television depicting the Disney logo and logos of other companies because Disney digital content, in addition to other content, is viewable by the user of the smart television.)

FACILITY DECLARATION EXAMPLES

The following are examples of when FAMA Applications are required:

Example 1

Denim shirt with Mickey embroidered patch and Mickey-shaped buttons



- You must submit a FAMA Application for the Facilities that produce the Mickey embroidered patch and Mickey-shaped buttons, as well as for the Facilities that attach the embroidered patch, buttons and/or labels or hangtags onto the shirt.
- You must also submit a FAMA Application for any Facilities that produce, assemble, label, and/or package materials involving Disney intellectual property.
- You do not need to submit a FAMA Application for the location where the “blank” denim shirts are produced. However, the blank denim shirts must be produced in and sourced from a PSC and consistent with other Disney policies.

Example 2

Disney Book



- You must submit a FAMA Application for the Facility that prints the book, as well as for any Facilities that provide packaging for the book involving Disney intellectual property.
- You do not need to submit a FAMA Application for the creative agency that produces the art or production film (unless the same location is also used for production of the book), or for where the “blank” paper is produced. However, the art or production film as well as the blank paper must be produced in and sourced from a PSC and consistent with other Disney policies.

FACILITY AUTHORIZATION DOCUMENTS

Facility and Merchandise Authorization (FAMA) Application

For each Facility that must be declared and authorized, Disney requires the submission of a **FAMA Application**. You must submit to Disney one FAMA Application for each Facility you intend to use for Disney-branded production, indicating the name and location of the Facility. This includes any subcontracted Facilities handling, processing, manufacturing, or otherwise applying Disney's intellectual property. (See **Appendix 9: Facility and Merchandise Authorization (FAMA) Application** for more information.)

Additional Documentation

For Facilities in Permitted Sourcing Countries where ILS Audits are required, you must also submit a qualified ILS Audit Report (unless one is already on file with Disney) before production that demonstrates that the Facility is in compliance with the MCS. (See **Appendix 8: Permitted Sourcing Countries (PSC)** for more information.)

Disney-issued FAMA

Disney will evaluate each FAMA Application based upon information that you provide to Disney (or as is otherwise available to Disney). If you are authorized to use a Facility for production, Disney will issue you a FAMA. Do not begin production of any Disney-branded products prior to receipt of the FAMA from Disney. If any Disney-branded products are produced in violation of this or other requirements, you may be required, at your sole cost and expense, not to sell or distribute such products and/or to destroy or donate such products as Disney may direct. A FAMA from Disney also serves as a customs release document. (See **Appendix 10: Sample Facility and Merchandise Authorization (FAMA)** for more information.)



Remember:

Do not commence any Disney-branded production until you have a FAMA for the Facility from Disney.

Always check directly with Disney to confirm the compliance status of a Facility. Certain Facilities (including those Facilities subject to a Corrective Action Plan or that have lost authorization) may not be eligible for production of Disney-branded products.

Inform Disney of any changes to the Facilities you use promptly, including Facilities you wish to add and Facilities you no longer intend to use.



CHANGES IN FACILITIES

You are responsible for ensuring that Disney has an accurate and up-to-date list of all Facilities used in the production of Disney-branded products. You must avoid both under-declaration and over-declaration of Facilities. In addition, you must advise Disney of changes in the status of Facilities previously declared and authorized for use including updates regarding Facility contact information, closure and/or relocation.

You must notify Disney promptly (but no later than 30 days) in writing after you (1) stop using a Facility for any reason and have no reasonable intention of using the Facility within the next 12 months, or (2) have not used a Facility for 12 months and have not placed an order with the Facility to be fulfilled within the next 12 months.

Upon receipt of such notice, Disney will expire your relationship with the Facility and may revoke a previously issued FAMA for production at the Facility. Once the Facility relationship is expired, you may no longer produce Disney-branded products at the Facility until you submit a new FAMA Application and receive a new FAMA for the Facility. You must also provide Disney with an updated list of Facilities or evidence of Facility use at any time upon request from Disney.

FAMA REVOCATION

A FAMA provides authorization for you, as a Licensee or Vendor, to use a specific Facility for the production of Disney-branded products in accordance with your applicable agreement and ILS Program requirements. Disney may revoke a previously-issued FAMA (and your right to use the Facility for Disney-branded production) as a result of any of the following:

- You fail to submit a qualified ILS Audit Report as required by the ILS Program.
- The Facility has shut down completely or is no longer in operation at the location that was indicated on the FAMA Application for the Facility.
- Disney is unable to conduct an ILS Audit, including as a result of your failure to promptly confirm the current status of the Facility and/or your failure to provide accurate information regarding the Facility as requested in the Code of Conduct Assessment Notification (“COCAN”). (See the [ILS Audits](#) section for details.)

Upon the revocation of a FAMA, you will be prohibited from using the Facility for Disney-branded production until a new FAMA is issued in accordance with the ILS Program. (See [Appendix 17: Sample FAMA Revocation Letter](#) for more information.)

In situations where Disney or its representatives are unable to contact the Facility, an “Unable to Schedule ILS Audit” notification will be sent to the Licensee or Vendor.

Upon receipt of this notification, you must respond to Disney within the required timeframe. If you do not respond to provide information that is sufficient to allow Disney or its representatives to successfully contact the Facility and schedule an audit, Disney may revoke the FAMA for the Facility; in such case, you will no longer be permitted to produce Disney-branded products in the Facility and such prohibition may be for up to 12 months. (See [Appendix 18: Sample FAMA Revocation – UTS Letter \(Unable to Schedule\)](#) for more information.)

Remember:

Avoid FAMA revocation by promptly updating your Facility lists and responding to requests for information.



VI. ILS AUDITS

ILS Audits are used as a tool to identify and address labor-related issues. Disney requires you as a Licensee or Vendor to submit qualified ILS Audit Reports for Facilities in designated PSC if one is not already on file. Generally, you can either obtain an existing qualified ILS Audit Report from a Facility or work with an approved Social Compliance Monitoring Organization to have a qualified ILS Audit conducted. Disney may also elect to conduct its own ILS Audits of any Facility, wherever it is located.

ILS AUDITS COMMISSIONED BY DISNEY

Disney reserves the right to periodically perform ILS Audits to confirm the working conditions in any Facility producing Disney-branded products in any PSC. These ILS Audits may be conducted by Disney staff or by a third party designated by Disney.

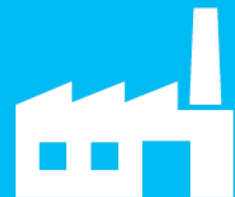
Before an ILS Audit is conducted or commissioned by Disney, Disney may provide a Code of Conduct Assessment Notification (“COCAN”) as follows:

- **SCHEDULED ILS AUDITS:** The COCAN is sent to you, and the auditor contacts the Facility to confirm the contact information of the Facility and the date on which the ILS Audit will take place.
- **UNSCHEDULED ILS AUDITS:** The COCAN may or may not be sent to you. If the COCAN is sent to you, the auditor will contact the Facility to confirm the contact information of the Facility and to provide notice that an ILS Audit may be conducted in the future but will not schedule a specific date. If a COCAN is not sent to you, the auditor may or may not contact the Facility in advance of the ILS Audit but, in any event, will not schedule a specific date. (See **Appendix 11: Sample Code of Conduct Assessment Notification (COCAN)** for more information.)

If you receive a COCAN, you must promptly confirm and update the contact information for the Facility with your Disney ILS Representative and notify the Facility that full, complete, and unfettered access must be granted to Disney and its representatives.

Remember:

Disney may periodically conduct or commission scheduled or unscheduled ILS Audits of Facilities regardless of any ILS Audit Reports submitted by you or a third party, such as a multi-stakeholder or industry initiative program.



Disney may revoke a previously issued Facility and Merchandise Authorization (“FAMA”) authorizing your use of the Facility if Disney or a third party designated by Disney is unable to conduct a scheduled or unscheduled ILS Audit as a result of either of the following:



Your failure to promptly confirm the current status of the Facility.



Your failure to provide accurate information regarding the Facility as requested in the COCAN.

ILS AUDITS PROVIDED BY LICENSEES AND VENDORS

ILS Audit Requirements

As a Licensee or Vendor, you are required to submit qualified ILS Audit Reports for Facilities in designated PSC that you use to produce Disney-branded products (if one is not already on file with Disney) demonstrating the Facilities’ compliance with the Minimum Compliance Standard (“MCS”). (See the **Disney Code of Conduct for Manufacturers and the Minimum Compliance Standard** section for details.)

In addition to ILS Audits conducted in accordance with Disney’s ILS Audit standards and those conducted by Social Compliance Monitoring Organizations that are approved by Disney, Disney also accepts a variety of other qualified programs. (See the **ILS Audits Conducted by Multi-Stakeholder or Industry Initiative Programs** section for details.)



You will be required to submit ILS Audit Reports for Facilities in designated PSC as follows:

- **FOR THE INITIAL USE OF A FACILITY:** ILS Audit Reports demonstrating compliance with the MCS must be submitted prior to the initial authorization by Disney and the commencement of production, if one is not already on file with Disney.
- **FOR A NEWLY-ESTABLISHED FACILITY:** A newly-established Facility is one that has not moved from a previous location and has been in operation for less than 12 months. A newly-established Facility with less than three months of available records is not eligible for Disney-branded production. For a newly-established Facility that has been in business for more than three months but less than 12 months, an ILS Audit Report demonstrating compliance with the MCS based upon required records for all months of operation must be submitted prior to the initial authorization by Disney and the commencement of production.
- **FOR A RELOCATED FACILITY:** A relocated Facility is one that maintains the same business license and required government certifications, licenses and permits, and has physically relocated. An ILS Audit Report demonstrating compliance with the MCS based upon required records (from a combination of records from the old and new locations) must be submitted prior to the initial authorization by Disney and the commencement of production. In addition, a relocated Facility for which Disney has previously withdrawn authorization within the past five years must go through the Facility reinstatement process. (See the **Facility Loss of Production Authorization** section for details.)
- **FOR A BETTER WORK FACILITY:** Only *Better Work* assessments will be accepted by Disney for Facilities that participate in a *Better Work* program. No other ILS Audit Report will be accepted in lieu of a *Better Work* assessment where available.

Because some Facilities are used by other Disney Licensees and Vendors that also submit ILS Audit Reports, it is important to check your monthly status report to determine whether qualified ILS Audit Reports must be submitted. The audit due date or Facility status may change as a result of the submission of ILS Audit Reports by other Licensees and Vendors. (See **Appendix 16: Sample Monthly Status Report** for details.)



Remember:

Qualified ILS Audits must be submitted prior to production for newly declared Facilities and on an annual basis (or as otherwise specified by Disney), for all existing authorized Facilities in designated PSC.

You may want to check with your Disney ILS Representative or the Facility to see if a qualified ILS Audit already exists before scheduling your own ILS Audit.

You are required to submit qualified ILS Audits by specified due dates. Those that do not may be subject to a FAMA revocation.



The following are some steps you may wish to take if you are required to submit an ILS Audit Report to Disney. Following these steps may enable you to comply with the ILS Audit requirements more efficiently:

1. Check with your Disney ILS Representative to determine whether the Facility you propose to use has a qualified ILS Audit Report already on file with Disney demonstrating that the Facility meets the MCS.
2. If Disney does not have a qualified ILS Audit Report on file, check with the Facility to determine whether they have a qualified ILS Audit Report available. Disney accepts a variety of qualified audit programs. (See the **ILS Audits Conducted by Multi-Stakeholder or Industry Initiative Programs** section for a representative sample of organizations that conduct ILS Audits.) If the Facility does have such a report available, then you should send that report to Disney.
3. If Disney does not have a qualified ILS Audit Report on file for the Facility and the Facility does not have a qualified ILS Audit Report available, then you must schedule a new ILS Audit of the Facility. This ILS Audit must meet Disney requirements to be considered a qualified ILS Audit. It is the Licensee's or Vendor's responsibility to send the ILS Audit Report to Disney. (See the **Requirements for a Qualified ILS Audit and ILS Audit Report** section for details).

Remember:

Submitting available qualified audits may help minimize audit duplication, reduce costs, and redeploy resources to remediation and continuous improvement.



REQUIREMENTS FOR A QUALIFIED ILS AUDIT AND ILS AUDIT REPORT

Disney encourages you to submit **available** audit reports that are qualified ILS Audit Reports.

Submitting pre-existing qualified audit reports may help minimize audit duplication, reduce costs, and redeploy resources to remediation and continuous improvement.

To be “qualified,” an ILS Audit and ILS Audit Report must meet the requirements in the key areas described in detail in this section:

- ✓ DATE OF THE ILS AUDIT REPORT
- ✓ MANNER OF CONDUCTING THE ILS AUDIT
- ✓ CONTENT AND FORMAT OF THE ILS AUDIT REPORT



THE FOLLOWING SECTION DESCRIBES IN DETAIL THE CONDITIONS THAT NEED TO BE MET
IN ORDER FOR AN ILS AUDIT REPORT TO BE CONSIDERED QUALIFIED:

✓ DATE OF THE ILS AUDIT REPORT

The ILS Audit must have been conducted no more than six months prior to the date of the submission of the report to Disney. The report also must be dated subsequent to any ILS Audit Reports on file with Disney.

✓ MANNER OF CONDUCTING THE ILS AUDIT

ILS Audits must be conducted according to one of the following requirements:

- Audits conducted in accordance with the standards of a multi-stakeholder or industry initiative program recognized by Disney: Must be performed by an authorized Social Compliance Monitoring Organization as designated by the respective program, subject to any limitations specified on the ILS Website. (See the **ILS Audits Conducted by Multi-Stakeholder or Industry Initiative Programs** section for the links to the applicable program websites of authorized monitoring organizations.)

OR

- Audits conducted in accordance with Disney's ILS Audit standards: Must be performed by a Social Compliance Monitoring Organization that is approved by Disney to conduct ILS Audits. (See **Appendix 5: Social Compliance Monitoring Organizations** for a representative sample of organizations that conduct ILS Audits.)

OR

- Audits conducted in accordance with a well-established brand, retailer, Licensee, or Vendor program recognized by Disney: Must be performed by one of the qualified Social Compliance Monitoring Organizations as noted above. This may include audits performed by the internal or dedicated audit function of the recognized brand, retailer, Licensee, or Vendor program where approved by Disney.

✓ CONTENT AND FORMAT OF THE ILS AUDIT REPORT

ILS Audit Reports must meet all of the following requirements:

- The ILS Audit Report must document the working conditions of a Facility and cover all elements of the Disney Code (e.g., child labor, involuntary labor, coercion and harassment, nondiscrimination, association, health and safety, compensation, protection of the environment, compliance with other laws, subcontracting, monitoring and compliance, and publication).
- The ILS Audit Report must clearly indicate the full name, address and phone number of the Facility, including floor and building designations, street address, district, city, and country.
- The ILS Audit Report must include the date on which the ILS Audit was conducted and the name of the Social Compliance Monitoring Organization, if any, that conducted the audit.
- The ILS Audit Report must be in English and submitted electronically.

ILS Audits Conducted by Multi-Stakeholder or Industry Initiative Programs

Disney accepts a variety of qualified audit programs but prefers that ILS Audits be conducted by multi-stakeholder or industry initiatives such as the following:

- **Amfori—formerly Business Social Compliance Initiative (BSCI)**
- **Better Work program** (See **Appendix 7: Better Work Program Participation and Instructions** for more information.)
- **Fair Labor Association (FLA)**
- **The Fashion Jewelry and Accessories Trade Association (FJATA)**
- **ICTI Ethical Toy Program**—formerly the International Council of Toy Industries (ICTI) CARE Process Audit Program
- **Responsible Business Alliance (RBA)**—formerly the Electronic Industry Citizenship Coalition (EICC)
- **Sedex Members Ethical Trade Audit (SMETA)**
(See the Updates and Notification section on **www.DisneyLaborStandards.com** for additional information related to Disney’s acceptance of ILS Audits conducted under the Sedex Members Ethical Trade Audit (SMETA) multi-stakeholder initiative)
- **Social Accountability International SA8000 Standard**
- **Worldwide Responsible Accredited Production (WRAP)**

ILS Audits conducted under these initiatives must still meet all of the requirements for qualified ILS Audits.

Disney will not accept Facility certifications, seals of compliance, self-assessments or self audits, partial reports, preliminary reports (including Disney Corrective Action Plan Acknowledgement Reports), or ratings in lieu of a complete ILS Audit Report of the Facility. Submission of a follow-up ILS Audit Report must be accompanied by ALL previous ILS Audits Reports conducted within the same audit cycle.

Remember:

Audits are only part of the process; you are expected to regularly engage with Facilities to promote continuous improvement.



CORRECTIVE ACTION PLANS (“CAP”)

After reviewing an ILS Audit Report, Disney may issue a Corrective Action Plan (“CAP”). The CAP will provide a summary of the violations of the Disney Code. You are expected to review the CAP with the Facility and implement steps to promptly remedy any MCS violations identified prior to the time a follow-up ILS Audit is required. (See **Appendix 14: Sample Corrective Action Plan** for more information and the **Remediation of Noncompliance** section for details.) You should also use either the CAP or the ILS Audit Report to address all Disney Code violations identified and to make continuous improvements in working conditions at the Facility.

WORKING WITH SOCIAL COMPLIANCE MONITORING ORGANIZATIONS AND SOCIAL COMPLIANCE CONSULTANTS

Social Compliance Monitoring Organizations may conduct ILS Audits using a program accepted by Disney and, in some cases, may also be available to support the remediation of compliance violations. (See **Appendix 5: Social Compliance Monitoring Organizations** for a representative sample of organizations that conduct ILS Audits.) Disney is not bound by any interpretation of a Disney policy, any opinion as to whether a Facility is compliant with Disney standards, or any guidance on follow-up action that may be provided by a Social Compliance Monitoring Organization or a social compliance consultant.

Before engaging a Social Compliance Monitoring Organization or a social compliance consultant, ensure that Facility management understands the Disney Code and that the auditors must be permitted with accurate, complete and unrestricted access to the Facility premises and employer-provided housing, relevant documents, and workers for private and confidential interviews. (See **Appendix 12: Sample ILS Audit Agenda** and **Appendix 13: Sample ILS Audit Records Checklist** for more information.)

When working with a Social Compliance Monitoring Organization, you may wish to:

- Request that a qualified ILS Audit be conducted by the Social Compliance Monitoring Organization.
- Ensure that the organization you choose can conduct the ILS Audit according to your schedule, as audits may take time to arrange based on Facility location and monitor capacity.
- Review ILS Audit results with the Social Compliance Monitoring Organization and communicate a remediation plan to the Facility.
- Send a copy of the ILS Audit Report to Disney. The Social Compliance Monitoring Organization will not send the ILS Audit Report to Disney unless specifically authorized by you to do so.

Remember:

No Social Compliance Monitoring Organization or social compliance consultant can assure you whether an ILS Audit may be qualified by Disney or that a Facility will be authorized for Disney-branded production.



VII. REMEDIATION OF NONCOMPLIANCE

Disney requires that Facilities engaged in the production of Disney-branded products meet and maintain, at a minimum, the Minimum Compliance Standard (“MCS”). As a condition to the continued use of a Facility, you as a Licensee or Vendor are responsible for working with the Facility (and with other Licensees and Vendors using the Facility) to remediate any MCS violations identified during an ILS Audit within the time periods specified below.

When issues can be remediated, Disney encourages you to remain engaged with the Facility to improve Facility working conditions rather than terminating business with the Facility. Once a Facility meets the MCS, you are responsible for continuing to work with the Facility to ensure the Facility remains compliant with the MCS and that any other violations of the Disney Code identified during an ILS Audit of the Facility and during the course of production are addressed promptly.

OBLIGATION TO MEET THE MCS

If an ILS Audit report for a Facility that you use for Disney-branded production indicates that the Facility does not meet the MCS:

- You will receive a Corrective Action Plan (“CAP”) outlining violations identified in the ILS Audit Report. (See [Appendix 14: Sample Corrective Action Plan](#) for more information.) This should be shared with Facility management for reference.
- You will generally be given 120 days to work with the Facility to remediate the MCS violations and provide a new qualified ILS Audit report indicating that the MCS violations have been remediated and that no additional MCS violations exist. If the Facility fails to meet the MCS based on an ILS Audit conducted by or on behalf of Disney, Disney will arrange for the follow-up ILS Audit to take place within approximately 120 days from the date of the CAP notification. Disney may specify a shorter period for remediation in certain instances involving egregious violations.
- You are responsible for working with the Facility, Social Compliance Monitoring Organizations, and social compliance consultants, to remediate the MCS violations and improve Facility working conditions.
- You must ensure that the Facility meets the MCS prior to the next required ILS Audit or the Facility will lose authorization to produce Disney-branded products.

Remember:

You will be advised of MCS violations and generally will have 120 days to correct the violations, conduct a new ILS Audit, and submit the ILS Audit Report to Disney.



MCS VIOLATION EXAMPLES

For examples of MCS Violation, please see [Appendix 4: Examples of Minimum Compliance Standard \(MCS\) Violations](#) for more information.

EXPECTATIONS FOR CONTINUOUS IMPROVEMENT

The MCS is the minimum level of compliance with the Disney Code that a Facility must meet and maintain in order to produce Disney-branded products. You are also responsible for encouraging the continuous improvement of working conditions at the Facility and for taking commercially reasonable efforts to ensure the Facility's full compliance with the Disney Code. Disney may consider the pace and consistency of continuous improvement in granting continued authorization to use a Facility or in granting initial authorization to other Licensees and Vendors to use the same Facility.

You may elect to contract with Social Compliance Monitoring Organizations and/or social compliance consultants to assist Facilities in strengthening labor practices and improving working conditions. (See [Appendix 6: Reference List of Social Compliance Consultants](#) for more information.)

Remember:

Disney generally requires follow-up ILS Audits within 120 days to demonstrate that MCS violations have been remedied. Failure to remedy MCS violations can result in the immediate loss of authorization to produce Disney-branded products in a Facility. Disney expects you to address any non-MCS Disney Code violations as part of your continuous improvement efforts.



VIII. FACILITY LOSS OF PRODUCTION AUTHORIZATION

Disney is committed to working cooperatively with Licensees, Vendors, and Facilities to strengthen and improve labor practices and working conditions. However, on occasion it is necessary to withdraw authorization for production of Disney-branded products from certain Facilities. A Facility Loss of Production Authorization (“FLOPA”) may result when a Licensee or Vendor fails to ensure that a Facility complies with the requirements of the ILS Program.

A Facility Loss of Production Authorization may result from any of the following:

- Minimum Compliance Standard (“MCS”) violations are identified and are not remediated within the allowed time period.
- Additional MCS violations are identified after an initial ILS Audit identifying any MCS violation.
- Disney reasonably believes that an ILS Audit was obtained through or otherwise involves fraud, bribery, harassment, intimidation, or other improper influence of workers or auditors.
- Two attempts to conduct ILS Audits are made by Disney or by a third party representing Disney where the auditor is denied full or partial access to the Facility, its employees for private interviews, and/or its records.
- One unsuccessful attempt is made by Disney or by a third party representing Disney to conduct a follow-up ILS Audit subsequent to an initial ILS Audit identifying MCS violations.
- The Facility does not comply or continue to comply with any conditions applicable to the PSC where the Facility is located.
- The Facility uses any intellectual property owned, co-owned, or licensed by Disney, its affiliates, or its licensors for any unauthorized purpose and does not halt such unauthorized activities as directed by Disney.

Remember:

If required by notice from Disney, all Licensees and Vendors using a Facility must promptly cease producing Disney-branded products and remove any and all Disney-branded products whether complete or in-progress (including molds and materials) within 30 days from Disney’s written notice or as otherwise may be required by law.



CESSATION OF DISNEY-BRANDED PRODUCTION

If Disney withdraws production authorization from a Facility:

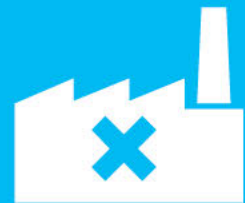
- All Licensees and Vendors using the Facility (or who have used the Facility previously) will be sent a FLOPA Letter. (See **Appendix 15: Sample Facility Loss of Production Authorization Letter** for more information.)
- All Licensees and Vendors using the Facility must promptly cease producing Disney-branded products and promptly remove any and all Disney-branded products whether complete or in process (including any molds and materials). All actions must be completed in a period not to exceed 30 days from Disney's written notice, or as otherwise may be required by Law.

FACILITY REINSTATEMENT PROCESS

If authorization to produce Disney-branded products is withdrawn from a Facility, the Facility may be considered for reinstatement after 12 months. Please contact your Disney representative to determine whether a Facility may be considered for reinstatement. Any reinstatement is at the discretion of Disney.

Remember:

If a Facility loses its authorization to produce Disney-branded products, all Licensees and Vendors are prohibited from using the Facility.



IX. DISCLOSURE OF ILS AUDITS AND FACILITIES

Disney may disclose any ILS Audit Report to third parties (including other Licensees and Vendors of Disney using the same Facility, Social Compliance Monitoring Organizations representing Disney and nongovernmental organizations) (collectively “Third Parties”) but will not reference the identity of the Licensee or Vendor in such disclosure without the prior written consent of the Licensee or Vendor.

You as a Licensee or Vendor may disclose ILS Audit Reports from ILS Audits conducted by or on your behalf to Third Parties. However, you may not reference Disney or any of Disney’s intellectual properties or products without the prior written consent of Disney.

In connection with the ILS Program, Disney may disclose publicly or to Third Parties the names and addresses of any and all Facilities without the consent of Licensees and Vendors.

As part of its anti-piracy efforts, and/or to facilitate shipping, Disney may communicate with, and provide information to, customs and law enforcement officials globally and/or other Third Parties that may assist with such efforts in order to identify authorized users of intellectual properties owned or controlled by Disney, including the identification of Licensees and Vendors, the Facilities, and other information found in the Facility and Merchandise Authorization (“FAMA”) Application.

Disney may disclose any and all ILS Audit Reports, FAMA Applications, and other information as Disney deems necessary to enforce its contractual rights and/or protect its intellectual property rights.

X. DISNEY'S ILS ETHICS POLICY

All employees of The Walt Disney Company and its affiliated companies (collectively “Disney”) are required to comply with certain ethical and legal standards set forth in the “Ethical Conduct” section of Disney’s website. Disney follows these standards in its daily operations worldwide.

In addition, Disney requires that social compliance monitors and others that Disney commissions (collectively “Disney representatives”) adhere to the same standards. Among other things, these standards strictly prohibit the solicitation, offer, or acceptance of anything of value from any person or company that may impair or be presumed to impair the exercise by any Disney representative of independent judgment and unbiased assessment.

Furthermore, no individual or company may offer anything of value that is intended, or that may reasonably appear to be intended, to influence any Disney representative. This includes, but is not limited to:

- *Any cash, gratuity, benefit, discount, special privilege, loan, lodging, or other favor.*
- *Any meals and travel other than as reasonably necessary and incidental to a Disney representative’s work.*

Any individual or company attempting to influence a Disney representative is subject to having its contract to manufacture Disney products terminated immediately.

If you have any concerns or questions regarding the behavior of any Disney representative, or if you want to report a violation of the ethics policy, please immediately contact the Disney Hotline in your region at the number listed below:

COUNTRY	HOTLINE TELEPHONE NUMBER
ARGENTINA	0800-666-1676
AUSTRALIA	1-800-20-8921 (OPTUS); 1-800-14-0796 (TELSTRA)
AUSTRIA	AT&T: 0800-200-288; Guideline: 800-699-4870
BELGIUM	Report to local HR
BRAZIL	0800-891-4137
CANADA	1-800-699-4870
CHILE	1230-020-2093
CHINA	10-400-888-0347
CZECH REPUBLIC	Direct Dial Guideline: 800-143-385
DENMARK	AT&T: 8001-0010; Guideline: 800-699-4870
DUBAI	AT&T: 8000-021; Guideline: 800-699-4870
FINLAND	AT&T: 0-8001-10015; Guideline: 800-699-4870
FRANCE	Direct Dial Guideline: 0800-90-6152
GERMANY	Direct Dial Guideline: 0800-180-7608
GREECE	AT&T: 00-800-1311; Guideline: 800-699-4870
HONG KONG	800-90-1454
HUNGARY	Direct Dial Guideline: 06-800-20-140
INDIA	Dial AT&T direct code: 000-117 after hearing a tone, dial: 800-699-4870
IRELAND	AT&T: 1-800-550-000; Guideline: 353-800-699-4870
ISRAEL	Direct Dial Guideline: 180-941-9858
ITALY	Direct Dial Guideline: 800-787634
JAPAN	00531-11-5136 (KDDI); 0066-33-830169 and 0044-22-112725 (SOFTBANK); 0034-800-900267 (NTT)

COUNTRY	HOTLINE TELEPHONE NUMBER
KOREA	00798-1-1-005-8393 (KOREAN TELECOM); 0308-1-10492 (DACOM); 00368-11-0099 (ONSE)
LUXEMBOURG	AT&T: 800-2-0111-352; Guideline: 800-699-4870
MEXICO	001-800-620-1445
NETHERLANDS	Guideline: 0800-4444-002
NEW ZEALAND	704-973-0301; Ask to reverse charges
NORWAY	AT&T: 800-190-11; Guideline: 47-800-699-4870
POLAND	Direct Dial Guideline: 0-0-800-111-1986
PORTUGAL	AT&T: 800-800-128; Guideline: 800-699-4870
RUSSIA	AT&T: 363-2400 (Moscow); Guideline: 800-699-4870
SINGAPORE	704-973-0301; Ask to reverse charges
SOUTH AFRICA	Direct Dial Guideline: 0800-99-9673
SPAIN	Direct Dial Guideline: 900-97-1014
SWEDEN	AT&T: 020-799-111; Guideline: 800-699-4870
SWITZERLAND	AT&T: 0-800-890011; Guideline: 800-699-4870
TAIWAN	704-973-0301; Ask to reverse charges
TURKEY	AT&T: 0811-288-0001; Guideline: 800-699-4870
UNITED KINGDOM	Direct Dial Guideline: 0808-234-6062
UNITED STATES	1-800-699-4870
VENEZUELA	Dial AT&T direct code: 0-800-552-6288 after hearing a tone, dial: 800-699-4870

The hotline may be called any time, day or night—it is available 24 hours a day, 365 days a year. Disney strictly prohibits any form of retaliation against anyone who reports any suspected wrongful conduct to the Walt Disney Company. Reports are also accepted anonymously. Disney will use reasonable efforts to maintain the confidentiality of any report, although it must retain the right to make disclosures that it deems required by law or otherwise necessary for the protection of the ILS Program or other Disney rights and interests.

APPENDIX

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APPENDIX 1

GLOSSARY OF TERMS

BLANK ITEMS means blank or generic products, components or materials that do not contain, incorporate or apply any Disney intellectual property (such as blank or generic cardboard boxes, plastic wrap or plain buttons).

CODE means (i) the Code of Conduct for Manufacturers adopted by The Walt Disney Company and its Affiliates (“Disney Code”), or (ii) another set of labor standards agreed to by Disney in its absolute discretion. Disney’s Code is posted on the ILS Website.

FACILITY means any of Licensee’s or Vendor’s own or third-party manufacturers, vendors, factories, farms, suppliers, and other facilities (as well as any subcontractors) that produce, process, finish, assemble (including without limitation, the combination of one (1) or more individual products together into a separate product set, bundle or multi-pack), or package products, components of products, product packaging, promotional premiums, or other items related thereto, in each case in physical form (i.e., not in digital form only), that contain, incorporate or apply any Disney intellectual property (i.e., any names, marks, logos, characters, artwork or other proprietary material owned or controlled by The Walt Disney Company or any of its affiliated companies), all of which are referred to as “Disney-branded products”.

FAMA APPLICATION means the most current version of a Facility and Merchandise Authorization Application (found on the ILS Website or another website used by Disney) which Licensee or Vendors must complete and submit to Disney for each Facility.

ILS AUDIT means a labor standards inspection and/or audit of a Facility used to assess whether the Facility complies with the ILS Minimum Compliance Standard, the Disney Code and Laws.

ILS WEBSITE means www.DisneyLaborStandards.com (or any successor website).

LAW(S) means applicable laws, rules and regulations, including without limitation, local and national laws, rules and regulations, treaties, and other legal obligations pertaining to your agreement with Disney with respect to Disney-branded products and to any of your activities under your agreement with Disney with respect to Disney-branded products, including without limitation, those applicable to (i) any tax, (ii) consumer and/or product safety, (iii) data privacy and the privacy and protection of personally identifiable information, (iv) the protection of minors, employees, and the environment, (v) the United States Foreign Corrupt Practices Act of 1977 and any amendments thereto (and any local or foreign equivalent), (vi) trade restrictions (e.g., customs, export and import controls, sanctions and embargoes) including United States trade restrictions, and (vii) the manufacture, labeling, pricing, sale or distribution of Disney-branded products.

MINIMUM COMPLIANCE STANDARD means the minimally acceptable level of compliance with the Disney Code as required by the ILS Program and as evidenced by (i) the absence of any (a) child labor, (b) involuntary labor, (c) coercion and/or harassment, (d) discrimination, (e) serious health and safety workplace violations, (f) interference with freedom of association, and (g) unauthorized subcontracting, and (ii) the provision of all information necessary to assess compliance with the Disney Code and pertinent Laws (e.g., complete and accurate records, and access to Facility personnel and premises).

PERMITTED SOURCING COUNTRIES OR “PSC” means those countries specified by Disney in or from which Licensees and Vendors may manufacture or source products, components of products, product packaging, promotional premiums (including without limitation, raw materials and blank items). Disney may establish additional requirements as a condition to conducting any of the foregoing activities in certain Permitted Sourcing Countries. The current list of Permitted Sourcing Countries is posted on the ILS Website and included in this ILS Program Manual.

PERSON means any individual or form of legal entity.

PROHIBITED PERSONS means those Persons with whom a Licensee or Vendor may not conduct business by Law. If a Person becomes prohibited by Law, the prohibition shall be automatic as of the effective date of such Law without need of any notice from Disney. It is the responsibility of Licensees and Vendors to monitor any such changes.

POS/ADVERTISING means printed materials that are intended for advertising or point of sale marketing only including, but not limited to, banners, signs, standees, and displays, flyers, circulars, billboards, wraps, price signs, shelving units, stoppers, roll-stands, hoardings and catalogues. POS/Advertising does not include physical premiums or promotional giveaways provided to consumers.

RAW MATERIALS means generic commodity items such as cotton, metal and paper that do not contain, incorporate or involve the application of any Disney intellectual property.

SOCIAL COMPLIANCE MONITORING ORGANIZATIONS are set forth in Appendix 5.

APPENDIX 2

FREQUENTLY ASKED QUESTIONS

1. Am I required to submit an ILS Audit Report for every Facility producing Disney-branded products? What about those Facilities being used by more than one Licensee or Vendor?

- A qualified ILS Audit Report is required to be submitted by Licensees and Vendors only for Facilities located in PSC designated as “Permitted with ILS Audits.” A qualified ILS Audit Report is not required to be submitted by Licensees and Vendors for Facilities located in PSC designated as “Permitted without ILS Audits.” In all cases, Licensees/Vendors must declare each Facility by submitting a Facility and Merchandise Authorization (“FAMA”) application.
- Only one qualified ILS Audit Report is required for each Facility for the time period designated by Disney. If Disney already has a qualified ILS Audit Report on file that meets the Minimum Compliance Standard for such time period, it is not necessary to submit another report.
- A qualified ILS Audit Report submitted for a Facility will impact the next audit due date as reflected in the “Action Required” section of the monthly status report provided to every Licensee and Vendor working with that Facility.

2. What is a qualified ILS Audit Report?

- Please refer to the **Requirements for a Qualified ILS Audit and ILS Audit Report** section of the ILS Program Manual for detailed information on qualified ILS Audits and ILS Audit Reports.
- Disney will not accept Facility certifications, seals of compliance, self-assessments or self-audits, partial reports, preliminary reports (including Disney Corrective Action Plan Acknowledgement Reports), or ratings in lieu of a full ILS Audit Report.

- Submission of a follow-up ILS Audit Report must be accompanied by all previous ILS Audits Reports conducted within the same audit cycle unless Disney already has the previous audits on file.

3. Which audit programs are accepted by Disney?

Disney will accept (a) ILS Audits conducted in accordance with the standards of a multi-stakeholder or industry initiative program recognized by Disney and performed by an authorized Social Compliance Monitoring Organization as designated by the respective program, (b) ILS Audits conducted in accordance with Disney’s ILS Audit standards and performed by a Social Compliance Monitoring Organization that is approved by Disney, and (c) ILS Audits conducted in accordance with the standards of a well-established brand, retailer, Licensee, or Vendor program recognized by Disney and performed by one of the qualified Social Compliance Monitoring Organizations approved by Disney or by the internal or dedicated audit function of the recognized brand, retailer, Licensee, or Vendor program where approved by Disney. If you are unsure whether an audit is qualified for review, please check with your Disney ILS Representative.

4. How much time should I plan for Disney to evaluate the ILS Audit Report?

Once you submit a qualified ILS Audit Report to Disney for review, the report will be processed as quickly as possible. Licensees and Vendors should anticipate that this evaluation take up to 30 days from when Disney receives the qualified ILS Audit Report, unless additional clarification is needed. The amount of time to plan an audit may vary greatly. It is important for Licensees and Vendors to consider that there are outside factors that may impact scheduling of an ILS audit—including

audit firm capacity or local holidays. Licensees and Vendors should keep this in mind when considering commissioning a qualified ILS Audit based on the next ILS Audit Report due date listed on their monthly status report.

5. What are the consequences of a Facility failing to meet Disney’s Minimum Compliance Standard (“MCS”)?

- A newly declared Facility that does not meet the MCS cannot begin production.
- If a Facility for which you have a FAMA does not maintain the MCS, you will generally have 120 days to demonstrate the correction of all MCS violations through submission of a qualified ILS Audit Report to Disney. Failure to take the necessary corrective action may result in the loss of authorization to produce Disney-branded products in the Facility and Licensees/Vendors using the Facility will be required to promptly cease all such production in the Facility. Failure to submit a qualified ILS Audit Report within the required timeframe may result in a FAMA revocation.

6. I recently submitted an ILS Audit and the Facility demonstrated compliance with the MCS. Why is Disney scheduling a new audit with this same Facility?

Disney generally retains the right to audit any Facility at any time anywhere in the world. Disney periodically conducts audits to confirm working conditions in Facilities producing Disney-branded products even where a qualified ILS Audit Report is already on file.

7. Is a FAMA provided by the Facility sufficient proof that the Facility is authorized to produce Disney-branded products?

No. FAMA's are issued to Licensees and Vendors, not to Facilities. A FAMA only authorizes production in a given Facility for the stated Licensee or Vendor. You may not start

production of Disney-branded products in a Facility (even one currently being used by other Licensees or Vendors) until Disney has issued you a FAMA for the Facility.

8. Why am I not authorized to start production with a Facility that is working with other Licensees or Vendors?

Authorization to use a Facility is specific to a Licensee or Vendor, not to the Facility. There may be pending items for the Facility that prevent new FAMAs from being issued (e.g., the Facility does not currently have a qualified ILS Audit Report on file). In these cases, you can check with your Disney ILS Representative for further details.

9. Why does my monthly status report still show Facilities I no longer work with?

Inactive Facilities will remain listed as “Expired Facilities” on the monthly status report for some time after the relationship has expired. These Facilities are kept on your report for your reference and to ensure that you are fully aware that you are not authorized to utilize them for Disney-branded production until Disney issues you a new FAMA for the Facility.

10. Can I obtain a list of Facilities used to produce Disney-branded products by other brands or retailers?

No. It is the responsibility of each Licensee/ Vendor to properly manage their supply chain for Disney-branded products. This includes responsibility for identifying compliant Facilities and working to help ensure their continuing compliance with ILS Program requirements.

11. What do I do after I am authorized to produce Disney-branded products?

Continue to work with the Facility to help ensure proper working conditions are maintained, resolve any issues promptly and arrange follow-up ILS Audits as required by the ILS Program.

- Disney recognizes that even though a Facility meets the MCS, working conditions in that Facility may not be in full compliance with the Disney Code. Therefore, you as a Licensee/Vendor are responsible for working with Facilities to encourage continuous improvement of all working conditions in any Facility producing Disney-branded products.
- Advise Disney of any changes to your Facility list.

12. What is verification and why is my Facility pending it?

- Verification is a process Disney may utilize to determine the most accurate Facility information. Disney may contact the Facility listed on the FAMA Application in order to confirm the accuracy of Facility information, including address, phone numbers, and legal business name.
- Please ensure that your Facility contacts/management understand that they may

be contacted and that they would need to respond to Disney's verification questions before producing Disney-branded products.

13. Who receives notification that a Facility is no longer authorized to produce Disney-branded products?

If a Facility loses authorization to produce Disney-branded products, all active Licensees and Vendors who have ever used that Facility for Disney-branded production will receive a Facility Loss of Production Authorization ("FLOPA") Letter. This letter is sent to ensure that you are fully aware of the Facility's loss of authorization, whether you are currently producing in the Facility or not.

14. If I have multiple agreements with Disney in one geographic market, do I need to submit separate FAMA applications for a Facility that I intend to use in connection with each agreement?

You should submit one FAMA application for a Facility that you intend to use in connection with all active agreements that you have with Disney in a particular geographic market. You will need to identify all of the Disney Business Units you work with in that geographic market under Section 3 of the new FAMA application (*see references below*).

List of Geographic Markets:

REGION	GEOGRAPHIC MARKETS
ASIA, THE PACIFIC ISLANDS, AUSTRALIA AND NEW ZEALAND (APAC)	Australia/New Zealand, Hong Kong, India, Indonesia, Japan, South Korea, Malaysia, Philippines, PRC, Singapore, Taiwan, Thailand, Vietnam
EUROPE, THE MIDDLE EAST AND AFRICA (EMEA)	Benelux, Denmark, France, Germany, Greece, Hungary, Iberia, Israel, Italy, London (regional), Middle East, Poland, Russia, South Africa, Sweden, Turkey, United Kingdom (except London)
LATIN AMERICA (LATAM)	Argentina, Bolivia, Brazil, CAC (Central America and the Caribbean), Chile, Colombia, Ecuador, Mexico, Miami, Paraguay, Peru, Uruguay, Venezuela
NORTH AMERICA (NA)	Burbank, Canada, New York, Orlando, USA (except Miami)

Sample Section 3 of the FAMA application:

3. AGREEMENT			
(Include all Business Units you engage with by Geographic Market)			
DISNEY BUSINESS UNIT	DISNEY BUSINESS UNIT CONTACT	DISNEY CONTRACT DEAL NUMBER(S)	ILS REPRESENTATIVE
Licensing Shanghai	Jane Doe	874633637475	Janet Jones
Shanghai Disneyland	John Smith	N/A	Jim Smith
Studios Shanghai	John Doe	N/A	Mary Taylor

15. If I have agreements with Business Units in multiple geographic markets and want to use the same Facility for production under each agreement, can I submit one FAMA application to cover all geographic markets?

- No, you need to submit one FAMA application for each Facility that you intend to use for each geographic market in which you have an agreement (and you should identify all Disney Business Unit relationships in that market on your FAMA application).
- For example, if you are working with Disneyland Paris and Consumer Products in Canada, you will need to submit a FAMA application for your designated Facility in connection with your Disneyland Paris business to your Disney ILS representative for Disneyland Paris and a second FAMA application to your Disney ILS representative for Consumer Products in Canada.

16. What is the duration of a FAMA?

- FAMA is generally valid for 3 years from the date it is issued unless the FAMA is revoked by Disney or upon the expiration of your agreement with Disney.
- Please note this is separate from the annual audit requirement (where applicable). Always make sure to confirm the next audit due date for a specific Facility by referring to your monthly status report.

APPENDIX 3

DISNEY CODE OF CONDUCT FOR MANUFACTURERS

At The Walt Disney Company, we are committed to:

- *a standard of excellence in every aspect of our business and in every corner of the world;*
- *ethical and responsible conduct in all of our operations;*
- *respect for the rights of all individuals; and*
- *respect for the environment.*

We expect these same commitments to be shared by all manufacturers of Disney merchandise and require that all manufacturers of Disney merchandise meet the following standards:

CODE OF CONDUCT FOR MANUFACTURERS	
CHILD LABOR	<p>Manufacturers will not use child labor.</p> <p>The term “child” refers to a person younger than 15 (or 14 where local law allows) or, if higher, the local legal minimum age for employment or the age for completing compulsory education.</p> <p>Manufacturers employing young persons who do not fall within the definition of “children” will also comply with any laws and regulations applicable to such persons.</p>
INVOLUNTARY LABOR	Manufacturers will not use any forced or involuntary labor, whether prison, bonded, indentured or otherwise.
COERCION AND HARASSMENT	Manufacturers will treat each employee with dignity and respect, and will not use corporal punishment, threats of violence or other forms of physical, sexual, psychological or verbal harassment or abuse.
NONDISCRIMINATION	Manufacturers will not discriminate in hiring and employment practices, including salary, benefits, advancement, discipline, termination or retirement, on the basis of race, religion, age, nationality, social or ethnic origin, sexual orientation, gender, political opinion or disability.
ASSOCIATION	Manufacturers will respect the rights of employees to associate, organize and bargain collectively in a lawful and peaceful manner, without penalty or interference.
HEALTH AND SAFETY	Manufacturers will provide employees with a safe and healthy workplace in compliance with all applicable laws and regulations, ensuring at a minimum reasonable access to potable water and sanitary facilities; fire safety; and adequate lighting and ventilation. Manufacturers will also ensure that the same standards of health and safety are applied in any housing that they provide for employees.
COMPENSATION	<p>We expect manufacturers to recognize that wages are essential to meeting employees’ basic needs. Manufacturers will, at a minimum, comply with all applicable wage and hour laws and regulations, including those relating to minimum wages, overtime, maximum hours, piece rates and other elements of compensation, and provide legally mandated benefits.</p> <p>Except in extraordinary business circumstances, manufacturers will not require employees to work more than the lesser of (a) 48 hours per week and 12 hours overtime or (b) the limits on regular and overtime hours allowed by local law or, where local law does not limit the hours of work, the regular work week plus 12 hours overtime. In addition, except in extraordinary business circumstances, employees will be entitled to at least one day off in every seven-day period.</p> <p>Manufacturers will compensate employees for overtime hours at such premium rate as is legally required or, if there is no legally prescribed premium rate, at a rate at least equal to the regular hourly compensation rate.</p> <p>Where local industry standards are higher than applicable legal requirements, we expect manufacturers to meet the higher standards.</p>

CODE OF CONDUCT FOR MANUFACTURERS	
PROTECTION OF THE ENVIRONMENT	Manufacturers will comply with all applicable environmental laws and regulations.
OTHER LAWS	Manufacturers will comply with all applicable laws and regulations, including those pertaining to the manufacture, pricing, sale and distribution of merchandise. All references to “applicable laws and regulations” in this Code of Conduct include local and national codes, rules and regulations as well as applicable treaties and voluntary industry standards.
SUBCONTRACTING	Manufacturers will not use subcontractors for the manufacture of Disney merchandise or components thereof without Disney’s express written consent, and only after the subcontractor has entered into a written commitment with Disney to comply with this Code of Conduct.
MONITORING AND COMPLIANCE	<p>Manufacturers will authorize Disney and its designated agents (including third parties) to engage in monitoring activities to confirm compliance with this Code of Conduct, including unannounced on-site inspections of manufacturing facilities and employer-provided housing; reviews of books and records relating to employment matters; and private interviews with employees.</p> <p>Manufacturers will maintain on site all documentation that may be needed to demonstrate compliance with this Code of Conduct.</p>
PUBLICATION	Manufacturers will take appropriate steps to ensure that the provisions of this Code of Conduct are communicated to employees, including the prominent posting of a copy of this Code of Conduct, in the local language and in a place readily accessible to employees, at all times.

APPENDIX 4

EXAMPLES OF MINIMUM COMPLIANCE STANDARD (“MCS”) VIOLATIONS

Examples of Minimum Compliance Standard (“MCS”) violations include, but are not limited to:

CHILD LABOR

Any confirmed current employment of underage workers or any inappropriate remediation of child labor violations under applicable laws including, but not limited to the following examples:

- *One or more employees are younger than the legal working age.*
- *Compliance with the minimum age requirement is unable to be verified because of the lack of the required proof-of-age documents.*
- *Facility management did not ensure the safe return of previously hired underage worker(s) to his/her parents or legal guardians.*

INVOLUNTARY LABOR

Any policies or practices of forced, bonded, indentured, or prison labor; mandatory or involuntary overtime, or imposition of penalties or fines for refusing overtime; withholding of personal property (e.g., passport, identification papers) or wages; or unreasonably limiting freedom of movement at any time including, but not limited to the following examples:

- *Employees are fined for refusing to work overtime.*
- *Access to the restroom is permitted only during break time.*
- *Documents, monetary deposits, or other collateral are retained as a condition of employment. Workers are subjected to the withholding of wages, identification cards, passports, or other travel documents, or other personal belongings.*

COERCION AND HARASSMENT

Any policy permitting, or the practice of, corporal punishment; sexual harassment; threats of termination of employment; imposing penalties or retaliation as disciplinary action; or intrusive or intimidating practices including, but not limited to the following examples:

- *Employees selected for interviews by auditors were intimidated by management.*
- *Employees who disagreed with job arrangements were restricted from working overtime.*
- *Employees were verbally and/or physically abused by a supervisor.*

NONDISCRIMINATION

Discriminatory hiring and employment policies or practices (e.g., relating to salary, benefits, advancement, discipline, termination, or retirement) on the basis of race, religion, age, nationality, social or ethnic origin, sexual orientation, gender, political opinion, disability, pregnancy, or union membership including, but not limited to the following examples:

- *Job applicants are subject to HIV testing as part of the hiring process.*
- *Migrant employees receive lower wages for the same job held by local employees.*
- *The Facility recruits only females between the ages of 18 and 25.*

ASSOCIATION VIOLATIONS

Policies or practices that prevent employees from exercising their legal right to associate, organize, and bargain in a lawful and peaceful manner in accordance with applicable laws (or retaliation for the exercise of any such right) including, but not limited to the following examples:

- *Employees were punished for participating in union activities.*
- *Employees were dismissed for participating lawfully in a labor strike.*

HEALTH AND SAFETY

Conditions in the Facility, and/or dormitories, that could cause immediate severe injury or death to employees or the public including, but not limited to the following examples:

- *Emergency exits are locked or obstructed.*
- *The number of required emergency exits is insufficient based on the local law requirements or Disney's requirements, whichever is more stringent.*
- *Emergency evacuation drills are not conducted regularly based on the local law requirements or Disney's requirements, whichever is more stringent.*

SUBCONTRACTING

Any use of another Facility or other source for Disney-branded production without authorization from Disney.

MONITORING AND COMPLIANCE

Employees are influenced to provide untruthful responses to auditors; discrepancies between the actual number of employees observed at the Facility and the number of employees disclosed to auditors; failure to provide accurate and complete records for review; or failure to permit auditor access to required documents, private employee interviews, or health and safety inspection of the entire Facility including, but not limited to the following examples:

- *Employees appeared to have been coached by management to provide a predetermined set of answers to auditors during private interviews.*
- *Wages and work hours could not be verified due to discrepancies between documents provided by management and information provided by employees during private interviews.*
- *Auditors attempted to conduct an audit and were denied access to required documents.*

APPENDIX 5

SOCIAL COMPLIANCE MONITORING ORGANIZATIONS

Disney accepts ILS Audits conducted in accordance with the standards of certain multi-stakeholder or industry initiatives. Disney encourages Licensees and Vendors to submit any available pre-existing audits that meet the requirements of a qualified ILS Audit. The following list includes a representative sample of Social Compliance Monitoring Organizations from which Disney accepts qualified ILS Audits. These organizations also conduct ILS Audits in accordance with Disney’s requirements.

You may contact these organizations to conduct ILS Audits. No Social Compliance Monitoring Organization can assure you that a Facility will be authorized for Disney-branded production. The list of audit programs accepted by Disney is subject to change. Therefore, before you schedule an audit, please check with your Disney ILS Representative to confirm whether a particular program is accepted by Disney, as well as which Social Monitoring Organizations Disney currently accepts to conduct ILS Audits.

This list of Social Compliance Monitoring Organizations is subject to change without notice.
Please check www.DisneyLaborStandards.com for the most up to date list and contact information.

<hr/> ARCHE ADVISORS, INC. <hr/>	
For more information about the company	WEBSITE
For inquiries	CONTACT
<hr/> BUREAU VERITAS CONSUMER PRODUCTS SERVICES (BVCPS) <hr/>	
For more information about the company	WEBSITE
For inquiries	CONTACT
<hr/> ELEVATE HONG KONG HOLDINGS LIMITED <hr/>	
For more information about the company	WEBSITE
For inquiries	CONTACT
<hr/> INSITE COMPLIANCE LLC <hr/>	
For more information about the company	WEBSITE
For inquiries	CONTACT

INTERTEK

For more information about the company [WEBSITE](#)

For inquiries [CONTACT](#)

QIMA (ASIA INSPECTION)

For more information about the company [WEBSITE](#)

For inquiries [CONTACT](#)

SOCIAL COMPLIANCE SERVICE ASIA LTD.

For more information about the company [WEBSITE](#)

For inquiries [CONTACT](#)

UL VERIFICATION SERVICES INC. (UL CONSUMER AND RETAIL SERVICES)

For more information about the company [WEBSITE](#)

For inquiries [CONTACT](#)

**List subject to change*

APPENDIX 6

REFERENCE LIST OF SOCIAL COMPLIANCE CONSULTANTS

In strengthening management systems, modifying labor practices, and improving working conditions, Licensees, Vendors, and Facilities may benefit from the services offered by consulting groups and others that may assist in the identification of underlying causes of compliance issues, suggest sustainable solutions, and/or help implement change. Services offered by such organizations may take a variety of forms including, but not limited to:

- *A root cause analysis*
- *An in-depth systems analysis*
- *Training programs*

The social compliance consultants listed in this appendix may be able to provide these services. This list is neither exhaustive nor exclusive. The services offered by these organizations are not endorsed by Disney, and your engagement of the services of these or any other social compliance consultant cannot ensure that a Facility will become or remain authorized for Disney-branded production. Licensees, Vendors, and Facilities are not required to engage a social compliance consultant. If you do choose to engage a social compliance consultant, you may choose from the following list, or you may choose any other organization, at your discretion. It is the responsibility of the Licensee, Vendor, and Facility to identify any appropriate work plan, to negotiate terms of service with any consultant, and to bear the cost of engaging any consultant.

Licensees, Vendors, and Facilities may benefit from reviewing the Good Practices for Complying with Licensors' Social and Environmental Requirements: A Practical Guide for Licensees published by Business for Social Responsibility ("BSR") and the International Licensing Industry Merchandiser's Association ("LIMA") and supported, in part, by Disney. This guide identifies basic requirements for Licensees and Vendors in meeting licensors' expectations.

1. THE CAHN GROUP

Contact Person: Doug Cahn, Principal (info@thecahngroup.com)

Website: www.thecahngroup.com

Headquarters: North America with partners worldwide

2. ELEVATE

Contact Person: Mark Jones, VP, Marketing & Business Development (mjones@elevatelimited.com)

China Contact: John Yeh, Business Development Associate, China (jyeh@elevatelimited.com)

Website: www.elevatelimited.com

Headquarters: Hong Kong with client management offices in San Francisco, New York, London, Shenzhen, Shanghai, Guangzhou, Hangzhou, Vietnam, Bangladesh, and India

3. IMPACTT LIMITED

Contact Person: Rosey Hurst, Founder and Director (info@impacttlimited.com)

Website: www.impacttlimited.com

Headquarters: London with offices in Guangzhou and Bangladesh

4. SOCIAL ACCOUNTABILITY INTERNATIONAL

Contact Person: Christie Daly, Senior Manager, Corporate Programs (cdaly@sa-intl.org)

Website: www.sa-intl.org

Headquarters: New York, with offices or representatives in Amsterdam, Bangalore, Boston, Dubai, Geneva, Istanbul, Sao Paulo, Shenzhen; Quezon City, Philippines and San Jose, Costa Rica

5. VERITÉ

Contact Person: Robin Jaffin, Director of Supplier Programs (verite@verite.org)

Website: www.verite.org

Headquarters: New York, with offices or representatives in Amsterdam, Bangalore, Boston, Dubai, Geneva, Istanbul, Sao Paulo, Shenzhen; Quezon City, Philippines and San Jose, Costa Rica

APPENDIX 7

BETTER WORK PROGRAM PARTICIPATION AND INSTRUCTIONS

The Walt Disney Company supports the *Better Work* program. *Better Work* is a partnership between the International Labour Organization and the International Finance Corporation that brings together governments, employers, workers, and international buyers to improve compliance with labor standards and promote competitiveness in global supply chains. *Better Work* currently operates in the following PSC: Cambodia, Haiti, Indonesia, Jordan, Nicaragua, and Vietnam. This list is subject to change.

Disney strongly encourages participation in *Better Work*, where available. Participation in *Better Work* may lead to reduced monitoring due to wide acceptance among brands and retailers of *Better Work* assessments and more sustained compliance with labor standards as a result of *Better Work*'s training and remediation programs.

In certain PSC, Disney may require that Facilities engaged in Disney-branded production participate in *Better Work*. In these PSC, Facilities that do not participate in the *Better Work* program cannot be used for Disney-branded production or to source products, components, or materials for Disney-branded products.

(See Appendix 8: Permitted Sourcing Countries (PSC) for more information.) This restriction currently applies to Facilities in Cambodia and Haiti in the following manner:



CAMBODIA:

Only assessments from Better Factories Cambodia will be accepted for apparel and, in some cases, footwear Facilities that participate in the Better Factories Cambodia program. For Facilities that are not eligible to participate in the Better Factories Cambodia program, Disney may accept other audits as described in the Program Manual.



HAITI:

Only apparel Facilities participating in the Better Work Haiti program will be eligible for Disney-branded-production and only assessments from Better Work Haiti will be accepted for those Facilities.

In addition, for Facilities that already participate in *Better Work* in other countries, Licensees and Vendors must **only** make *Better Work* assessments available to Disney. Assessments of Better Work participating Facilities conducted against other audit standards or conducted by a non-Better Work assessor will not be accepted by Disney.

LICENSEE/VENDOR AND FACILITY RESPONSIBILITIES

FACILITY:

- Register with **Better Work**, where available.
- Authorize Third Party Access for Disney online via the **Better Work STAR Portal** or as otherwise instructed by *Better Work*. (See **Better Work Help** for additional information.)

LICENSEE/VENDOR:

- Register with **Better Work**, where available.
- Identify Disney as part of your supply chain online via the Better Work STAR Portal or as otherwise instructed by *Better Work*.
- Pay for access to the related *Better Work* assessments.

Disney will have access to the Facility's *Better Work* assessment only after the Facility authorizes Third Party Access for Disney and payment for subscription to the Facility's current assessment cycle is received and processed by *Better Work*.

*For additional information about the countries in which Better Work operates, including information on participating facilities, visit the Factories and Manufacturers section on the specific **Countries** page of the **Better Work** website.*

APPENDIX 8

PERMITTED SOURCING COUNTRIES (PSC)

As a Licensee or Vendor you may only use Facilities in, and source from, Permitted Sourcing Countries. The use of Facilities in the following countriesⁱ is permitted without an ILS Audit:

PERMITTED WITHOUT ILS AUDITS			
AMERICAN SAMOA	CROATIA	JAPAN	SAN MARINO
ANDORRA	CYPRUS	LATVIA	SINGAPORE
ANGUILLA	CZECH REPUBLIC	LIECHTENSTEIN	SLOVAK REPUBLIC
ANTIGUA AND BARBUDA	DENMARK	LITHUANIA	SLOVENIA
ARUBA	DOMINICA	LUXEMBOURG	SOUTH KOREA
AUSTRALIA	ESTONIA	MACAU SAR	SPAIN
AUSTRIA	FINLAND	MALTA	ST. KITTS AND NEVIS
BAHAMAS	FRANCE	MARTINIQUE	ST. LUCIA
BARBADOS	FRENCH GUIANA	MAURITIUS	ST. VINCENT AND THE GRENADINES
BELGIUM	GERMANY	MONACO	SWEDEN
BERMUDA	GREENLAND	NETHERLANDS	SWITZERLAND
BOTSWANA	GRENADA	NEW ZEALAND	TAIWAN
BRUNEI DARUSSALAM	GUAM	NORWAY	UNITED ARAB EMIRATES
CANADA	HONG KONG SAR	POLAND	UNITED KINGDOM
CAPE VERDE	HUNGARY	PORTUGAL	UNITED STATES
CAYMAN ISLANDS	ICELAND	PUERTO RICO	URUGUAY
CHANNEL ISLANDS*	IRELAND	QATAR	VIRGIN ISLANDS (U.S.)
CHILE	ISRAEL	RÉUNION	
COSTA RICA	ITALY	SAMOA	

* Islands include Jersey, Guernsey, Alderney, Sark and Herm.

The use of Facilities in the following countriesⁱ is only permitted with an ILS Audit:

PERMITTED WITH ILS AUDITS			
ALBANIA	GEORGIA	MEXICO	SERBIA
ARGENTINA	GHANA	MICRONESIA, FED. STS.	SEYCHELLES
ARMENIA	GREECE	MOLDOVA	SIERRA LEONE
AZERBAIJAN	GUATEMALA	MONGOLIA	SOLOMON ISLANDS
BAHRAIN	GUYANA	MONTENEGRO	SOUTH AFRICA
BELARUS	HAITI*	MOROCCO	SRI LANKA
BELIZE	HONDURAS	NAMIBIA	SURINAME
BENIN	INDIA	NAURU	SWAZILAND
BHUTAN	INDONESIA	NEPAL	TANZANIA
BOLIVIA	JAMAICA	NICARAGUA	THAILAND
BOSNIA AND HERZEGOVINA	JORDAN	NIGER	TIMOR-LESTE
BRAZIL	KAZAKHSTAN	OMAN	TONGA
BULGARIA	KENYA	PALAU	TRINIDAD AND TOBAGO
BURKINA FASO	KIRIBATI	PANAMA	TUNISIA
CAMBODIA**	KOSOVO	PAPUA NEW GUINEA	TURKEY
CHINA	KUWAIT	PARAGUAY	TUVALU
COLOMBIA	LAO PDR	PERU	UGANDA
CÔTE D'IVOIRE	LEBANON	PHILIPPINES	UKRAINE
DOMINICAN REPUBLIC	LESOTHO	ROMANIA	VANUATU
ECUADOR	MACEDONIA, FYR	RUSSIAN FEDERATION	VIETNAM
EL SALVADOR	MALAWI	RWANDA	WEST BANK AND GAZA
FIJI	MALAYSIA	SÃO TOMÉ AND PRÍNCIPE	ZAMBIA
GABON	MALDIVES	SAUDI ARABIA	
GAMBIA	MARSHALL ISLANDS	SENEGAL	

* You may only produce in and source from Facilities in the Better Work program.

**Only assessments/audits from Better Factories Cambodia/Better Work program will be accepted for those Facilities eligible to participate in that program. For Facilities that are not eligible for Better Factories Cambodia/Better Work program, Disney may accept other assessments/audits as described in Disney's ILS Program Manual.

ⁱ For simplicity, the term 'countries' refers to countries, special administrative regions, or economically independent jurisdictions.

APPENDIX 9

FACILITY AND MERCHANDISE AUTHORIZATION (“FAMA”) APPLICATION

The most current version of the Facility and Merchandise Authorization (“FAMA”) Application must be completed and submitted to Disney for each Facility in which Licensees and Vendors intend to produce Disney-branded products. The most current version of the FAMA application is available for use at www.DisneyLaborStandards.com.

FACILITY AND MERCHANDISE AUTHORIZATION APPLICATION INSTRUCTIONS

Attached is a sample Facility and Merchandise Authorization (“FAMA”) Application that must be completed for each Facility (as defined below).

- Please visit www.disneylaborstandards.com to access the most current electronic version of the FAMA Application form so that you can complete a FAMA Application for each Facility.
- Once a FAMA Application is completed in English for each Facility, please send each completed application, together with any required supporting documentation, to your designated Disney Representative by email.
- Disney will review the information and determine whether each Facility will be authorized to produce Disney-branded products (as defined below).
- DISNEY-BRANDED PRODUCTS MAY NOT BE PRODUCED OR HANDLED AT ANY FACILITY UNLESS AND UNTIL YOU RECEIVE A FAMA FROM DISNEY FOR SUCH FACILITY.
- You also may present the Disney-issued FAMA to Customs officials to facilitate the importation of properly authorized Disney-branded products if the Facility is outside the territory where the goods are to be sold.

REGION	GEOGRAPHIC MARKETS
ASIA, THE PACIFIC ISLANDS, AUSTRALIA AND NEW ZEALAND (APAC)	Australia/New Zealand, Hong Kong, India, Indonesia, Japan, South Korea, Malaysia, Philippines, PRC, Singapore, Taiwan, Thailand, Vietnam
EUROPE, THE MIDDLE EAST AND AFRICA (EMEA)	Benelux, Denmark, France, Germany, Greece, Hungary, Iberia, Israel, Italy, London (regional), Middle East, Poland, Russia, South Africa, Sweden, Turkey, United Kingdom (except London)
LATIN AMERICA (LATAM)	Argentina, Bolivia, Brazil, CAC (Central America and the Caribbean), Chile, Colombia, Ecuador, Mexico, Miami, Paraguay, Peru, Uruguay, Venezuela
NORTH AMERICA (NA)	Burbank, Canada, Orlando, USA (except Miami)

Definition of “Facility”: Any of Licensee’s or Vendor’s own or third-party manufacturers, vendors, factories, farms, suppliers, and other facilities (as well as any subcontractors) that produce, process, finish, assemble (including without limitation, the combination of one (1) or more individual products together into a separate product set, bundle or multi-pack), or package products, components or products, product packaging, advertising and/or promotional materials, or other items related thereto, in each case in physical form (i.e., not in digital form only), that contain, incorporate or apply any Disney Intellectual property (i.e., any names, marks, logos, characters, artwork or other proprietary material owned or controlled by The Walt Disney Company or any of its affiliated companies), all of which are hereby referred to as “Disney-branded products”.

Exclusions: At this time, facilities that do not need to be declared, and for which no FAMA Application is required, include (I) facilities that produce blank or generic products, components or materials that DO NOT contain, incorporate or apply any Disney Intellectual property (such as blank or generic cardboard boxes, plastic wrap or plain buttons) and (II) raw materials suppliers, fabric mills or processors or generic commodity items such as cotton, metal and paper that DO NOT contain, incorporate or involve the application of any Disney Intellectual property.

Unless they are involved in the activities described in the definition of Facility above, DO NOT list agents, business offices or showrooms as a Facility.

Facilities may only be located in Permitted Sourcing Countries.

For additional clarification and other sourcing restrictions, please see the ILS Program Manual.

INCOMPLETE OR ILLEGIBLE FORMS WILL BE RETURNED TO YOU FOR RESUBMISSION.

Sample FAMA Application:

FACILITY AND MERCHANDISE AUTHORIZATION (FAMA) APPLICATION

**Required Fields*

1. COMPANY INFORMATION (LICENSEE/VENDOR)			
*Company Name:		*Company Contact Name: Given / First Name: Family / Last Name:	
Company Address: *Street/number:		Job Title:	
*City:		Primary E-mail:	
Town:		*Telephone number(s): Telephone extension:	
*State/Province:		Mobile numbers(s):	
*Country: *Postal Code:		Additional contact name, job title and telephone number:	
2. FACILITY INFORMATION			
By submitting this FAMA Application Licensee/Vendor represents that it has obtained the Facility Contact's consent to hi/her personal information being used in accordance with the terms of Disney's Privacy Policy for Business Customers and Suppliers (applicable for countries for which such policy is in effect)			
*Facility Name:		*Facility Contact Name (Facility owner or manager): Given / First Name: Family / Last Name:	
*Facility ILS Number		Facility Contact job title:	
Previous / Alias Names by which this Facility is known:		Facility E-mail:	
Facility Address: *Street/number:		*Telephone number(s):	
*City:		Mobile number(s):	
Town:		Additional contact name, job title and telephone number:	
*State/Province:		Is this Facility owned by the Company (Licensee / Vendor)? Yes_____ No_____	
*Country: *Postal Code:		Facility Website:	
Facility GPS location:			
3. AGREEMENT <small>(Include all Business Units you engage with by Geographic Market)</small>			
Disney Business Unit	Disney Business Unit Contact	Disney Contract/Deal number(s)	ILS Representative

APPENDIX 10

SAMPLE FACILITY AND MERCHANDISE AUTHORIZATION (“FAMA”)

The following is a sample of a Facility and Merchandise Authorization (“FAMA”) that indicates a Licensee or Vendor is authorized to use a Facility for the production of Disney-branded products.

FACILITY AND MERCHANDISE AUTHORIZATION

LICENSEE/VENDOR NAME: Sample Toy Company
CONTACT NAME, TITLE, E-MAIL ADDRESS:
 Pauline Demo
 Compliance Officer
 pauline@sampletoy.com

STREET ADDRESS: 123 Toy Soldier
 Lane Suite 100
 Burbank, CA
 USA
TELEPHONE NUMBER: 1 222 333 4444

<p>1. Facility Name (Place where Disney-branded product will be produced): Fictional Factory (FAC-043941)</p> <p>1a. Facility Address: 1112 Sample Street Glendale, California USA</p> <p>1b. Telephone Number: 1 800 111 2222</p>	<p>1c. Facility Contact Telephone Number: 1 111 222 3333</p> <p>1d. Contact Name, Title and E-mail: Adam Factory, Operations Manager, adam@fictionalfactory.com</p> <p>1e. List all other names by which the Facility is known:</p>
---	--

Once signed below by an authorized signatory of Disney Worldwide Services, Inc. or its affiliate (such individual an “Authorized Signatory”), this Facility and Merchandise Authorization (1) confirms that the above-named Licensee/Vendor is authorized to manufacture and/or distribute products bearing Intellectual property of The Walt Disney Company and/or its affiliate(s) (“Disney”) (which may include, without limitation, Marvel, Pixar and/or Star Wars-branded products) (collectively, the “Disney-Branded Products”), all in accordance with and subject to Licensee/Vendor’s written agreement(s) with Disney and (2) may be presented by Licensee/Vendor to Customs authorities to confirm Disney’s authorization to Import/export Disney-Branded Products.

This Facility and Merchandise Authorization expires on the Expiration Date set forth below unless earlier revoked by Disney.

Notice to Licensee/Vendor: Disney hereby reserves all of its rights and remedies arising from any unauthorized use of this Facility and Merchandise Authorization. Without limiting the foregoing, any unauthorized use of this Facility and Merchandise Authorization by Licensee/Vendor, including without limitation submitting a Facility and Merchandise Authorization which has been revoked by Disney prior to the Expiration Date, may result in the termination of the applicable written agreement between Licensee/Vendor and Disney.

Authorized Signatory

**Disney
Representative**

Digitally signed by Disney
Representative
Date: 2018.12.20 15:26:19 - 08'00'

Disney Representative
Analyst, Regional Management ILS North America

Issuance Date: 2018/Dec/20
Expiration Date: 2021/Dec/20

500 South Buena Vista Street / Burbank, California 91521 / (818)560-1000 © Disney

APPENDIX 11

SAMPLE CODE OF CONDUCT ASSESSMENT NOTIFICATION (COCAN)

The Code of Conduct Assessment Notification (“COCAN”) is a written notice to Licensees and Vendors that a Facility will be scheduled for an upcoming ILS Audit. As a Licensee or Vendor, if you receive notice for a Facility, then you must:

- *Confirm and update the contact information for the Facility.*
- *Notify the Facility that full, complete, and unfettered access must be granted to Auditors.*

Disney International Labor Standards Group

CODE OF CONDUCT ASSESSMENT NOTIFICATION

500 South Buena Vista Street

Burbank, California 91521-9588 USA

Notice of assessment of manufacturing Facility producing Disney articles

Disney Worldwide Services, Inc. has selected the following Facility for a Disney Code of Conduct for Manufacturers compliance assessment by our authorized monitoring organization [Monitoring Organization Name], in approximately 90 days.

Facility to be assessed: [Facility Name]

Facility ID: [Facility Identification Number]

Location: [Facility Address]

Our records indicate that this is a Facility currently engaged in the manufacture of Disney-branded products pursuant to your license agreement with Disney.

As you are aware, your license agreement with Disney requires that our auditors be provided entrance into the Facility at the time of assessment. A denial of access to the Facility would result in a breach of your license agreement and could result in the termination of the Facility's authorization to manufacture Disney-branded products.

Please notify your Facility immediately of this pending assessment.

Please contact us promptly and in any event within 15 days, at [e-mail address] and reference the Facility ID [Facility Identification Number] if:

1. The manufacturing Facility information is incorrect. If this is the case, please provide the correct Facility information.
2. The manufacturing Facility has relocated. If this is the case, please provide the new address and contact details.
3. You are no longer using the manufacturing Facility. In this case, please provide the name, address, phone, contact of the manufacturing Facility you are using.

Thank you.

APPENDIX 12

SAMPLE ILS AUDIT AGENDA

This sample of an ILS Audit agenda is intended to assist Licensees, Vendors, and Facility management with preparing for an ILS Audit. ILS Audits take at least a full working day, and sometimes longer, depending on the size of the Facility. Therefore, the expected completion times listed on this sample may vary. Facility personnel involved in the ILS Audit are expected to be available during the audit.

I. OPENING MEETING*(20 minutes)*

Review Disney's Code of Conduct and Disney's ILS Ethics policy and discuss the ILS Audit process with the key Facility management necessary for completion of the ILS Audit.

II. HEALTH AND SAFETY WALKTHROUGH*(1-2 hours depending on the size of the Facility)*

Take a tour of the entire production Facility, including all production areas, warehouses, chemical storage areas, canteens, on-site administrative/office area, on-site and off-site dormitories (as applicable), common areas (including any shared with other business entities), as well as any areas subleased to other business entities, where the Facility has the duty to protect the health, safety, and welfare of their employees and visitors.

III. EMPLOYEE INTERVIEWS*(1-2 hours depending on the size of the Facility)*

Employees from various workstations and shifts will be selected during the walkthrough of the Facility and the document review process. Interviews will be conducted in a private setting.

IV. DOCUMENT REVIEW*(2-3 hours)*

See the [Appendix 13 Sample ILS Audit Records Checklist](#) for a list of records and documents to be reviewed.

V. CLOSING MEETING*(20 minutes)*

Auditors will meet with Facility management to review the audit findings and compliance requirements. Management is invited to ask questions and provide feedback.

APPENDIX 13

SAMPLE ILS AUDIT RECORDS CHECKLIST

This sample of an ILS Audit Records Checklist is intended to assist Licensees, Vendors, and Facility management with assembling the original records and documents (as applicable for the region/country) required for an ILS Audit. These records and documents must be made available during the ILS Audit.

- Disney's Code of Conduct for Manufacturers
- Business/industry license, registration, permit, and/or certificate
- Workplace rules or bylaws
- Government required postings
- List of all workers indicating full name, date of employment, date of birth, and position held in the Facility
- Personnel files (including employment contracts)
- Work attendance records :
 - Scope (12 most recent months; or at least 12 most recent months if Comprehensive/Flexible Working Hours System is applicable; or the number of months that the business has been in operation if the business has been in operation for less than 12 months)
 - *Timecards or timesheets*
 - *Leave records*
- Payroll records:
 - *Scope (apply same as work attendance records)*
 - *Detailed payroll registers*
 - *Piece rate records and production records*
 - *Cancelled checks/monthly statements and records for cash payments*
 - *Electronic fund transfer records*
- Payment verification documents (as applicable per country) for workers' social benefits provided by government or bank:
 - *Canceled deposit checks or other form of payment verification*
 - *Statements*
- Fire drill records, emergency evacuation plan, fire inspection reports, and fire prevention certificates
- Health and safety documents and training records
- Employee annual medical examination results
- Equipment and machinery operation certificate, license, and permit
- Machine maintenance and inspection records
- Material Safety Data Sheet of chemicals used
- Environmental records (as applicable per country) and a list of chemicals utilized by Facility
- Other documents (if applicable) pertaining to...
 - *Dormitories*
 - *Rent/lease contracts*
 - *Daycare/nursery*
 - *Security agency*
 - *Kitchen/catering services*
 - *Labor Union/Collective Bargaining Agreement (CBA)*
 - *Subcontractors*

Prior to an ILS audit, Facilities are encouraged to examine their own labor practices and make improvements where appropriate. The following questions may help Facilities identify areas that need to be addressed before the audit is conducted. This list of questions is not exhaustive or specific to Disney ILS audits.

1. What is the age of the youngest worker?
2. What work experience programs are available for school-age children?
3. What are the restrictions for workers under 18?
4. What procedures are in place to verify the age of the workers?
5. How are workers recruited (e.g., newspaper ad, agent, contract)?
6. What are the Facility's policies and practices related to recruitment and hiring, in particular for migrant workers?
7. Which labor recruiters are used in recruiting migrant workers (if applicable)?
8. What is the amount of recruitment fees charged to migrant workers, and how are the recruitment fees paid (if applicable)?
9. What procedures are in place to ensure/monitor that all workers are working voluntarily?
10. What properties of workers are detained during the course of employment and by whom?
11. What are the Facility's policies and practices for hiring workers who are prisoners, have been assigned by the military, or any other branch of government?
12. When are workers free to leave?
13. What are the guards' basic duties (if applicable)?
14. How are workers disciplined for misconduct or poor performance?
15. What are employment restrictions (by age, race, ethnic group, religion, gender, sexual orientation, political affiliation, and/or national origin, if applicable)?
16. What unions exist?
17. How are union activities (e.g., elections, meetings) undertaken?
18. What is the lowest wage paid for trained (e.g., production) employees? For untrained employees?
19. How are workers paid (e.g., cash, check, auto pay, other)?
20. How is the pay rate calculated (e.g., per hour, piece rate, per day, other)?
21. How is work attendance documented, and by whom?
22. How often are workers paid (e.g., weekly, monthly, other)?
23. What charges are deducted from workers' pay, and how is this documented?
24. What are the Facility's policies and practices for lending money to workers?

25. What allowances and benefits are provided to workers (e.g., housing, meals, transportation, and other allowances; health care; child care; sick leave; bereavement leave; emergency leave; pregnancy and menstrual leave; vacation; religious and holiday leave; and contributions for social security, life, health, worker's compensation, and other insurance coverage)?
26. What benefits and/or allowances are included in calculating workers' minimum wage?
27. What incentive plans are offered (e.g., bonus)?
28. How are workers paid for training (if applicable)?
29. How are workers paid for overtime?
30. What is the maximum number of consecutive days worked?
31. What are the operational hours?
32. How many work shifts are run?
33. How many hours are there per work shift?
34. How are overtime wages calculated (e.g., weekdays, 1.5x; holidays 2x, etc.)?
35. What is the average number of overtime hours worked per worker each week?
36. What is the maximum number of work hours per day at regular pay?
37. What is the maximum number of hours employees are asked to work in a given week?
38. When are the daily meal breaks for workers?
39. What other breaks are provided to the workers, and what is the duration of each break?
40. When will workers take work home, and what kind of work?
41. How are wages for home work determined (if applicable)?
42. What first aid supplies are available?
43. How many medically trained personnel are on site?
44. What safety education/training programs are offered (e.g., first aid, etc.)?
45. What fire-fighting (e.g. fire extinguishers and/or sprinkler) systems are available?
46. How many fire escapes are available for buildings more than one story high?
47. What personal protective equipment is available for workers, and for what cost?
48. What restriction is placed on workers' access to drinkable water?
49. How many functional toilets does this Facility have (male/female)?
50. What ventilation and lighting system is available?

51. When are supervisors on the floor for each work shift, and how many supervisors are there per work shift?

52. What are the Facility's policies and practices for workers' association?

53. What residential facilities are provided to workers, and where are the provided residential facilities?

54. What are the Facility's policies and practices in regards to the environment (e.g., waste management, air purification, and hazardous material disposal)?

55. What production is outsourced, and to whom (e.g., individuals, families, or collective work groups)?

56. What articles/components are produced by these workers?

57. How are these workers paid?

The following questions pertain to dormitories:

58. How many dormitory buildings are there? How many workers reside in these dormitories?

59. What is the average number of workers in a sleeping room?

60. What is the approximate space (e. g., in square meters) per worker in a sleeping room?

61. How are sleeping quarters segregated?

62. What is provided to workers in their sleeping room, and what is the size for each sleeping space?

63. How are the room doors in the dorms locked (e. g., from the inside or outside)?

64. What are the languages of evacuation or emergency directions posted in sleeping quarters?

65. What fire-fighting equipment is available in each sleeping quarters?

66. How often are fire drills conducted?

67. How many fire escapes are available for buildings more than one-story high?

68. Where are combustible materials stored (in the dormitories or buildings connected to the dormitories)?

69. How many toilets and shower facilities are available for workers (male/female)?

70. When is hot water available at the showering facility?

71. What cooking or laundry facilities are provided?

72. How much are workers charged for sleeping quarters, meals, transportation, or other items, and how are these charges paid?

73. How is dormitory access controlled?

74. What curfews are placed on workers?

75. What restrictions are placed on workers in and out of the dormitories?

APPENDIX 14

SAMPLE CORRECTIVE ACTION PLAN (“CAP”)

The following is a sample of a Corrective Action Plan (“CAP”) that is sent to Licensees and Vendors as a result of violations of the Disney Code that are identified in an ILS Audit Report. The CAP and accompanying e-mail serve as written notice to Licensees and Vendors that one or more instances of non-compliance with the Disney Code (including any MCS and non-MCS violations) have been identified in the audited Facility. You may receive a CAP letter before you are issued a FAMA from Disney authorizing you to use the Facility for Disney-branded production.

[Date]

This letter is being provided to all Disney licensees and vendors currently authorized to produce Disney-branded products in this facility. As a courtesy, this letter is also being provided to licensees and vendors that have applied for authorization to produce in this facility.

In accordance with Disney's ILS Program, [Facility Name (ILS#)], located in [City], [Country], was audited on [date audit conducted].

Results of this audit indicate that this facility does not meet Disney's Minimum Compliance Standard (MCS). As such, licensees and vendors may be charged for the cost of this audit.

MCS VIOLATIONS – MUST BE ADDRESSED IMMEDIATELY

The MCS violations identified below must be corrected immediately. Failure to take the necessary corrective action will result in the loss of authorization to produce Disney-branded merchandise at this facility. For those applying for authorization, no FAMAs will be issued until the MCS violations have been corrected.

1. Health and Safety/ Fire and Emergency Safety

Emergency exits are locked or obstructed.

2. Involuntary Labor

Facility management retains employees' identification documents.

NON-MCS VIOLATIONS – SHOULD BE ADDRESSED PROMPTLY

1. Compensation

Employees are not properly compensated for overtime.

2. Health and Safety/ Hazardous Material

Safety warning signs are not posted as required where hazardous materials are handled.

Disney will conduct a follow-up audit approximately 120 days from the date of this letter. If MCS violations are identified during the follow-up audit, all licensees and vendors using the facility must promptly cease producing Disney-branded products and promptly remove any and all Disney-branded products whether complete or in process (including any molds and materials), not to exceed 30 days following notification by Disney, or as otherwise may be required by law. Thereafter, the facility will be ineligible for Disney-branded production for 12 months following revocation of authorization by Disney. In addition, licensees and vendors may be charged for the cost of the follow-up audit.

As the licensee/vendor, it is your responsibility to ensure that all MCS violations are remediated immediately as a condition of continued use of this facility. All other violations should be addressed promptly.

APPENDIX 15

SAMPLE FACILITY LOSS OF PRODUCTION AUTHORIZATION (“FLOPA”) LETTER

The following is a sample of a Facility Loss of Production Authorization (“FLOPA”) letter that is sent to Licensees and Vendors as a result of a second ILS Audit for a Facility that fails to meet the Minimum Compliance Standard (“MCS”). The FLOPA and its accompanying e-mail serve as written notice to Licensees and Vendors that the production authorization for a Facility has been revoked.

[Date]

This letter is being provided to all Disney licensees and vendors currently authorized to produce Disney-branded products in this facility. As a courtesy, this letter is also being provided to licensees and vendors that have applied for authorization to produce in this facility.

In accordance with Disney's ILS Program, [Facility Name (ILS#)], located in [City], [Country], was audited for the second time on [date audit conducted]. Results of this follow-up audit indicate that this facility still does not meet Disney's Minimum Compliance Standard (MCS).

In accordance with Disney's ILS Program, production authorization for this facility has been revoked. FAMAs for this facility are no longer valid. In addition, licensees and vendors may be charged for the cost of this audit.

All licensees and vendors using the facility must promptly cease producing Disney-branded products and promptly remove any and all Disney-branded products whether complete or in process (including any molds and materials), not to exceed 30 days from the date of this notice, or as otherwise may be required by law.

The following is a summary of all violations of the Disney Code of Conduct, prioritized by severity, for your reference.

MCS VIOLATIONS

1. Monitoring and Compliance

Compliance with wage requirements and overtime hour limitations cannot be verified due to discrepancies between the documents provided by the facility management for review and/or the information provided by employees during interviews.

NON-MCS VIOLATIONS

1. Health and Safety/Sanitation

Poor housekeeping practice in the production areas.

2. Other Laws

Employment contracts have not been established with all employee as required.

This letter will serve as your notice that this facility can no longer be used to produce Disney-branded products. This facility will be ineligible for Disney-branded production for 12 months following the date of this notice, after which the facility may be considered for reinstatement.

APPENDIX 16

SAMPLE MONTHLY STATUS REPORT

The following is a sample monthly status report. The purpose of this report is to provide Licensees and Vendors with a Facility status update in order to ensure ILS requirements are met. The report is made up of four sections:

- 1. Cover page:** A quick guide to understand the content of the report and actions required
- 2. Active Facilities:** List of Facilities for which the Licensee/Vendor is currently authorized to produce Disney-branded products with a FAMA
- 3. In-progress Facilities:** List of Facilities for which authorization to produce Disney-branded products is being processed
- 4. Expired Facilities:** List of Facilities for which the Licensee/Vendor is no longer authorized to produce Disney-branded products

Sample cover page:

Disney International Labor Standards Group
Licensee/Vendor Status Report
 Data as of Saturday, April 18, 2015
 Contact: Tom McQueen
 Phone: 86-00000000 (Main)
 Email: tommcqueen@sample.com

The purpose of this monthly compliance report is to provide licensees and vendors with a status update in order to ensure ILS requirements are met. The monthly report reflects both active and expired facilities used to manufacture Disney-branded products. The following is a quick guide to each column in the report and actions required.

<u>FACILITY</u>	Verify that the facility information is correct.
<u>AUDIT VIOLATIONS</u>	List of violations from the last qualified audit on file. Please refer to the legend below for explanation of violation categories.
<u>ACTION REQUIRED</u>	Follow the guidance provided if applicable to the facility <ul style="list-style-type: none"> • Audit Required - Submit a qualified audit meeting the Minimum Compliance Standard (MCS) to your ILS Representative for review before the due date. • Audit Under Review - A qualified audit has been submitted to ILS for the facility, and is currently being reviewed to ensure it meets the Minimum Compliance Standard (MCS). • Disney Audit Scheduled - A Disney audit is being scheduled. • Expired - Facility is no longer used for branded production.

If you have any questions regarding this report, please contact your Disney ILS Representative.

Sample active facilities:

Disney International Labor Standards Group

Licensee/Vendor Status Report

Data as of Saturday, April 18, 2015

Contact: Tom McQueen
Phone: 86-00000000 (Main)
Email: tommcqueen@sample.com

Tom's Fashions (COM-000001)
1 Sample Place
City, Province
China
Asia-Pacific (APAC) / Licensing / -- / PRC / --

Contact: Tom McQueen Phone: 86-00000000 (Main)
Email: Tommcqueen@sample.com
ILS Program: Enhanced
Keystone ID: KEY-000001

Declared Facilities - Active (1 Total)

Facility ILS ID	Facility Name	Facility Meets Minimum Compliance Standards	Last Qualified Audit* Date	Last Qualified Audit* Violations	Action Required
FAC 01111	Tom's Fashions 1 Industrial Road Lucky Village City Province China Phone 86 0000000 (Main)	YES	05 March 2015	AR AS CP OL HS PE	Audit Required by 2016 Mar 05

AD Access Denied
CP Compensation
ND Non Discrimination
SC Subcontracting

AR Age Requirement
HS Health and Safety
OL Other Laws

AS Association
IL Involuntary Labor
PE Protection of Environment

CH Coercion and Harassment
MC Monitoring and Compliance
PU Publication

*Qualified Audit as defined in the ILS Program Manual

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Page 2 of 2

APPENDIX 17

SAMPLE FAMA REVOCATION LETTER

The following is a sample of a FAMA Revocation Letter that is sent to Licensees and Vendors if a qualified ILS Audit Report is not provided within the required timeframe.

Disney requires that all Facilities engaged in the manufacture of Disney-branded products achieve and maintain, at a minimum, a requisite level of compliance with the Code of Conduct for Manufacturers. You are required to submit ILS Audits by the dates specified in your Monthly Status Reports demonstrating that the designated Facilities meet this Minimum Compliance Standard. ILS Audits are an essential tool in determining whether ILS Program requirements are met and helping to foster safe, inclusive and respectful workplaces wherever Disney-branded products are made.

BECAUSE AN ILS AUDIT HAS NOT BEEN PROPERLY SUPPLIED TO US FOR THE FACILITIES LISTED BELOW, ALL CURRENT FACILITY AND MERCHANDISE AUTHORIZATIONS (FAMA's) FOR THESE FACILITIES ARE REVOKED EFFECTIVE IMMEDIATELY AND YOU ARE NO LONGER AUTHORIZED TO PRODUCE DISNEY-BRANDED PRODUCTS IN THE FOLLOWING FACILITIES:

Facility Name (FAC-XXXXX)

Promptly cease Disney-branded production in these Facilities and remove any and all Disney-branded products whether complete or in process (including any molds and materials), not to exceed 30 days from Disney's written notice, or as otherwise may be required by Law.

We remind you that under the ILS Program you must submit a FAMA Application and receive a **FAMA PRIOR TO COMMENCING DISNEY-BRANDED PRODUCTION IN ANY FACILITY**. You must also provide any other documentation as specified in the ILS Program Manual and your Monthly Status Reports.

Please contact your Disney ILS representative if you have questions or need additional information.

Thank you.

APPENDIX 18

SAMPLE FAMA REVOCATION-UTS LETTER (UNABLE TO SCHEDULE)

The following is a sample of a FAMA Revocation Letter that is sent to Licensees and Vendors in situations where Disney or its representatives are unable to contact the Facility and schedule an ILS Audit. Licensees and Vendors will no longer be permitted to produce Disney-branded products in the Facility for a period of at least 12 months from the receipt of the letter.

Under Disney's International Labor Standards (ILS) Program, Disney may elect to conduct an ILS Audit at any Facility engaged in the manufacture of Disney-branded products in any Permitted Sourcing Country at any time. ILS Audits are an essential tool in determining whether ILS Program requirements are met and helping to foster safe, inclusive and respectful workplaces wherever Disney-branded products are made. Licensees/Vendors are responsible for ensuring that Disney and its representatives have full access to all Facilities they declare so that an ILS Audit may be properly conducted. You have been advised previously (through Monthly Status Reports and other communications) that Disney and its representatives have been unable to perform an ILS Audit at the Facility listed below and you have not addressed this situation.

DUE TO YOUR FAILURE TO ENABLE DISNEY AND ITS REPRESENTATIVES TO PERFORM AN ILS AUDIT, ALL CURRENT FACILITY AND MERCHANDISE AUTHORIZATIONS (FAMAs) FOR THIS FACILITY ARE REVOKED EFFECTIVE IMMEDIATELY AND YOU ARE NO LONGER AUTHORIZED TO PRODUCE DISNEY-BRANDED PRODUCTS IN THE FOLLOWING FACILITY:

Facility Name (FAC-XXXXX)

Promptly cease Disney-branded production in this Facility and remove any and all Disney-branded products whether complete or in process (including any molds and materials), not to exceed 30 days from Disney's written notice, or as otherwise may be required by Law.

We remind you that under the ILS Program you must submit a FAMA Application and receive a signed FAMA **PRIOR TO COMMENCING DISNEY-BRANDED PRODUCTION AT ANY FACILITY**. You must also provide any other documentation as specified in the ILS Program Manual and your Monthly Status Reports.

Please contact your Disney ILS Representative if you have questions or need additional information.

Thank you.

