

software **one**
code of
conduct

for partners



Intro

Our Code of Conduct is designed to ensure that all individuals or organizations entering into a commercial relationship with SoftwareOne understand our legal and ethical expectations imposed on partners doing business with SoftwareOne, including suppliers, distributors, resellers, contractors, subcontractors, customers and partners (“Partners”). Acceptance and adherence to the Code of Conduct is mandatory for all Partners. At the same time, our Code of Conduct illustrates the values and standards that Partners shall expect when collaborating with SoftwareOne.

In addition to respecting all relevant laws, regulations and standards in all of the countries in which Partners operate, all Partners shall comply with this Code of Conduct, even if it stipulates a higher standard than required by national laws or regulations.

The SoftwareOne Code of Conduct for Partners is not exhaustive. The guiding principle is that the Partners will conduct themselves as responsible, honest, reliable and law-abiding individuals and business entities, who accept responsibility for their own actions and always behave ethically, with integrity and as good citizens.



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Principles

Labor standards

We expect all our Partners to support and respect the protection of internationally proclaimed human rights and will ensure that they are not complicit in human rights abuses. The freedom of association to form and join trade unions, including the right to collective bargaining, must be respected by the Partner and should be based on national laws and regulations and internationally recognized labor standards.

Forced, bonded or compulsory labor will not be used by a Partner, its employees being free to leave their employment after reasonable notice, as required by national law or contract. Partner will not employ persons who are below the minimum legal age for employment and will establish that there is no child labor present within its own organization or within its supply chain.

Partner will comply with all applicable working laws and regulations on wages, committing to pay at least minimum living wages and on working hours, not requiring employees to work more than the legally permitted maximum number of hours a week, except in extraordinary business circumstances. Partner will provide a safe work environment that respects the health and well-being of its workforce and, if its workforce is offered accommodation, such will meet acceptable living conditions.

Discrimination and harassment

In line with our own policies, we also expect that our Partners' employees are treated with respect and dignity. Corporal punishment, physical or verbal abuse, unlawful harassment and threats or other forms of intimidation are prohibited by Partner. All kinds of discrimination based on partiality or prejudice are also prohibited such as discrimination based on race, color, sex, sexual orientation, marital status, pregnancy, parental status, religion, political opinion, nationality, ethnic background, social origin, social status, indigenous status, disability, age, union membership and any other characteristic protected by local law, as applicable. Partner is required to establish anti-discrimination policies and systems to monitor compliance throughout its organization.

Principles

Environment

Partner must conduct its operations in an environmentally responsible business manner and in strict compliance with applicable environmental laws and standards. Partner commits to reducing or eliminating waste of all types, including water and energy, and to reducing greenhouse gas emissions by implementing appropriate conservation measures and by recycling, re-using, or substituting materials and energy sources. Partner should further develop and improve its environmental management system to increase energy efficiency and to incorporate renewable energy sources so as to minimize its environmental impact, in order to make steady progress with environmental challenges.

Anti-corruption

Partner will reject and strictly forbid any form of extortion, corruption and bribery, including improper offers for payments, or improper entertainment of its customers, employees or suppliers. Partner will not bribe Public Officials, clients, business partners, suppliers or any other person, nor will it encourage such to accept improper payments or to incite these persons to such behavior in order to achieve unfair advantages. Partner understands that the making or accepting of a promise for improper payments may already be deemed corrupt behavior, even if no payment is made in the end, and acknowledges that improper entertainment is also a form of bribery. Partner is conscious of the fact that any entertainment of Public Officials and minor gifts extended to the same may violate national laws and will refrain from doing so. The Partner is not allowed to bribe, transfer illicit benefits or give inappropriate gifts to any SoftwareOne employee in any form whatsoever and will check with SoftwareOne to clarify whether such benefits are appropriate.

Principles

Public officials

Partner must comply with all applicable national bidding and/or procurement laws when conducting business with governments, public institutions, state-owned enterprises, governmental departments, local authorities and quasi-governmental bodies. Partner must refrain from any conduct that could be perceived as corrupt behavior, including improper entertainment and/or extending inappropriate gifts to Public Officials. In countries where this is prohibited, the Partner will refrain from extending any gifts or invitations to Public Officials. Partner commits to strictly abide by Unfair Competition and Antitrust Laws when dealing with government customers.

Unfair competition and antitrust laws

Partner shall comply with all competition or antitrust laws and regulations that are designed to prohibit conduct that may damage fair competition and will refrain from adopting any anti-competitive practices. Competition laws may include prohibition of agreements or undertakings among competitors, both express and implied, that have the effect or intent of fixing prices, limiting production, allocating markets or otherwise limiting competition. Examples of anticompetitive practices include information sharing with competitors, in particular with respect to pricing, production capacity and marketing plans, exploiting market dominance or market power, forming cartels, anti-competitive mergers and acquisitions and bid-rigging customers.

Conflicts of interest

Partner shall not allow a SoftwareOne employee or family members of such employee to have a stake in the Partner company. If a SoftwareOne employee or his/her immediate family member works for or with a Partner, or acts as a consultant, board member, executive, or shareholder of the Partner company, Partner shall promptly inform SoftwareOne in detail of such and all conflicts.

Principles

Intellectual property

Partner acknowledges that SoftwareOne's intellectual property is an important asset. It is committed to protecting the SoftwareOne brands, as well as the brands of the SoftwareOne clients. In return, SoftwareOne commits to protecting the intellectual property of the Partner and will not distribute or alter copyrighted materials without permission of the Partner.

Privacy and data protection

All SoftwareOne customers that interact with a Partner have legitimate expectations that both SoftwareOne and the Partner will handle personal information responsibly. Partner will comply with all applicable data protection and privacy laws and will ensure that personal data is obtained properly, kept securely and only used for those business purposes for which the data was obtained. Partner acknowledges that there are rules on sending personal data between certain countries and is aware that such restrictions may apply to its activities. If Partner processes personal data of SoftwareOne customers, Partner commits to putting in place all necessary and appropriate processes and data protection measures, and will ensure that its employees abide by such processes and measures. In addition, if Partner has access to or processes any of its customers' personal data then Partner must ensure that it enters into a data protection agreement governing its processing of such data with its customers with terms consistent with applicable data protection laws and obtains all necessary consents required for SoftwareOne or any other third party processing of such data.

Principles

Confidentiality

Confidential information may include trade secrets, business plans or outlooks, financial data, price and customer details, new products, agreements with suppliers, internal communications, information relating to legal proceedings and similar. Partner must not disclose SoftwareOne's confidential information and will only use such information on a need-to-know basis in order to perform its contractual obligations. Partner commits to return or promptly destroy all such confidential information once its contractual relationship with SoftwareOne has concluded. The commitment to preserve the confidentiality of all such information will survive the end of a contractual relationship.

Money-laundering, support of criminal organizations and terrorism

Partner shall only service honest and trustworthy customers and business partners and will immediately terminate any business contact if it becomes aware of the fact that a customer or business partner is committing crimes or securing financial gain by criminal means. Money laundering is the practice of disguising the ownership or source of illegally obtained funds through a series of transactions to "clean" the funds so they appear to be proceeds from legal activities. Partner will take all necessary measures to prevent money laundering within its area of influence and will inform SoftwareOne of all suspicious transactions or behavior.

Export controls

Partner will strictly abide by applicable national laws, regulations and resolutions on export controls and sanctions as well as all export control and sanctions laws of the United States, the United Nations, the European Union and/or other applicable laws. Partner shall disclose to SoftwareOne all necessary information to enable SoftwareOne to comply with export control laws. If Partner is placed on a trade sanctions list or is otherwise affected by export control laws, SoftwareOne may terminate the contractual relationship with immediate effect, without any compensation being owed to Partner.

Principles

Tax evasion

Partner will not engage in any activity, practice or conduct which would constitute evasion or the facilitation of tax evasion. Partner will ensure that this commitment is also adopted by its own supply chain.

Record keeping and financial integrity

All records and reporting of information of the Partner, including financial records, must be accurate, complete, timely and must accurately reflect the condition, operations, and financial results of the business to which they relate. The Partner acknowledges that it is subject to laws and regulations, as well as to contractual obligations, relating to records preservation.

Compliance with the SoftwareOne Code of Conduct for Partners

Partner shall not cover up any information that may compromise SoftwareOne's interests. Partner will strictly manage the conduct of its officers and employees and will ensure that its officers and employees abide by the principles contained in this Code of Conduct. In addition, Partner will make this Code of Conduct available to its own respective partners and demand adherence to a standard not lower than contained in this Code. To ensure compliance with this Code of Conduct, Partner shall put in place adequate internal procedures to train its officers, employees, partners and subcontractors and agrees to permit SoftwareOne and/or any of SoftwareOne's third party representatives to conduct reasonable audits.

Principles

Grievance procedures

Partner must establish a grievance mechanism that allows its employees to report any disputes or complaints, in particular in connection with employment practices, corruption or human rights. Partner will record and document the procedures followed and the measures taken to resolve such grievances.

In case of doubts or to report violations

Partner undertakes to inform SoftwareOne in a timely manner of any suspected violations of this Code of Conduct for Partners. If the Partner has any questions regarding the SoftwareOne Code of Conduct for Partners, doubts as to whether its actions are compliant with the Code or if aware of any violations of the Code, it is encouraged to seek assistance and clarification from SoftwareOne directly through any of the following methods by contacting:

Email: compliance.global@softwareone.com

Address: SoftwareOne AG, Group Compliance Officer
Neue Winterthurerstrasse 82, 8304 Wallisellen, Switzerland

Any violation of this Code of Conduct for Partners may result in the immediate termination of the business relationship with the Partner. In addition, SoftwareOne reserves the right to claim indemnification for all losses incurred caused by Partner's violation of this Code of Conduct. This SoftwareOne Code of Conduct for Partners was established in March 2014 and last revised in November 2023.

**thank
you**

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