
MICRO FOCUS

Contingent Worker Code of Conduct

**This Policy applies to the business unit formerly owned by
Hewlett Packard Enterprise.**

Contents

.....	
Contents	2
Introduction	3
Scope	3
Policy	3
Ethical and legal conduct and Micro Focus policies.....	3
Equal opportunity	3
Work environment.....	3
Anti-corruption.....	4
Anti-Human Trafficking	4
Business gifts and entertainment	4
Finder fees.....	5
Conflicts of interest.....	5
Business with family or friends	5
Use of Micro Focus resources	5
Confidentiality.....	6
Third-party confidential information	6
Records.....	6
Gray marketing.....	6
Global trade compliance	6
Insider trading	7
Working in other countries	7
Discussions with press or media	7
Privacy	7
Non-solicitation.....	7
Cooperation with investigations and audits	7
Additional principles	7
Reporting violations	8

Introduction

Micro Focus is committed to the highest standards of business ethics and regulatory compliance. We gain trust by treating others with integrity, respect and fairness. We must demonstrate these values in all our interactions, every day.

Scope

This policy is applicable to all non-employees performing services for Micro Focus on an Micro Focus site or who are the face of or representative of Micro Focus to Micro Focus customers ("contingent workers").

Policy

All contingent workers must, under the direction and control of their respective employers, comply with the provisions set out in this Contingent Worker Code of Conduct. Contingent workers must also comply with all laws, rules and government regulations applicable to Micro Focus in their location.

All suppliers of contingent workers to Micro Focus shall ensure that their contingent workers are aware of, trained on, and comply with this Contingent Worker Code of Conduct and all laws, rules and government regulations applicable to Micro Focus in their location.

Ethical and legal conduct and Micro Focus policies

Contingent workers are expected to act with the highest standards of business ethics, and must not engage in any fraudulent conduct or behavior.

In addition to this Contingent Worker Code of Conduct, contingent workers must also comply with any Micro Focus policy that states it is applicable to contingent workers.

Equal opportunity

Unlawful discrimination in the workplace is prohibited. When conducting Micro Focus business, contingent workers must not discriminate against anyone because of gender, color, race, ethnicity, national origin, religion, age, marital status, sexual orientation, gender identity and expression, disability, pregnancy, covered veteran status, protected genetic information, and political affiliation or any characteristic protected by law.

Work environment

Harassment in the workplace is prohibited. When conducting Micro Focus business, contingent workers must not behave in a disrespectful, hostile, violent, intimidating, threatening or harassing manner.

Sexual harassment can take many forms and all forms are unacceptable. This includes any behavior toward any employee by a manager or coworker that involves unwelcome sexual advances, requests for sexual favors, the physical or computer image display of sexually-explicit posters, pictures, cartoons or drawings, and any other verbal or physical conduct of a sexual nature.

Contingent workers must comply with environmental, health, safety and security policies and procedures, and correct or report any environmental, health, safety, or security threats. Acts of workplace violence will not be tolerated. Workplace violence includes acts or threats of physical violence and any conduct that is sufficiently severe, offensive, or intimidating to result in another individual becoming reasonably fearful or apprehensive about his or her safety or the safety of his or her family or property.

Anti-corruption

Contingent workers must not offer bribes, kickbacks or engage in corrupt practices. Contingent workers must comply with all ethical standards and applicable law in every country in which Micro Focus does business.

Contingent workers must not offer or provide bribes, kickbacks or gifts to win or retain business or to improperly influence a business decision. Contingent workers are prohibited from offering, promising, or providing money or anything of value, either directly or indirectly, by employees or through other parties, to representatives of commercial entities or to government officials for the purpose of obtaining or retaining business or otherwise gaining a business advantage in any country. The U.S. Foreign Corrupt Practices Act (FCPA) and the UK Bribery Act (UKBA) prohibit any payment or gift to government officials, political parties, candidates for public or political office for the purpose of winning or keeping business. The UKBA also prohibits any payment or gift to commercial entities for the purpose of winning or keeping business.

- The FCPA and the UKBA apply to the actions of all Micro Focus employees, Micro Focus subsidiaries, joint ventures, contingent workers, agents and representatives.
- In short, anti-corruption means no acceptance or payment of:
 - Anything of value provided for the purpose of winning or keeping business
 - Any form of bribe or kickback

Facilitation Payments: Unless subjected to duress, contingent workers may not offer or make facilitation payments to any government official for routine government actions, either directly or indirectly. Duress occurs when a contingent worker fears physical harm or imprisonment if the facilitation payment isn't made and there is no safe alternative to complying with the demand. The duress exception applies only to one-time payment, typically of small value. Repeated facilitation payments or facilitation payments of high value are not permitted. Any payment of a facilitation payment must be reported to Micro Focus Legal within 24 hours of the payment.

Anti-Human Trafficking

Micro Focus is committed to taking action against human trafficking, child labor and forced labor in our operations. Contingent workers are prohibited from engaging in trafficking in persons, which includes but is not limited to the illegal movement of people, trafficking in persons, sexual exploitation, and the use of forced or child labor of any form.

Consistent with H PEE's Standard of Business Conduct, contingent workers are expected to treat all people with fairness, dignity and respect; contingent workers are prohibited from procuring commercial sex acts and from accepting or providing anything relating to the sex industry on Micro Focus premises or while on Micro Focus business. This includes but is not limited to while using Micro Focus assets/resources (Corporate Travel & Entertainment card, laptop, mobile phone, fleet vehicle, etc.). Contingent workers found to have engaged in this activity will be subject to disciplinary action up to and including separation from Micro Focus contract work.

Business gifts and entertainment

Contingent workers may not provide or receive business amenities (gifts, meals, services, entertainment, or anything else of value) when doing so creates the appearance of impropriety or undue influence. This restriction applies to amenities given to or received from representatives of Micro Focus, or its current or potential customers, channel partners, suppliers, other business partners or competitors.

Finder fees

Contingent workers may not enter any commission or fee arrangements, except under written agreements, with *bona fide* commercial distributors, sales representatives, agents or consultants. All commission or fee arrangements must be preapproved by Micro Focus Legal.

Conflicts of interest

Contingent workers must always make decisions in the best interest of Micro Focus and based on the contract with their employer when conducting Micro Focus business. Contingent workers may not receive any personal profit or advantage, other than their compensation from their employer, in connection with any transaction involving Micro Focus.

Contingent workers must not engage in:

- Any activity that would present a conflict of interest related to their employer and/or Micro Focus
- Any activity that could be perceived as a potential conflict of interest related to their employer and/or Micro Focus
- Work with third parties

Third parties are identified as Micro Focus competitors, channel partners, suppliers (other than the CW employer) and other Micro Focus business partners and customers.

Contingent workers may not work for any third parties while on assignment at Micro Focus if this is specified or covered in the contract with their employer. The Micro Focus contract with the supplier must specify the rules for the relationship with any other third parties (such as channel partners, competitors and customers not defined in the contract).

Business with family or friends

During their Micro Focus assignment, contingent workers must disclose to their employer and Micro Focus all situations where they may be conducting business with members of their family, friends, or others with whom they have a close personal relationship.

Use of Micro Focus resources

Any use of Micro Focus assets, resources, or equipment, including the company's computers and information systems, must be solely for Micro Focus business purposes and must be consistent with all Micro Focus policies and guidelines. Contingent workers may not use any Micro Focus resource in violation of law and must not allow other people, including friends and family, to use Micro Focus resources. Contingent workers should avoid any usage that might lead to loss or damage, including the introduction of viruses or a breach of Micro Focus's IT security. Theft or unauthorized possession or use of Micro Focus assets is prohibited.

Micro Focus resources may not be used to create, transmit, store, copy, or display messages, images or materials that are:

- For personal gain
- Solicitations
- Chain letters
- Threatening, pornographic, sexually explicit, harassing, demeaning or otherwise offensive

Micro Focus may, as allowed by applicable local laws, access and inspect all Micro Focus resources that contingent workers may use, including Micro Focus computers, servers and systems, telephones, voicemail and email systems, desks, lockers, cabinets, vehicles and other equipment belonging to Micro Focus. For reasons related to safety, supervision, security and other concerns, Micro Focus may inspect persons and property on Micro Focus premises at any time and without notice, as allowed by applicable local laws.

Contingent workers should not have any expectation of personal privacy in any messages or records created, transmitted or stored by means of Micro Focus systems. Micro Focus owns all business emails, voicemails and any other non-personal data of any kind stored on or transmitted by Micro Focus equipment. As allowed by applicable local law, Micro Focus may access or retrieve such data at any time.

Confidentiality

Contingent workers are expected to be familiar with and adhere to any specific confidentiality terms agreed to between their employer and Micro Focus. If a separate confidentiality agreement does not exist, contingent workers must presume that all information made available to them in conducting Micro Focus business is confidential. This includes information that Micro Focus may have received from its suppliers, customers or business partners. Confidential information may only be used or disclosed for valid business purposes.

Contingent workers must understand and follow Micro Focus's policies for the use of social media, including user forums, blogs, chat rooms, and bulletin boards, and must never discuss Micro Focus intellectual property, trade secrets, and other company confidential information on social media.

Third-party confidential information

- **Former employers:** Contingent workers are expected to honor any valid disclosure or use restrictions on confidential information of their current or former employers. Such information in any tangible or readable form must not be brought onto Micro Focus premises without the prior written consent of such former employers.
- **Competitors:** Contingent workers must not request, accept, use, or share confidential information of Micro Focus's competitors.
- **Other third parties:** Contingent workers must not disclose confidential information of customers, business partners, or suppliers, including non-public pricing information.

Contingent workers must never induce anyone to violate any obligation of confidentiality.

Records

All records created in conducting Micro Focus business must be complete and accurate, and must be retained, protected and disposed of according to Micro Focus policy. All payments made on behalf of Micro Focus must be properly documented. Contingent workers must not enter into any side letters or side agreements, or establish any undisclosed or unrecorded Micro Focus fund or asset for any purpose. Records include email and other communications, and contingent workers should avoid exaggeration, derogatory language, and other expressions that could be taken out of context.

Gray marketing

Contingent workers must use due diligence in preventing situations that may lead to the gray marketing of Micro Focus products. Gray marketing is the trade of product through distribution channels that are unofficial, unauthorized, or unintended by Micro Focus. Contingent workers must promptly report any suspected gray marketing activity to their employer, as well as to the Micro Focus Ethics and Compliance Office.

Global trade compliance

Contingent workers must understand and follow Micro Focus's policies and procedures on Global Trade and must ensure Micro Focus's products, services, and technology are not imported, exported, or transferred in violation of applicable law.

Insider trading

Contingent workers may, at times, have access to material non-public information, which is information concerning Micro Focus's business that a reasonable investor would consider important in deciding whether to buy, sell, or hold securities—and that information has not been released to the public. Trading stock, or causing stock to be traded, on the basis of material non-public information, regardless of the size of the trade or where the trader is located, is a violation of U.S. securities laws and, depending on the circumstances, the laws of other countries. Anyone who violates these laws may be subject to severe civil and criminal sanctions.

Working in other countries

When a contingent worker is conducting Micro Focus business outside his or her resident country, the contingent worker must ensure compliance with immigration laws, and obtain proper authorizations (including work permits and visas), in each country in which they conduct business or perform work.

Discussions with press or media

Contingent workers are not authorized to speak to the media on behalf of Micro Focus. All communications with investors, analysts, and the media regarding Micro Focus business must first be approved by Micro Focus Investor Relations, Corporate Communications, or the appropriate Micro Focus communications specialists. If you are contacted by a member of the news media, refer them directly to Micro Focus Public Relations: <mailto:MicroFocusUK@Hotwirepr.com>

Privacy

Contingent workers must follow Micro Focus privacy policies and data protection practices when conducting Micro Focus business and in using online and offline systems, processes, products and services that involve the use, storage or transmission of any personally identifiable data from Micro Focus customers, business partners, employees and other individuals. Personal information includes data related to a person who can be identified or located by that data.

Non-solicitation

Contingent workers may not solicit any Micro Focus employee during the Micro Focus employee's working time for purposes not related to their Micro Focus engagement. Contingent workers may not distribute literature or other materials in Micro Focus working areas, or solicit or hand out materials for any reason not related to their Micro Focus engagement, including for charitable purposes.

Cooperation with investigations and audits

Contingent workers must cooperate with all Micro Focus internal investigations and audits, and must tell the whole truth and provide all applicable documents when responding to an investigation or audit. Contingent workers must not destroy or alter any records, and must not discuss an internal investigation with anyone, inside or outside Micro Focus, unless permitted to do so by the internal investigators or in communicating with government agencies in compliance with local law.

Additional principles

This Contingent Worker Code of Conduct must be read and adhered to in conjunction with the applicable code of conduct and policies (if any) of the contingent worker's employer. In addition, the requirements set out above are not all-inclusive. Any conduct that could raise questions about Micro Focus's commitment to the highest standards of business ethics and compliance is prohibited.

Contingent workers with questions concerning this Contingent Worker Code of Conduct should contact their employer, a member of Micro Focus management or Micro Focus's Ethics and Compliance Office.

Reporting violations

Contingent workers have an obligation to report any alleged misconduct immediately, including misconduct by employees, clients, contractors, partners and suppliers. Contingent workers should always act honestly and in good faith, and in a respectful manner when raising concerns related to or otherwise using this Contingent Worker Code of Conduct.

Contingent workers should make reports to their employer, and a member of Micro Focus management or Micro Focus's Ethics and Compliance Office. Micro Focus does not tolerate retaliation against anyone who raises a concern honestly and in good faith.

Micro Focus's Ethics and Compliance Office can be reached as follows:

- Email: compliance@microfocus.com