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# MICRO FOCUS

## PARTNER CODE OF CONDUCT

## Contents

Contents .....	2
INTRODUCTION .....	3
COMPLIANCE WITH LAWS .....	3
MARKETING .....	6
RISK MANAGEMENT .....	7
NOTIFICATION .....	7
Revision History .....	8

## INTRODUCTION

At Micro Focus, we work collaboratively with our Partners to conduct business with a focus on the needs of our customers and uncompromising integrity in our business relationships.

Micro Focus expects its Partners to uphold the highest standards of integrity in all business interactions. Micro Focus Partners must comply with the requirements of this Partner Code of Conduct or their own requirements, which must be no less stringent than those set out below. Micro Focus Partners are responsible for ensuring that their employees (regular and temporary), officers, directors, agents, independent contractors and sub-contractors comply with the requirements of this Partner Code of Conduct or their own requirements, which must be no less stringent than those set out below.

In this Policy, the term "**Partner**" means any party selling Micro Focus products, including distributors, resellers, agents, systems integrators, contractors, alliance and joint venture partners and any other party to a Micro Focus partner or channel agreement. References to Micro Focus "**products**" include Micro Focus service offerings as well as Micro Focus software, hardware and any other products.

Micro Focus requires that Micro Focus Partners:

- (i) implement effective business controls, policies and procedures that prevent and detect unlawful conduct;
- (ii) comply with and agree to contractual provisions that require strict adherence to all applicable anti-corruption laws and other laws that are relevant to their Micro Focus Partner status and their activities as Micro Focus Partners;
- (iii) following a request by Micro Focus, grant Micro Focus access to audit their compliance with those laws described in paragraph I (ii) above, and the effectiveness of the Partner's compliance policies, procedures and controls;
- (iv) proactively report to Micro Focus actual or potential violations of this Partner Code of Conduct or applicable laws involving Micro Focus services, products or business by Partners' employees and representatives, or any Micro Focus' employees and representatives;
- (v) provide certification of their compliance with laws referred to in (ii) above; and
- (vi) complete all related Micro Focus training and due diligence as and when requested by Micro Focus.

A breach of this Partner Code of Conduct will be considered a breach of the Partner's contract with Micro Focus and may lead to termination of the business relationship with Micro Focus.

## COMPLIANCE WITH LAWS

### Competition Laws

Micro Focus Partners must comply with all relevant laws and regulations governing fair trading and competition. In addition to adherence to applicable laws, Micro Focus Partners may not discuss or enter into a formal or informal agreement with any competitor about any of the following: (a) price; (b) matters affecting price; (c) production levels; (d) inventory levels; (e) bids; or (f) division of sales territory, products, customers or suppliers.

In specific jurisdictions where such conduct is unlawful, Micro Focus Partners may not interfere with the right of other resellers to freely determine their resale price of products, limit a reseller's right to sell products or condition the sale of products on an agreement to buy other products.

Micro Focus Partners may only use legal means to gather information about manufacturers or sellers of products that compete with Micro Focus' products.

### Anti-Corruption Laws

#### *Absolute Prohibition on Bribery*

Micro Focus has a zero-tolerance policy prohibiting any and all forms of bribery, corruption, extortion, kickbacks and embezzlement. All Micro Focus Partners are strictly prohibited from promising, offering, authorising, giving or accepting anything of value, either directly or indirectly through a third party, in order to obtain or retain business, direct business to any person or otherwise gain an improper advantage. For the purposes of this policy, "anything of value" includes, but is not limited to, gifts, favours, entertainment, meals, travel and charitable contributions, regardless of their value.

Micro Focus Partners must comply with all applicable anti-corruption laws, including but not limited to the U.K. Bribery Act and the U.S. Foreign Corrupt Practices Act ("**FCPA**") (collectively, "**Anti-Corruption Laws**"). In addition to Anti-Corruption Laws, there may be other applicable local laws or regulations related to giving or receiving things of value to or from government officials and/or commercial entities. For example, in the United States and some other countries, gifts to and entertainment of federal, state or local government officials may be strictly prohibited, regardless of intent. As a Micro Focus Partner, you are required to comply with all applicable laws governing interactions with government officials.

Micro Focus Partners are prohibited from promising, offering, authorising, giving or accepting any "grease" or "facilitation payments" for routine government actions, even where permitted under certain laws.

Micro Focus also prohibits Micro Focus Partners or their representatives or employees from offering or providing cash or non-cash gifts, kickbacks or entertainment to any Micro Focus employee for any improper purpose, such as influencing him or her to take a course of action. Micro Focus employees are similarly prohibited from soliciting such items. This prohibition extends to family members of both Micro Focus Partner employees or representatives and Micro Focus employees.

### ***Books and Records***

Micro Focus Partners are required to keep complete and accurate books and records (including invoices and supporting documentation) in accordance with all applicable laws and generally accepted accounting practices for all transactions that the Partner undertakes in the performance of its obligations under its agreement with Micro Focus. Micro Focus Partners must not engage in false and/or misleading accounting or financial practices, including the creation of any off-book funds (including "slush funds"), misrepresenting the intended use of funds and creation or preparation of any misleading or inaccurate transactional documentation relevant to Micro Focus-related business.

### ***Third Parties Engaged by Micro Focus Partners***

Micro Focus Partners must not engage or contract with any third party in connection with any Micro Focus-related business that engages in or is suspected of engaging in, bribes, kickbacks, improper payments or any other conduct that may violate Anti-Corruption Laws.

Partners must notify Micro Focus before hiring subcontractors or other agents to perform any services under their agreement with Micro Focus. Micro Focus shall have the right to conduct due diligence on proposed subcontractors or other agents and may object to the retention, in its sole discretion, based on the findings. If Micro Focus Partners are aware or have reason to suspect that such third party is engaged in any improper activity, whether prior to such third party being engaged or over the course of their engagement, Micro Focus Partners must immediately notify Micro Focus before proceeding

Micro Focus Partners may comply with this requirement by conducting appropriate risk-based diligence on any third party engaged in connection with Micro Focus-related business in order to ensure that such third party complies with Anti-Corruption Laws.

### ***Anti-Money Laundering***

Micro Focus Partners must not participate in money laundering and must comply with all applicable laws concerning money laundering and must not acquire, use, convert, conceal, or possess the proceeds of crime, help another person to do so, or assist terrorist financing in any way.

### ***Fraud***

Micro Focus Partners must have an understanding of the fraud risks in their business area and must not perform or be involved in any form of fraud or fraudulent activity.

### ***Tax Evasion***

Micro Focus Partners must not evade paying tax or knowingly assist others to evade taxes. "Tax evasion" generally refers to the illegal evasion of taxes where individuals or organisations dishonestly or fraudulently under-declare their taxes.

### ***Government Sector Sales Rules***

In addition to Anti-Corruption Laws, certain additional restrictions may apply with respect to government sales, employees and entities. Micro Focus Partners must become familiar with and comply with all laws and regulations relating to sales to government entities.

### ***International Trade Laws***

Micro Focus Partners must become familiar with and, when transacting business as a Micro Focus Partner, comply with all applicable UK, EU, U.S. and international economic and financial sanctions, trade embargoes, import and export laws and regulations and laws and regulations involving customs and taxation.

### ***Intellectual Property Laws***

Micro Focus Partners must not make any unauthorised use of or infringe Micro Focus' trademarks and other intellectual property rights. Micro Focus Partners are also prohibited from infringing the intellectual property rights of third parties in any manner relevant to their Micro Focus partner status.

### ***Privacy, Technology and Data Protection Laws***

Micro Focus Partners must comply with all applicable privacy, technology and data protection laws and regulations, including but not limited to national, local and industry/sector specific laws or regulations. In addition, Micro Focus Partners shall conduct their operations in a manner that complies with any specific requirements documented or otherwise incorporated into the contract. Confidential and sensitive information and data must be securely stored and not used for any purpose other than as agreed with Micro Focus.

We take our technology and data security requirements seriously. If you handle our data you must have a company security policy in place and a relevant incident response plan that we can review. Your employees must understand their responsibilities in handling data and technology responsibly. Our data must be handled in accordance with security best practices, including but not limited to ISO 27001. We reserve the right to ask for evidence of the above. In the event of a security breach that includes Micro Focus data or technology, you must advise Micro Focus Legal Team in writing within 24 hours.

### ***Human Rights, Slavery and Child Labour***

Micro Focus Partners must comply with all applicable health and safety regulations, laws upholding human rights, the rights of persons with disabilities, labour laws and fair labour practices.

Micro Focus requires Micro Focus Partners to comply with the local minimum wage and maximum working hours requirements and prevent the use of forced, involuntary prison, bonded or indentured labour. Forced or involuntary prison labour refers to situations in which labourers are required by the sentence to work without compensation. Indentured labour refers to situations in which an employer forbids workers from freely and voluntarily leaving employment. Bonded labour refers to situations in which employees work to pay a debt, which is often incurred by another person, offering the worker's labour in exchange. Other forms of forced labour include situations in which labour contracts impose unreasonable legal or practical limitations on the workers' ability to leave their employment.

Micro Focus Partners shall not use child labour. The term "child" refers to any person employed under the age of 15 (or 14 where the law of the country permits), or under the age for completing compulsory education, or under the minimum age for employment in the country, whichever is greatest. The use of

legitimate workplace apprenticeship programmes, which comply with all laws and regulations, is supported. Workers under the age of 18 should not perform hazardous work and may be restricted from night work, with consideration given to educational needs.

Micro Focus Partners must comply with all applicable anti-slavery and human trafficking laws, statutes and regulations from time to time in force in any relevant jurisdiction including, but not limited to, the UK's Modern Slavery Act 2015 and Micro Focus' Anti-Slavery and Human Trafficking Statement and Policy available on its website, as updated from time to time.

### ***Non-Discrimination***

Micro Focus Partners shall not discriminate on the basis of race, religion, colour, ethnicity, disability, age, sexual orientation, political affiliation, union membership, gender or marital status or gender identity. Suppliers shall provide a workplace free of inhumane and degrading treatment, including sexual harassment, sexual abuse, corporal punishment, mental, physical or verbal abuses and with no threats of such treatment.

### ***Environmental Laws***

Micro Focus Partners must conduct their operations in ways that are environmentally responsible and in compliance with all applicable environmental laws, regulations and applicable environmental standards.

### ***Health & Safety***

We expect our Partners to strive for the highest standards of occupational health and safety. Partners shall comply with all applicable occupational health and safety regulations and provide a work environment that maintains the health of employees and take all appropriate measures to prevent accidents, injuries and work-related illnesses.

## **MARKETING**

### **Marketing and Sales Practices**

Micro Focus Partners' marketing and sales practices must reflect a commitment to honest and fair dealings with their current and potential customers. Micro Focus Partners must not engage in any misleading or deceptive practices.

### **Advertising Standards**

If a Micro Focus Partner is, with Micro Focus' prior written approval, engaged in any advertising, marketing or promotional activities that reference or implicate Micro Focus or its name, logo or services in any manner, the advertising, marketing or promotional materials must comply with all laws, rules and regulations and must be truthful and accurate. All claims in advertising, marketing or promotional materials must be substantiated by adequate supporting documentation.

Advertising, marketing or promotional materials may not be false, misleading or have a tendency to deceive and must clearly disclose the material terms and limitations of advertised offers.

Micro Focus Partners must ensure that (i) when creating assets for public use (e.g. collateral, signs, web, etc.), approval in writing from Micro Focus' Partner Marketing Team has been received prior to the release of such assets and (ii) the most current brand assets and direction as provided on Micro Focus' Brand Central are used for all marketing materials.

Micro Focus Partners must not misrepresent products, services and prices or make unfair, misleading, inaccurate or false claims about or comparisons with, competitor offerings.

### **Conflicts of Interest**

Micro Focus Partners must not engage in any business activity that could create a conflict between their interests as a Micro Focus Partner and the Partner's separate duty or obligation to provide independent advice to a customer regarding the services or products being procured.

In order to avoid actual, potential or apparent conflict of interest situations, Micro Focus Partners are not authorised to operate as an agent partner or to collect an agent commission or fee or other type of compensation from Micro Focus, where the Micro Focus Partner is under a separate duty or obligation to provide independent, unbiased advice to a customer regarding the products or services being procured. If a Partner believes that there exists a conflict of interest or that a potential conflict of interest may arise, the Partner is required to report all pertinent details to a designated Micro Focus representative.

## RISK MANAGEMENT

### Business Controls

Micro Focus Partners must maintain effective business controls that are capable of preventing and detecting unlawful conduct by their employees, partners and counterparties. By way of guidance, an effective business controls programme typically contains at least the following components: (i) periodic risk assessments; (ii) a high-level commitment to legal and ethics compliance programmes, including ethics, anti-corruption, environmental, occupational health and safety, commercial practices and labour programmes; (iii) adoption of clearly articulated policy and compliance procedures; (iv) adequate resources and designated company representative(s); (v) training and continuing advice; (vi) appropriate incentives and disciplinary measures; (vii) procedures for appropriate risk-based diligence on third parties; (viii) clearly communicated mechanisms for employees to report misconduct or seek guidance without fear of retaliation.

### Investigations and Ongoing Monitoring

Micro Focus Partners are required to provide assistance to any investigation by Micro Focus of a violation of this Partner Code of Conduct, Micro Focus' Code of Conduct and/or any applicable laws. Micro Focus Partners are also required to allow Micro Focus access to all documentation and information concerning the Micro Focus Partners' compliance with this Partner Code of Conduct and laws applicable to their sale and distribution of Micro Focus products and services.

## NOTIFICATION

Micro Focus Partners should contact Micro Focus if they have any questions about this Partner Code of Conduct. Micro Focus Partners must also report to Micro Focus any conduct of their employees and representatives, as well as any conduct of Micro Focus' employees and representatives, that is believed to be an actual, apparent or potential violation of this Partner Code of Conduct, the Micro Focus Code of Conduct or applicable laws relating to the sale or distribution of Micro Focus products and services. Reports will be handled as confidentially as possible.

If Micro Focus Partners or their employees or representatives receive any request from a Micro Focus employee or representative to engage in any such improper or illegal conduct, Micro Focus Partners must also report such matter to Micro Focus.

Reports should be made to the Partners' designated Micro Focus representative or to the Legal Team, using the options set out below. All reports will be handled as confidentially as possible.

- By email: [compliance@microfocus.com](mailto:compliance@microfocus.com)
- By post: Micro Focus, Attn: Legal Department, The Lawn, 22-30 Old Bath Road, Newbury Berkshire, RG14 1QN, United Kingdom
- Independent Contact Point: <https://secure.ethicspoint.eu/domain/media/en/gui/104674/index.html>

## Revision History

Revision	Description of Change
17 May 2019	Initial Release
28 Jan 2020	Updated owner

Department:	Legal	Policy Number:	Micro Focus-Legal-v 1.1
Sponsor:	Jane Smithard General Counsel	Last Revision:	28 Jan 20
Owner:	Faustino Obeso	First Effective Date:	17 May 2019
Email:	<a href="mailto:Faustino.obeso@microfocus.com">Faustino.obeso@microfocus.com</a>	Last re-validation Date:	