



Code of Business Conduct

TECHNOLOGY | INNOVATION | SOLUTIONS

Agilysys Global Code of Business Conduct

3	Message from the CEO
4	General Philosophy The Code is Everyone's Responsibility
4-5	Reporting Violations
6	Protection Against Retaliation
6	Compliance with the Code of Business Conduct
6	Policy Guidelines
6	Our People
7	Employment Policies Health and Safety Substance Abuse
7	Our Company
8-9	Conflicts of Interest
9-10	Confidentiality
10	Company Resources and Information Systems Media and Social Media
11	Copyrights and Trademarks/Service marks Proper Accounting Unrecorded Funds
11-12	Business Records
12	Our Community
	Compliance with Law
	Insider Trading
	Bribery, Kickbacks, or Fraud
13	Political Contributions
	Fair Competition
14	International Business
14	Sanctions and Trade Embargoes Environmental Protection Social Responsibility

MESSAGE FROM CEO

Cultural values in any organization fall into two general categories: (1) the basic fundamental values that are completely non-negotiable and are core to the very existence of the company; and (2) organizational values that typically vary from one company to the other, are subject to debate to a certain extent, and define how business is carried out in that particular unit. These organizational values can also vary depending on the state of a company at a certain point in time.

This communication pertains to the former – the fundamental core values of Agilysys that must be adhered to under all circumstances. These values are not subject to change at any point in time. These values have to do with basic integrity, honesty, and compliance with all laws of all countries we operate in. We do not cut corners when it comes to such compliance.



Especially among public companies, Agilysys is by no means alone in its emphasis on integrity and compliance. The U.S. government passed the Sarbanes-Oxley Act in 2002 in response to accounting scandals at several large corporations. This law, designed to restore public confidence in our economy, places strong controls on publicly held companies. It encourages transparency and accountability in corporate governance. It ensures that corporations are open, honest, and responsible for every business transaction. These norms are absolutely fundamental to how we conduct business at Agilysys. Such adherence is not possible without the complete cooperation of each and every Agilysys employee.

We expect each employee to read, understand and uphold both the letter and the spirit of the policies outlined in our Code of Business Conduct. Every employee will be required to sign - each year - that they will abide by and uphold the Code of Business Conduct Policy and all laws.

To underscore our commitment to these standards, Agilysys has: (1) an Ethics Hotline - a toll-free, 24/7 service; and (2) an Ethics Website, both of which are operated by an independent company that specializes in helping with workplace integrity and transparency. These services were established to provide employees with additional avenues to communicate good faith workplace concerns involving, but not limited to: business ethics, standards of conduct, adherence to accounting integrity, internal controls, and auditing matters. All good faith reports made to the Hotline or Website are handled with the strictest levels of confidentiality. More information about the Hotline and Website are available on the iAgilysys intranet.

We are committed to creating and maintaining an environment that is welcoming, encouraging and inclusive of everyone, regardless of their background, color, race, gender or ethnicity. Discrimination of any kind will not be tolerated at Agilysys.

As an Agilysys employee, you are expected to play an active role in demonstrating our commitment to integrity, honesty and compliance every day through your words and actions. Please do not allow any circumstance to come in the way of always doing the right thing. Our company's reputation and business continuity depend on our collective commitment to honest, ethical behavior.

Thank You.

A handwritten signature in blue ink that reads "Ramesh".

Ramesh Srinivasan
President and Chief Executive Officer

GENERAL PHILOSOPHY

The honesty, integrity and sound judgment of all employees, directors, independent contractors, and other parties who work with Agilysys, Inc., its subsidiaries, and affiliates (referred to as “Company”, “our”, or “we”) is fundamental to Agilysys’s reputation and success and our ongoing commitment to excellence. All employees, directors, independent contractors, and other parties who work with the Company must adhere to this general philosophy to ensure our proper function and success.

We expect our employees, directors, independent contractors, and other parties who work with the Company to conduct business according to the highest standards of ethics, integrity and honesty - at all times.

Agilysys has also prioritized the creation of a diverse workforce. All employees, directors, independent contractors, and other parties who work with Agilysys are expected to create a working environment where everyone is respected, regardless of individual differences. Valuing each person’s character, virtues, and individual experiences will leverage our ability to attract and retain quality employees, customers, and suppliers.

THE CODE IS EVERYONE’S RESPONSIBILITY

If you work for or provide services to Agilysys, this Code of Business Conduct applies to you. “Employee(s)” as used in this Code of Business Conduct includes all of the Company’s full-time, part-time and temporary employees, including its officers. “Director(s)” as used in this Code of Business Conduct includes any member of our Board of Directors. “Independent Contractor(s)” as used in this Code of Business Conduct includes independent professionals that provide services to the Company pursuant to a written contractor agreement. The Code of Business Conduct applies to Employees, Directors, Independent Contractors, and certain other parties (collectively, “you”) anywhere in the world, including those temporarily working away from their primary place of assignment. This Code of Business Conduct also applies to interactions among Employees, Directors, Independent Contractors, and their interactions with other parties. Finally, the commitments and obligations found in this Code of Business Conduct also extend to our vendors and suppliers, who are expected to follow it when working with the Company

REPORTING VIOLATIONS

All Employees, Directors, and Independent Contractors must promptly report any suspected act or omission that may violate this Code of Business Conduct. Other parties are encouraged to report any such suspected violation of this Code of Business Conduct. Reports should be made according to the guidelines below. As further described in this Code of Business Conduct, some potential violations to report might include:

- Accounting/auditing irregularities;
- Discrimination and harassment;
- Bribes, kickbacks, facilitating payments, fraud, or improper gifts;
- Insider trading; and
- Conflicts of interest.

All Employees, Directors and Independent Contractors are individually responsible for reading and understanding the rules and guidelines set forth in this Code of Business Conduct. All Employees, Directors and Independent Contractors are also responsible for seeking advice when needed. In some situations, it may be difficult to know right from wrong. Since we cannot anticipate every reportable scenario that will arise, it is important to systematically consider questions or problems. The following are the steps you should keep in mind:

- Make sure you have all the facts. In order to reach the right solutions, the Company must be as fully informed as possible.

- Ask yourself: What are you specifically being asked to do? Does it seem unethical or improper? This will help you focus on the question you are faced with, and any alternatives you may have. Use your judgment and common sense; if something seems unethical or improper, it probably is.
- Clarify your responsibility and role. Most situations call for shared responsibility. Consider informing your colleagues to discuss the problem.
- Discuss the problem with your immediate supervisor. In many cases, your immediate supervisor will be more knowledgeable about your question and will appreciate being brought into the decision-making process. Remember that it is your supervisor's responsibility to help solve problems.
- Seek help from Company resources. In the rare case where it may not be appropriate to discuss an issue with your immediate supervisor, or where you do not feel comfortable approaching your supervisor with your question, you have alternative avenues to report a violation of this Code of Business Conduct, including:
 - o Discussing with your local Human Resources representative, or with another member of the Human Resources department.
 - o Reporting it to the General Counsel or to any member of the Legal Department.
 - o Reporting it to our reporting website at agilysys.ethicspoint.com.
 - o Reporting it to our 24-hour, toll-free Ethics Hotline. In the United States, you should call 1-866-582-AGYS (2497). Internationally, you should call the following number corresponding with the country in which you are located:

Australia	1800 490 548
Canada	1-833-602-7942
Hong Kong	800 900 579
India	022 5017 0449
Malaysia	1-800-81-1073
Philippines	(02) 5323 5874
Singapore	800 852 3954
United Kingdom	0808 196 5728
United Arab Emirates (Dubai)	800 0120432

- o To assist in investigating your report, you should share as much information as you feel comfortable providing. Such reports may, at your option, be made anonymously, except where restricted by local law.

Reported violations of this Code of Business Conduct will be promptly investigated and addressed.

PROTECTION AGAINST RETALIATION

Retaliation in any form against an individual who in good faith reports a violation of this Code of Business Conduct, or of law, or against anyone who assists in the investigation of a reported violation, even if the report is mistaken, is itself a serious violation of this Code of Business Conduct and is strictly prohibited. Acts of retaliation must be reported immediately and will be disciplined appropriately.

Anyone who reports a violation of the Code or of the law must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code of Business Conduct or of law. A report is not made in good faith if it is knowingly false, made with reckless disregard for the truth, fabricated, malicious, or made primarily for an improper purpose, including but not limited to personal gain, harassment, retaliation, or to harm another individual or the Company. In such cases, the reporting individual could be subject to disciplinary or other corrective action. For the avoidance of doubt, an employee who makes a report they honestly believe to be true is protected from retaliation, even if an investigation later determines that no violation occurred. Disciplinary action is reserved only for those who provide information they know to be false or who otherwise abuse the reporting system.

COMPLIANCE WITH THE CODE OF BUSINESS CONDUCT

It is the obligation of all Employees, Directors, Independent Contractors, and certain other parties who work with the Company to understand and follow this Code of Business Conduct. Penalties for violating its guidelines vary and can involve disciplinary action, up to and including termination. Violations may also include criminal and civil punishments against the Company and/or the Employee, Director, Independent Contractor or other party at issue.

Nothing in this Code of Business Conduct prohibits or restricts the Company from taking any disciplinary or other action on matters pertaining to any Employees', Directors', Independent Contractors', or any other parties' conduct, whether or not they are expressly discussed in this document. (Please consult the applicable Employee Handbook, and Policies and Procedures for other rules that may govern your conduct.) Our policies, including but not limited to this Code of Business Conduct, may be revised, changed or amended at any time. Every year, all Employees, Directors, and Independent Contractors shall acknowledge the Code of Business Conduct, which affirms knowledge and understanding of the policy. A copy of the Acknowledgement will be provided to any applicable new Employee, Director, or Independent Contractor, or certain other third-party at the time of employment or engagement, and will become a part of your personnel records.

This Code of Business Conduct is not intended to create any express or implied contract with any Employee, Director, Independent Contractor or other party. In particular, nothing in this document creates any employment contract between the Company and any Employee, Director, Independent Contractor, or other party. For more information, see our Employment-At-Will Policy in the Human Resources Manual located on the Company's intranet site.

POLICY GUIDELINES

In addition to directing all Employees, Directors, Independent Contractors, and other parties who work with the Company to follow this overall general philosophy when conducting business, we have set specific rules on the following matters:

Our People

EMPLOYMENT POLICIES

It is our policy to recruit, hire, train, and promote persons in all job classifications without regard to race, color, gender, religion, national origin, ancestry, place of birth, age, marital status, sexual orientation, disability, or veteran status. Employees and Directors shall base all employment decisions on the principles of equal employment opportunity. Only bona fide occupational requirements will be utilized for promotional opportunities, compensation, benefits, transfers, curtailments, Company-sponsored training, education, tuition assistance, and social and recreational programs.

We are committed to maintaining a fair and harassment-free working environment in each of our facilities, including by:

- Treating all Employees, Directors, Independent Contractors, and third-parties with consistent fairness and respect;
- Ensuring that our policies are consistent and fair;
- Ensuring that our benefits and compensation are equitable;
- Providing rewards and recognition;
- Providing Employees and Directors with necessary training;
- Involving Employees and Directors in their jobs; and by
- Prioritizing safety for all Employees, Directors, Independent Contractors, and third-parties.

For more information, see our Affirmative Action Policy, Employment Diversity/Positive Employee Relations Policy, Equal Employment Opportunity Policy, and Non-Harassment Policy in the Human Resources Manual located on the Company's intranet site.

HEALTH AND SAFETY

We are committed to the health and safety of all Employees, Directors, Independent Contractors, and other parties. All Employees, Directors, Independent Contractors, other parties should immediately report any safety concerns. Potentially unsafe scenarios include:

- Being asked to do a job that is unsafe;
- Being asked to do a job for which you are not trained, and which may harm you or others;
- Seeing someone performing a job in an unsafe manner, or performing a job for which they are not trained;
- Seeing or suspecting that a piece of equipment may be unsafe; and
- Seeing or being made aware of an unsafe condition.

For more information, see our Emergency/Inclement Weather Procedures, Health and Safety Postings, Reporting Accidents Policy, Security Incident Reporting Policy, Violence Prevention/Security Policy, and Driver Safety Policy in the Human Resources Manual located on the Company's intranet site.

SUBSTANCE ABUSE

All Employees, Directors, Independent Contractors, and other parties who work with the Company are expected to perform their duties free from the influence of alcohol or drugs, which includes both illegal substances and misused prescriptions. All Employees, Directors, Independent Contractors, and other parties are also prohibited from possessing, transferring, or selling drugs while working or while on our property.

If you believe that you may have an alcohol or drug problem, we encourage you to speak to your Human Resources manager to learn of various assistance programs. For more information, see our Drug and Alcohol Free Workplace Policy in the Human Resources Manual located on the Company's intranet site.

Our Company

CONFLICTS OF INTEREST

Employees and Directors have a duty to act in the Company's best interest. Employees and Directors should avoid any activities or relationships that create a conflict or an apparent conflict with that duty. Whether an interest is conflicting depends on its particular circumstances, including the nature and relative importance of the interest, which may be financial or involve personal relationships. It is not feasible to list all situations that might trigger a conflict of interest. The following are some examples of situations that would constitute a conflict of interest or lack of integrity in violation of Company policy:

Personal Relationships. If one of your family members or someone with whom you have a significant personal relationship also works at the Company, ensure that all your actions and decisions are made in the Company's best interests, and not because of the relationship. A personal relationship includes, but is not limited to: unmarried couples, dating relationships, live-in relationships, business partners, or others with whom you have a business or financial dealing, or any other close personal friendship that might influence judgment. You should not be involved in any employment-related decisions—such as hiring, compensation, evaluation or promotion—regarding someone with whom you have a close personal relationship. If a personal relationship develops between a manager and a subordinate, both are required to inform the appropriate manager or the Human Resources Department.

Outside Employment. Employees may not work for or receive payments for services as an employee, consultant, agent, or representative of, or engage in any business venture, with any party that has a business relationship with the Company. No Employee should hold any position with any such organization either as a director, partner, officer, employee, consultant, agent, or representative without approval from the Company's Chief Executive Officer.

Gifts. Employees and Directors may not solicit or accept loans, lavish gifts, gratuities, or kickbacks from a person or organization that does or desires to do business with the Company. A lavish gift is any gift that might make it appear that the Employee's or Director's judgment in the Company's favor would be compromised.

Gifts of cash or other form of money are prohibited, except for Company-approved programs and promotions that are otherwise in compliance with the Code of Business Conduct.

Non-cash gifts of nominal value (e.g., \$50 or less), such as advertising or promotional materials, may be accepted.

Anyone with concerns about the nature of a gift or gratuity offered or requested should discuss the situation with their supervisor or report it via the Company's electronic and telephone reporting mechanisms.

Entertainment, Meals and Travel. Business entertainment is an accepted practice in establishing and fostering business relationships. However, Employees and Directors must exercise good judgment in this practice, and should avoid entertainment that is inappropriately lavish, or would otherwise compromise the Employee's or Director's independent judgment on behalf of the Company. Employees and/or Directors may accept entertainment that is reasonable in the context of the business and that advances the Company's interests.

Employees and/or Directors may accept meals and entertainment where business is conducted, such as recreational, sporting or theatrical events that are of reasonable value considering the nature of the business relationship, the event, the frequency of occasion, reasonable business custom, and other pertinent circumstances.

Employees and/or Directors may accept transportation and lodging provided by a supplier or other party if the trip is for business and is approved in advance by their supervisor.

Any entertainment, meals or travel must have a clear business purpose. Employees and/or Directors who are concerned about the nature of any entertainment, meals or travel offered should discuss those concerns with their supervisor or the Legal Department.

Competitors. Employees and/or Directors may not serve as a director, partner, officer, employee, consultant, agent, or representative of, or accept any remuneration from a competitor.

Investments. Investment by an Employee and/or Director, or a member of his or her immediate family in one of the Company's suppliers or customers may, depending on the amount of such investment, be improper. Such investments may present a conflict

if the Employee and/or Director is in a position to affect the value of such investment through making decisions relating to the Company's use of such supplier or customer. Stock ownership purchased in a publicly traded supplier, customer, or competitor is not considered a conflict of interest so long as the size of the investment is less than 3% of the total shares outstanding, or is not significant enough to influence the Employee's and/or Director's actions relative to such company. In addition to one's self, Employees and/or Directors must equally consider similar conflicts of interest arising from the actions of his/her immediate family members. If you have any doubts about the applicability of this policy, they should be reported. Investment situations that exceed these guidelines should be reported to the Human Resources or Legal Department for review.

Misuse of Company Resources. Using Company property, information, or resources for any Employee's, Director's, Independent Contractor's, or party's benefit is prohibited.

If you have any doubt about whether a conflict of interest exists, you should immediately consult Human Resources or the Legal Department.

CONFIDENTIALITY

All Employees, Directors, Independent Contractors, and other parties must take reasonable and necessary precautions to protect the Company's confidential information. Confidential information includes, but is not limited to, the following examples:

Technical Information

- Schematics;
- Bills of materials;
- Costs of materials;
- Software source and/or binary codes;
- All mechanical drawings;
- Patents and other intellectual property;
- Written/verbal specifications; or
- Other miscellaneous technical information.

Business Information

- Customer lists (contacts, addresses, phone numbers, etc.);
- Technological or information concerning the Company's products or services;
- Information regarding account assignments and any other customer data, including, but not limited to, projected needs and opportunities;
- Quotes, sales orders, customer forecasts, memoranda, notes, records, and inventory pertaining to customer orders;
- Internal reporting information;
- Wage, compensation, and/or pay plan information;
- Vendor information;
- Business contacts/relationships;
- All personnel and recruiting information, including, but not limited to, employee names, addresses, phone numbers, positions, salary levels, etc.;
- Information concerning medical or other employee benefits;
- All information regarding legal matters (contracts, litigation, administrative agency proceedings, etc.);

- All information that the Company has covenanted not to disclose, including any information revealed in confidence to the Company or its Employees by customers, suppliers, or others;
- Financial statements of any kind;
- Strategic information regarding the Company;
- Any information related to the Company's response to solicitations for jobs/work, including sales, cost or bid information, pricing formulas or profiles for any customer, product, or service;
- Data that are recorded electronically in the Company's computer systems which are not generally known; or
- Proprietary software, methods, processes, equipment, programs, or knowledge used by Company and not generally known.

In general, any information developed or derived by or for the Company is Company property. Divulging such information to competitors or any other person is contrary to this policy.

Within the Company, confidential information may only be shared on a need-to-know basis. Similarly, Employees, Directors, and Independent Contractors must not disclose confidential information to anyone outside of the Company, except in accordance with traditional business practices to such entities including, but not limited to, the Company's independent auditors, legal counsel, lenders, and investment bankers.

Employees, Directors, and Independent Contractors must not, directly or indirectly, disclose or use any confidential information for their own benefit, or that of any other person, firm, corporation, or association, either during their employment or at any time following their termination, or the end of their contract, for any reason whatsoever. Employees, Directors, and Independent Contractors must return all such documents, items, and copies to the Company upon the termination of their employment or the end of their contract or business relationship with the Company.

The obligations to safeguard the Company's confidential information does not prohibit any Employee, Director, Independent Contractor, or other party working with the Company from reporting violations of the Code of Business Conduct or making a report of legal violations to an appropriate government entity.

COMPANY RESOURCES AND INFORMATION SYSTEMS

Company resources must be used for business purposes and be operated and maintained in a secure environment and in a responsible manner. Misuse and abuse of these resources may also be a violation of the law. These resources include both tangible resources (e.g., supplies, equipment, and funds) and intangible resources (e.g., employee work time, confidential information, and intellectual property). We may authorize personal use of Company resources where such use does not occur on Company time, is of reasonable duration and frequency, and/or does not consume significant amounts of Company resources. Violation of this policy may result in appropriate discipline, up to and including termination, as well as referral to criminal authorities.

We have the right to monitor - at any and all times and by any lawful means - all aspects of our systems, including, without limitation, reviewing telephone information or conversations, reviewing documents created and stored on our computer system, deleting any matter stored in our system, monitoring Internet sites visited by anyone on or through our systems, monitoring chat and news groups, reviewing Internet materials downloaded from or uploaded by anyone on or through our systems, and reviewing electronic mail sent or received by or through our systems. Employees, Directors, Independent Contractors, and other parties should not have an expectation of privacy in telephone, email, or internet access or usage, or in anything they create, store, send or receive on the Company's computer or telephone systems.

For more information, see our Business Computing Policy located on the Company's intranet site.

MEDIA AND SOCIAL MEDIA

Generally, Employees, Directors, Independent Contractors, and other parties working with the Company are not authorized to speak on behalf of the Company. Employees, Directors, Independent Contractors, and parties who receive requests to discuss the Company's business from outside parties should politely refer the requestor to an appropriate media contact. For more information, see our Media Policy located on the Company's intranet site.

Similarly, Employees, Directors, Independent Contractors, and other third-parties, should not use their personal social media in a way that suggests that they are posting or otherwise communicating on behalf of the Company. Employees, Directors, Independent Contractors, and other parties working with the Company should ensure that any social media post does not disclose the Company's confidential information, misuse the Company's or a third party's copyrights or trademarks, or violate any other Company policy.

COPYRIGHTS AND TRADEMARKS/SERVICE MARKS

Employees, Directors, Independent Contractors, and other parties working with the Company may not use any Company resource or other mechanism to violate copyright or trademark laws, or misuse the Company's own copyrights or trademarks, or the copyrights or trademarks of others.

Copyrights. Many "works" – such as books, software, music, etc. – are copyrighted, which gives certain legal rights to the author of the work. The presence of the word "Copyright" or the symbol © on the face of the work will indicate that the work is copyrighted. Employees, Directors, Independent Contractors, and other parties working with the Company must avoid the unauthorized use of copyrighted materials, and should confer with the Legal Department with any questions about photocopying, electronically copying, quoting or otherwise using copyrighted materials. In particular, the Company owns licenses to a number of proprietary software programs. The licenses do not allow users to distribute or copy the software for personal use. Employees, Directors, Independent Contractors, and other parties working with the Company who redistribute software from Company-maintained systems to others are guilty of breaching agreements with the software owners. Such actions infringe on the owner's applicable copyright, patent, and trade secret rights and are, therefore, prohibited.

By law, the Company is entitled to all rights in ideas, inventions and works of authorship relating to its business that are made by its Employees during the scope of their work for the Company, or when using the Company's resources ("Employee Works"). Employees are required to promptly disclose to their supervisor all of their Employee Works and to sign the necessary documents to transfer the Employee Works to the Company, both to demonstrate that the Company is the legal owner and to enable the Company to obtain legal protection for them.

Trademarks/Service Marks. Trademarks and service marks – words, slogans, logos, or other devices used to identify a particular source of goods or services – are important business tools and valuable assets that require care in their use and treatment. The Company has a number of trademarks or service marks. Our suppliers or other business partners also have trademarks or service marks. As a distributor and reseller for our suppliers, the Company has the ability to use its suppliers registered trademarks or service marks. The trademarks and service marks of both the Company and its suppliers should be used strictly consistent with the published usage guidelines.

PROPER ACCOUNTING

All Employees, Directors, Independent Contractors, and other parties working with the Company must comply with the Company's financial and accounting rules and controls at all times. Assets, liabilities, revenues, expenses, and business transactions shall be reflected on the Company's books and records, completely, correctly, and accurately, in accordance with generally accepted accounting principles. Employees, Directors, Independent Contractors, and other parties working with the Company shall not falsify, or encourage or cause to be falsified, any such books or records, and there shall be no concealment of information from such entities as the Company's independent auditors, representatives of the Board of Directors or Audit Committee, or appropriate external entities such as law enforcement and tax authorities.

UNRECORDED FUNDS

Employees, Directors, and Independent Contractors shall not maintain Company funds or other assets, any fund or account in a name other than Agilysys, Inc. (or its legal affiliates) or otherwise fail to reflect Company property in the Company's books and records.

BUSINESS RECORDS

Employees, Directors, Independent Contractors, and other parties working with the Company must maintain and destroy records according to applicable law. Likewise, Employees, Directors, Independent Contractors, and certain other parties working with the Company must comply with our record retention policies for all physical and electronic documents. Employees, Directors, Independent Contractors, and certain other parties working with the Company must also follow the instructions contained in any "hold" notification from the Legal Department. If any Employee, Director, Independent Contractor, or other party has questions about whether a particular document should be retained due to a "hold" notification, they should consult the Legal Department. Failure to do so could result in civil and criminal liability for both the Employee, Director, Independent Contractor, or other party and the Company.

Our Community

COMPLIANCE WITH LAW

Employees, Directors, Independent Contractors, and other parties working with the Company must comply with all applicable federal, state, and local laws of the United States, as well as with the laws of any country in which we conduct business. Company funds shall not be used or disbursed for any unlawful purpose under such laws.

INSIDER TRADING

Employees, Directors, Independent Contractors, and other parties working with the Company, who may, from time to time, have access to material, non-public information regarding the Company are prohibited from engaging in insider trading. In general, "insider trading" is the purchase or sale of securities made while in possession of material non-public information about the issuer of the securities (e.g., the Company) or the market for the securities. Insider trading is regarded as a serious violation of United States and foreign securities laws. In the United States, the Securities and Exchange Commission ("SEC") has made enforcement of the prohibitions on insider trading a top priority and has considerable resources at its disposal to detect and pursue suspected violators. Similar entities exist in other countries in which we operate. The civil and criminal penalties for insider trading can be severe, including fines and prison terms. Other consequences can be just as devastating; Employees, Directors, Independent Contractors, and other parties working with the Company can incur significant legal expenses to defend against an insider trading investigation and enforcement proceeding. Even an investigation that does not result in prosecution can irreparably tarnish reputations and damage careers.

For more information, see our Insider Trading Policy located on the Company's intranet site. If you have any questions concerning the insider trading laws, or the Insider Trading Policy, please consult the Legal Department.

BRIBERY, KICKBACKS OR FRAUD

No matter where you are in the world, there is a law or Company policy that prohibits the improper payment of government officials. This includes, but is not limited to, the United States Foreign Corrupt Practices Act and the United Kingdom Bribery Act, both of which include criminal punishments for bribery. Therefore, Company funds cannot be paid, loaned or otherwise disbursed as kickbacks or other payments designed to influence the conduct of the recipient. This includes "facilitating payments," which are discretionary payments made to ensure or expedite routine government actions. Employees, Directors, Independent Contractors, and other parties working with the Company must refuse to make such payments unless they have a reasonable belief that failing to do so will subject themselves or others to physical harm. Employees, Directors, Independent Contractors, and other parties working with the

Company must immediately report any request for a bribe or facilitating payment.

Likewise, no Employee, Director, Independent Contractor, or other party working with the Company shall accept payment (funds or assets) for assisting in obtaining business or securing special concessions for the Company, except for Company-approved programs and promotions that are otherwise in compliance with this Code of Business Conduct.

Finally, Employees, Directors, Independent Contractors, and other parties working with the Company may not intentionally conceal, falsify, or omit information, for their benefit or the benefit of others, or otherwise act in a fraudulent or dishonest manner.

POLITICAL CONTRIBUTIONS

Employees and Directors are free to make political contributions within legal limits, unless such contributions are otherwise prohibited by other Company policies. Employees and Directors should not make such contributions with the expectation of favorable government treatment for the Company in return. Furthermore, the Company's money or assets shall not be contributed, directly or indirectly, to any political candidate, organization, or campaign. The Company will not reimburse an Employee or Director for political contributions, and Employees and Directors should not attempt to receive or facilitate such reimbursements.

Employees desiring to run for an elective political office or to accept an appointment to a government office must first obtain the written approval of the Company's Chief Executive Officer.

FAIR COMPETITION

All Employees, Directors, Independent Contractors, and other parties working with the Company are expected to respect the rights of competitors, customers, suppliers, and others in every business transaction and negotiation. Laws governing price fixing, conspiracy to restrict competition, and other antitrust prohibitions must be complied with at all times. Specifically, Employees and Directors shall:

- establish pricing and sale terms and conditions independently of competitors;
- not enter into any agreements or understandings (express or implied, formal or informal, written or oral) with competitors to fix prices or other terms and conditions of sale or purchase;
- not illegally enter into any agreements or understandings (express or implied, formal or informal, written or oral) with competitors to divide markets by allocating either customers or territories, nor by allocating specific bid opportunities;
- not jointly agree with competitors, customers or suppliers to refuse to do business with other persons, reduce services to a person or persons or fix a price paid to suppliers;
- not participate in trade association or supplier events that have not been organized in a manner that appropriately safeguards participants to assure compliance with competition laws and regulations;
- leave any meeting involving competitors where prices are discussed and notify the Legal Department of any such activity; and
- not restrict the price or other terms at which distribution customers may resell products or services.

In the highly competitive global marketplace, information about our competitors is a necessary element of business. Such information will be accepted only when there is reasonable belief that both receipt and use of information is lawful.

Even if there is no legal duty to do so, all Employees, Directors, Independent Contractors, and other parties working with the Company will follow our high ethical standards. When dealing with customers or potential customers, Employees, Directors, Independent Contractors, and other parties working with the Company must always be truthful and accurate. Employees, Directors, Independent Contractors, and other parties working with the Company may never misrepresent, mislead, overstate, or make false claims about our products or about our competitors.

INTERNATIONAL BUSINESS

We adhere to the laws of all countries in which we do business. Although each country has laws controlling activity within its borders, we are also subject to various laws concerning how our business is transacted between different countries. Therefore, we will abide by restrictions regarding the import and export of our products and other types of technology. Similarly, we will comply with all applicable anti-corruption laws.

For example, the United States Foreign Corrupt Practices Act and the United Kingdom Bribery Act prohibit giving anything of value to foreign officials, or their family members, for the purposes of obtaining business. They also prohibit unlawful political contributions to obtain or retain business. Finally, they prohibit the use of false accounts or records in international business. As a result, when doing business overseas, all Employees, Directors, Independent Contractors, and other parties working with the Company have the following responsibilities:

- Know applicable United States or local laws governing your work;
- Know the laws regarding export of the Company's products;
- Abide by the provisions of the Foreign Corrupt Practices Act, and similar laws, prohibiting the giving of gifts to foreign officials; and
- Realize that you are subject to United States and local laws when doing business overseas.

SANCTIONS AND TRADE EMBARGOES

The United States and other governments use economic sanctions and trade embargoes to further various foreign policy and national security objectives. Employees and Directors must abide by all applicable economic sanctions or trade embargoes, whether they apply to foreign countries, political organizations or particular foreign individuals and entities. Inquiries regarding whether a transaction on behalf of the Company complies with the applicable sanction and trade embargo programs should be referred to the Legal Department.

ENVIRONMENTAL PROTECTION

We are committed to reducing our impact on the environment and protecting natural resources. All Employees, Directors, Independent Contractors, and other parties working with the Company will therefore comply with all applicable environmental laws and regulations.

All Employees, Directors, Independent Contractors, and other parties working with the Company are encouraged to report violations of environmental laws. Likewise, Employees, Directors Independent Contractors, and other parties working with the Company are encouraged to suggest business practices that result in environmental protection, or the efficient use of natural resources, to their supervisor.

SOCIAL RESPONSIBILITY

We are committed to being a responsible corporate citizen and empowering our Employees and Directors to impact their local communities. We therefore encourage Employees and Directors to join our various service and charity efforts. As a best practice, we encourage Employees to speak with their supervisor before accepting a role as an officer or director of a community organization and to avoid affiliations with groups that could harm the Company's reputation.