



Supplier & Partner Code of Conduct

Supplier and Partner Code of Conduct

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<i>Approved by:</i>	<i>Chief Operating Officer</i>
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1 What we understand by responsible, sustainable behavior

As one of the leading companies in the software industry and a signatory to the UN Global Compact, we believe it is our duty to continuously have a positive impact on our environment by acting in an economically, ecologically and socially responsible manner. Our suppliers and partners are an integral part of this commitment and expect the same from their upstream suppliers.

Our Supplier & Partner Code of Conduct is based on Software AG's Code of Business Conduct & Ethics and our Human Rights Commitment Statement, both of which are available on our website (www.softwareag.com).

We expect our suppliers and partners to act responsibly, uphold human rights, comply with labor regulations, fight corruption and protect the environment. Our precise expectations are summarized below in this document.

2 Our principles and standards when working with suppliers and partners

Transparency, communication and co-operation form the basis of our business relationships. We expect our suppliers and partners to conduct their daily business in compliance with our Code of Business Conduct & Ethics and to observe the following principles:

- [the United Nations Universal Declaration of Human Rights](#)
- [the International Covenant on Civil and Political Rights of the United Nations](#)
- [the International Covenant on Economic, Social and Cultural Rights of the United Nations](#)
- [The conventions and recommendations of the International Labour Organization \(ILO\), including the ILO Core Labour Standards](#)
- [UN Conventions on the Rights of the Child](#) and on the [Elimination of All Forms of Discrimination against Women](#)
- [The OECD Guidelines for Multinational Enterprises on Responsible Business Conduct](#)
- [The United Nations Guiding Principles on Business and Human Rights](#)
- [The ten principles of the UN Global Compact](#)
- [The requirements of the German Supply Chain Due Diligence Act \(*Lieferkettensorgfaltspflichtengesetz, LkSG*\)](#)

- Applicable national laws

In order to implement the requirements of these standards and our human rights and environmental expectations, we expect our suppliers and partners to use management systems and implement suitable processes in their own business sector as well as to apply these in their supply chain. This means that they will make reasonable efforts to require their own partners to implement any requirements of this Code of Conduct.

3 Our human rights and environmental expectations

As a matter of principle, we demand that all suppliers and partners comply with the applicable laws and regulations of the country in which the companies are based and the countries in which business is conducted or services are provided.

3.1 Working conditions, health protection and occupational safety

We demand that suppliers and partners comply with applicable national legislation on health protection and occupational safety. They need to establish and apply an appropriate occupational safety management system. This includes, on the one hand, the containment of existing and potential health/work risks and, on the other, the training of employees in order to prevent accidents and occupational diseases as effectively as possible.

Working and rest times must at least comply with national laws and industry standards as well as the rules of ILO Conventions 1, 14, 30 and 106.

Employees must perform their work on the basis of a recognized employment relationship in accordance with national laws and industry standards. They must receive a written employment contract. The working conditions must be explained to applicants in a language they can understand before they are hired.

3.2 Remuneration

We expect employees of suppliers and partners to receive fair remuneration in accordance with the applicable national laws or the local living wage, whichever is higher.

Remuneration must be paid on time and at regular intervals. Overtime must be remunerated or compensated accordingly. Employees must be informed about their salary

payments in a written and comprehensible form. Wage reductions as a form of disciplinary action are prohibited and equal pay for work of equal value is the goal.

3.3 Equal opportunities and anti-discrimination

We expect the promotion of equal opportunities and equal treatment as well as the prevention of discrimination in the recruitment of employees and in the promotion or granting of training and further education programs. No one may be discriminated against because of their gender, age, skin color, culture, ethnic origin, sexual identity, disability, religious affiliation or ideology.

3.4 Freedom of association and collective bargaining

We expect our suppliers and partners to respect the rights of employees to form an employee representative body, to vote freely and to conduct collective bargaining in accordance with national legislation. In the event that national standards restrict the right of association and the right to collective bargaining, the free and independent coalition of employees for the purpose of conducting negotiations must at least be facilitated and permitted as an alternative. Exceptions to these rules are permitted if they fulfil the requirements of ILO Conventions 87 and 98.

3.5 Child labor

We expect all forms of child labor and the exploitation of children and young people to be prohibited in accordance with ILO Conventions 138 and 182 and ILO Recommendation 190. All measures to eliminate child labor must be carried out in the best interests of the child.

3.6 Freely chosen employment

We expect the prohibition and rejection of all forms of forced and compulsory labor, debt bondage, servitude, human trafficking, slave labor and conditions similar to slavery or any other form of involuntary labor. Physical abuse, corporal punishment and physical or psychological threats are strictly prohibited.

All employees of our suppliers and partners must be free to choose and terminate their employment relationship. Information about the employment relationship and

employment contracts must be communicated to employees in understandable language and they must not be misled about the conditions of their employment relationship.

The retention of identity documents or wages is prohibited. Employees must also not be restricted in their freedom of movement or be subjected to abusive working or living conditions.

No fees may be charged to applicants or employees in connection with their work, e.g. recruitment or agency fees.

3.7 Protection of livelihoods

We expect our suppliers and partners to respect at all times the land rights – including collective and traditional rights – of the women, indigenous peoples and local communities, that are affected by their business and sourcing practices.

3.8 Violence by private and public security forces

If private or public security forces are used, it must be ensured that their deployment does not result in human rights violations. These include, in particular, unlawful harm to life and limb, to freedom of association or violations of the prohibition of torture or other cruel, inhuman or degrading treatment or punishment.

3.9 Environmental protection

We expect our suppliers and partners to comply with the applicable national environmental laws, regulations and standards. We also expect that an environmental management system appropriate to the business purpose shall be used to minimize environmental pollution and hazards and to improve environmental protection in day-to-day business operations.

Causing harmful soil changes, water or air pollution, harmful noise emissions or excessive water consumption must be avoided in particular if doing so would restrict or deny the natural basis for the preservation and production of food or access to safe drinking water or sanitary facilities or damage the health of a person in any other way.

4 Our expectations for corporate integrity

4.1 Prohibition of corruption and bribery

We expect our suppliers and partners not to tolerate corruption and will ensure that their companies comply with the United Nations (UN) and Organization for Economic Co-operation and Development (OECD) conventions on combating corruption and the relevant anti-corruption laws. In particular, they must ensure that their employees, subcontractors or representatives do not offer, promise or grant any advantages to Software AG employees or related third parties with the aim of obtaining an order or other preferential treatment in business dealings.

4.2 Invitations and gifts

We expect that invitations and gifts will not be abused to gain influence. Invitations and gifts to Software AG employees may only be granted if the occasion and scope are appropriate, i.e. they are of low value and can be regarded as an expression of generally recognized local business practice. Similarly, no inappropriate benefits may be demanded from Software AG employees.

4.3 Avoidance of conflicts of interest

We expect our suppliers to make decisions regarding their business with Software AG solely based on professional criteria. Conflicts of interest with private interests or alternative economic or other activities – including those of relatives or other related persons or organizations – must be avoided from the outset.

4.4 Free competition

We expect our suppliers and partners to behave fairly in competition and to comply with the applicable antitrust laws. They must not participate in agreements with competitors that violate antitrust law, nor may they abuse any dominant market position they may have.

4.5 Money laundering

We expect compliance with the relevant legal obligations to prevent money laundering and to refrain from participating in any money laundering activities.

4.6 Data protection

Suppliers and partners must respect the laws on the protection of personal data and data privacy. They must use personal data (e.g. of employees, suppliers or customers) in accordance with data protection regulations.

They must protect confidential information, including personal data, that they receive from Software AG or process on its behalf and take an active role in preventing loss, misuse, theft, fraud, unauthorized access, disclosure or modification. This also includes the unauthorized communication and/or publication of information obtained or procured from or for Software AG.

4.7 Use of artificial intelligence

We expect our suppliers and partners to disclose whether they use artificial intelligence (such as generative AI) when producing goods or providing services for Software AG. There is no obligation to disclose if artificial intelligence is only used for internal processes.

4.8 Business relationships

We expect our suppliers and partners to communicate all the principles and requirements described here to their respective suppliers and subcontractors and to take them into account during the supplier selection. Suppliers must encourage their respective suppliers and subcontractors to comply with the described standards on human rights, working conditions, anti-corruption and environmental protection as part of fulfilling their contractual obligations.

5 Compliance with the Supplier & Partner Code of Conduct

We expect our suppliers and partners to provide their own employees with appropriate training in order to enable them to understand and implement their rights and obligations arising from the requirements in this Supplier & Partner Code of Conduct.

Software AG reserves the right to periodically review compliance with the principles and requirements of the Software AG Supplier & Partner Code of Conduct by means of a

supplier self-assessment or an audit, including via third parties, if necessary. The costs of this audit shall be borne by Software AG in all cases.

Any violation of the principles and requirements set out in the Software AG Supplier & Partner Code of Conduct shall be considered a material impairment of the contractual relationship on the part of the supplier/partner. In the event of justified suspicion of non-compliance with the described principles and requirements of the Software AG Supplier & Partner Code of Conduct (e.g. negative media reports), Software AG reserves the right to demand information regarding the relevant facts beyond the supplier self-assessment intervals and the content requested there.

If non-compliance with the requirements is confirmed, appropriate improvement measures must be agreed with Software AG and implemented within specified deadlines.

In the event of particularly serious violations, or violations which have not been remedied by the agreed deadline, Software AG reserves the right to temporarily suspend individual or all contractual relationships or to terminate them extraordinarily without notice.

6 Whistleblower system

Suppliers and partners are obligated to inform their employees about Software AG's whistleblower system or a comparable internal or external whistleblower system. This whistleblower system must at least fulfil the effectiveness criteria of the United Nations Guiding Principles on Business and Human Rights or other applicable laws. All suppliers and partners must guarantee that individuals will not be subject to reprisals or disciplinary action for lodging complaints.

Information can be submitted 24/7 via the Software AG whistleblower system. Secure and confidential access to the system can be found at <https://softwareag.integrityline.com>.

7 Document History

Version	Date	User ID	Comment
1.0	01/12/2015	n/a	First published version
2.0	01/05/2024	fsim	Full revision to (1) implement the requirements of the LkSG and (2) merge the Supplier CoC and the Partner CoC

ABOUT SOFTWARE AG

Software AG began its journey in 1969, the year that technology helped put a man on the moon and the software industry was born. Today, our infrastructure software makes a world of living connections possible. Every day, millions of lives around the world are connected by our technologies. A fluid flow of data fuels hybrid integration and the Industrial Internet of Things. By connecting applications on the ground and in the cloud, businesses, governments and humanity can instantly see opportunities, make decisions and act immediately. Software AG connects the world to keep it living and thriving. For more information, visit www.softwareag.com.

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