

1 Introduction

Ethical business practices and compliance with global laws and regulations are top priorities of the BMC Software group of companies (“BMC”) and are expected of all Third Parties, as defined below. Third Parties are required to adhere to this Third-Party Code of Conduct while they are conducting BMC business.

2 Scope and Compliance

As a prerequisite to act on behalf of or jointly with BMC, all Third Parties must agree to comply with this Third-Party Code of Conduct and all applicable laws, including anti-corruption laws. BMC requires that Third Parties ensure that their employees who do business on BMC’s behalf, comply with this Third-Party Code of Conduct. Failure to comply with this Third-Party Code of Conduct may result in the application of corrective measures against the Third Party, including, but not limited to, a reduction or cessation of business and/or termination of a contract between BMC and the noncompliant Third Party.

3 Definitions

- Contingent Workers: Third-party workers who require access to BMC systems.
- Third Parties: Contingent Workers and other persons or entities who are either doing business with or acting for or on behalf of BMC anywhere in the world, including, but not limited to, distributors, resellers, partners, sales representatives, suppliers, vendors, subcontractors, consultants, intermediaries, or agents.
- Government Officials: In any jurisdiction in the world, (i) any person holding an executive, legislative, judicial or administrative office; (ii) employees of public enterprises and employees of state-owned businesses, whether partially or wholly state-owned; and (iii) political parties or officials of such parties or a candidate for political office.

4 Policy Statement

Obeying the law, both in letter and in spirit, is the foundation of BMC’s ethical standards. This Third-Party Code of Conduct prohibits all personal or business practices that are unethical, are illegal, or may cause harm to BMC, its employees, business partners, customers, or the public. All Third Parties must act in accordance with the laws and/or regulations of the applicable jurisdictions in which they operate on behalf of BMC and of the jurisdictions to which they may be subject (e.g., Foreign Corrupt Practices Act (“FCPA”), UK Bribery Act (“Bribery Act”), and export controls). Third Parties are required to conduct their business interactions in accordance with their specific agreements with BMC. If any provision of this Third-Party Code of Conduct conflicts with local laws or regulations and/or the specific agreement between BMC and such Third Party, the one with the highest standard applies, except in cases where doing so causes non-compliance with local law.

- In addition to any specific obligations under their agreements with BMC, all Third Parties must comply with the following requirements when conducting BMC business.

4.1 BUSINESS PRACTICES

4.1.1 FINANCIAL REPORTING & RECORDS MANAGEMENT

Third Parties must honestly and accurately record and report all business information and comply with all applicable laws regarding its completion and accuracy. Third Parties are expected to create, retain and dispose of business records in full compliance with all applicable legal and regulatory requirements.

4.1.2 INSIDER TRADING AND SECURITIES TRADING

Third Parties may learn of material, non-public information concerning BMC or other companies (“Inside Information”). Third Parties may never use or share Inside Information to trade or influence the trading of securities or otherwise use or share the information for personal advantage or the advantage of others.

4.1.3 COPYRIGHTS, PATENTS AND TRADEMARKS

Third Parties must comply with the intellectual property rights of BMC and others, including, but not limited to, copyrights, patents, trademarks, and trade secrets. Software and hardware must be used only in accordance with their associated license or terms of use.

4.1.4 SAFEGUARD INTELLECTUAL PROPERTY AND CONFIDENTIAL INFORMATION.

The BMC [Information Security Policy](#) serves as the foundation for BMC’s information management policies, standards, and procedures. Third Parties are personally accountable for ensuring that BMC’s information assets are adequately secured and for complying with the [Information Security Policy](#).

BMC retains ownership of all of its inventions, conceptions, discoveries, improvements, ideas, works of authorship, and trade secrets (“BMC’s IP Assets”). A Third Party who is provided access to or who uses or must work with BMC’s IP Assets is a steward of BMC’s IP Assets, including trade secrets and confidential information owned by BMC, and has similar responsibilities with respect to the intellectual property of other third parties with which the Third Party is entrusted in the course of his or her dealings with BMC. Accordingly, the Third Party is expected to take appropriate administrative, physical, and technical measures to properly safeguard BMC’s IP Assets and prevent their unauthorized access, use, or disclosure, as further described in the [Confidential Information Protection Policy](#).

When it is necessary for a Third Party to share BMC confidential information with customers, partners, or other third parties, the Third Party is responsible for ensuring that the proper confidentiality agreements are signed and properly executed or any other appropriate action is taken before the information is shared.

Without authorization from BMC, the Third Party may not use or make copies of BMC's IP Assets or other confidential, non-public information, content, documents, or materials, whether written or electronic, or computer software, in each case whether or not BMC is the ultimate owner of such information, content, documents, materials or software.

4.1.5 **PROTECT THE PRIVACY OF PERSONAL INFORMATION**

BMC complies with applicable data protection and privacy laws in all countries where BMC does business. Each Third Party has the responsibility to safeguard the privacy, confidentiality, and security of personally-identifiable information and other private information of BMC's employees, customers, partners, and other third parties, which is in the Third Party's possession on behalf of BMC. The Third Party must follow BMC's [Confidential Information Protection Policy](#) and relevant [data privacy policies](#) to protect the personal information of others and prevent its unauthorized use or disclosure. A Third Party may share such information only for legitimate business needs within the scope of its duties and in accordance with applicable laws and policies.

4.2 **DEALING WITH OTHERS**

4.2.1 **TRADE AND ANTITRUST**

Third Parties must comply with all applicable trade and antitrust laws and compete fairly in every jurisdiction in which they do BMC business.

4.2.2 **EXPORT CONTROL**

Third Parties are responsible for complying with the applicable laws and regulations of the United States and all relevant countries relating to exports and re-exports. Third Parties agree that without obtaining prior authorization from the United States Department of Commerce and other competent government authorities and to the extent required by those laws, they will not export or re-export and will not allow any employee, representative, or agent to export or re-export, directly or indirectly, including via remote access, all or any portion of any BMC intellectual property, intellectual property rights, or any other intellectual property rights obtained through BMC (including software, technical data, maintenance and professional services relating to such software), to a destination to which such export or re-export is restricted or prohibited by United States law (Cuba, Iran, North Korea, Sudan, Syria) or non-United States law or to an end user who has been prohibited from participating in United States export transactions.

4.2.3 CONTRACTING PRACTICES AND SIDE AGREEMENTS

Third Parties are responsible for contracting with BMC only through formal, written agreements that have been approved for use by BMC's Global Procurement or Legal department. BMC strictly prohibits individuals from entering into side agreements with third parties. Any modifications to an original arrangement must be reflected either: (i) in a new written contract, (ii) as a written amendment to the master contract, or (iii) in another form of written documentation that is customarily used by the Third Party to evidence its arrangements.

4.2.4 ANTI-CORRUPTION LAWS

BMC expects and requires that Third Parties conducting BMC business act at all times in a professional and ethical manner in carrying out their services and contractual obligations to BMC, or, on BMC's behalf, to a BMC customer or any other person or entity. To that end, all Third Parties will:

- Comply with this Policy and all applicable anti-corruption laws, including, but not limited to, the FCPA and the UK Bribery Act;
- Not take any action or permit the taking of any action by a supplier or any other person or entity that may render BMC liable for a violation of applicable anti-corruption laws, including, but not limited to, the FCPA and the UK Bribery Act;
- Not use money or other consideration paid by BMC for any unlawful purposes, including, but not limited to, any purposes violating the FCPA, the UK Bribery Act, or other applicable laws. Third Parties acknowledge that direct and indirect payments, for the purpose of assisting BMC in obtaining or retaining business, to any of the following are expressly prohibited:
 - Government Officials; or
 - Any person to influence such person in the performance of his or her duty and incline them to act dishonestly.

4.2.5 GIFTS, ENTERTAINMENT AND HOSPITALITY

It is BMC's goal that all procurement and other business decisions are made objectively, based on quality service, price and other competitive factors. Occasionally, Third Parties may offer modest gifts, entertainment or other hospitality to customers, potential customers or other persons in connection with BMC business or transactions to foster goodwill and enhance business relationships. Gifts, entertainment and hospitality include the receipt or offer of gifts, meals, or tokens of appreciation and gratitude, or invitations to events, functions or other social gatherings, in connection with matters related to BMC business.

The following are unacceptable with respect to the exchange of gifts, entertainment and hospitality with customers, potential customers or other persons connected to BMC business or transactions and are prohibited in any undertaking related to BMC business:

- A “quid pro quo” (offered for something in return);
- Gifts in the form of cash or cash equivalents (such as gift cards, vouchers, stock, etc.);
- Gifts, entertainment or other hospitality immediately prior to, during, or immediately following an expected or actual tender issued by a government entity or other similar formal bidding process if (i) prohibited by the tender or formal bid documents or recipient’s employer’s policies, guidelines, or standards; (ii) prohibited by local law; or (iii) doing so would give rise to the appearance of impropriety;
- Entertainment of an unsavory or potentially offensive nature; or
- Gifts, entertainment or other hospitality knowingly in violation of the recipient’s employer’s policies, guidelines or standards.

4.3 THE WORK ENVIRONMENT

4.3.1 DIVERSITY AND EQUAL OPPORTUNITY

Third Parties may not discriminate against any employee on the basis of race, color, age, national origin, physical or mental disability, history of disability, ancestry, citizenship status, political affiliation, religion, gender, transgender, gender identity, marital status, status as a parent, sexual orientation, veteran status, genetic information, or other basis that has the effect of substantially interfering with an individual’s work performance or creating an intimidating, harassing, hostile, or offensive working environment.

4.3.2 ENVIRONMENTAL RESPONSIBILITY

BMC’s [Environmental Policy](#) is committed to respecting the environment and to conserving resources. Accordingly, Third Parties must comply with all applicable environmental laws and regulations in the countries where they conduct or engage in BMC business. BMC also expects Third Parties to be conscious of their impact on the environment and to promote and develop awareness around the subject matter.

4.3.3 HEALTH AND SAFETY

Third Parties must provide a safe and healthy work environment and fully comply with all applicable safety and health laws, regulations and practices of the jurisdictions where they conduct or engage in BMC business.

4.3.4 SUBSTANCE ABUSE

Third Parties are prohibited from being impaired by alcohol or illegal or illicit substances while on BMC premises or conducting BMC business. This prohibition includes prescribed or over-the-counter drugs

not being used as intended and authorized.

4.3.5 **CHILD, FORCED LABOR AND MODERN SLAVERY**

Third Parties are prohibited from engaging in or supporting the use of slavery or child, compulsory, forced, or involuntary labor, including, but not limited to, human trafficking. Third Parties commit to flow down such prohibition to any third party with which they are engaging, directly or indirectly, to provide services to BMC including implementing due diligence procedures in their supply chains to ensure that there is no slavery or human trafficking in said supply chains and agreeing to maintain a complete set of records to trace the supply chain of all services provided directly or indirectly to BMC.

4.3.6 **FAIR LABOR**

BMC expects Third Parties to support the freedom of association and to allow their employees to have the right to be a member of a trade union and to bargain collectively.

5 Reporting Requirements and Procedure

Third Parties are required to report any actions or behavior relating to BMC business that violates, may violate, or appears to violate any law, regulation, or this Policy by contacting the following:

- www.bmcHelpLine.com
- 1-800-491-9330
- BMC's Compliance & Ethics Office compliance_ethicsoffice@bmc.com;
- BMC's Human Resources;
- BMC's Legal Department;
- BMC's Assurance Department; or
- BMC's Global Security.

6 Document Information

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Oversight Executive:	Patrick Tagtow, Senior Vice President, General Counsel and Secretary
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