

opentext™

Supplier Code of Conduct

May 2017

1. Purpose and Scope

This Policy applies to all suppliers of Open Text Corporation and its affiliates and subsidiaries around the world. Open Text is committed to conducting its business ethically and in compliance with the letter and spirit of all applicable laws. As a supplier, vendor, or contractor to Open Text (hereinafter “Supplier” or “you”), you are responsible for maintaining this standard of excellence. Adherence to this Policy may be a condition of your contract with Open Text, and failure to adhere to this Policy could lead to termination of your contract with Open Text.

Open Text expects all of our Suppliers to conduct themselves in a manner consistent with this Policy and to have in place their own internal policies to address the following:

2. Conflict of Interest

Conflicts of interest arise where your private interest interferes in any way, or even appears to interfere, with your ethical and professional obligations. Conflicts can arise where you take action or have interests that may make it difficult to perform your duties to Open Text objectively and effectively, or where you or a member of your family receives improper personal benefits as a result of your relationship with Open Text.

You should avoid activities or relationships that may cause potential conflicts with your relationship with Open Text’s or that may reflect negatively on Open Text’s image.

3. Anti-Corruption/Anti-Bribery

Open Text expects its suppliers to have established their own anti-corruption policies consistent with this Policy and with applicable law.

You must treat your customers, suppliers, competitors, regulators and all other persons with complete impartiality and according to the law. No payments, gifts, kickbacks or benefits may be offered to any person in an attempt to gain an advantage in any situation or to influence improperly that person’s decision or performance of duties. In addition, you are strictly prohibited from offering money, merchandise, favors, or services (other than as accepted in general business practice and in accordance with the applicable Open Text policy) to any agent or organization in a position to benefit you or your company.

You are not permitted to accept any cash, gift, kickback or benefit that is intended to or could be interpreted as intended to influence the performance of your duties. This prohibition extends to members of your immediate family.

4. Insider Trading

Open Text expects its Suppliers to have established their own insider trading policies consistent with this Policy and with applicable law. There are strict laws prohibiting the buying and selling of securities of a company while being aware of material corporate information relating to that company that has not been disclosed. Trading securities while in possession of material non-public information (i.e., “inside information”) is called “insider trading” and is prohibited by law. Severe penalties can be imposed on persons who violate insider trading laws.

5. Compliance with Trade Laws

Trade laws prohibit the sale of our products or services into certain countries or to certain nationals identified by the government and Supplier should have policies and procedures in place that are consistent with applicable trade laws.

6. Anti-Trust

Many countries have adopted anti-trusts laws intended to protect fair competition by prohibiting activities that result in monopolies or price fixing or otherwise limit competition. We expect our Supplier to be committed to adhering to all applicable anti-trust laws.

7. Compliance with Labor Laws

Open Text expects its Suppliers to have in place policies and procedures to ensure compliance with applicable labor laws including but not limited to laws related to slavery, servitude and forced or compulsory labour, bonded labour, child or otherwise underage labor, anti-human trafficking, wages and benefits, working hours, an employee's right to leave one's employment, freedom of association, and collective bargaining.

Suppliers are to have in place procedures to manage ethical issues within their supply chain, including, but not limited to all labour-related processes to ensure compliance with all of the requirements set-out immediately above.

8. Compliance with Laws

Open Text is committed to compliance with all applicable laws, rules and regulations in the jurisdictions where we conduct business, and we expect the same commitment from our Suppliers. We have specifically addressed some of those laws in this Policy, however, this Policy is not intended to be an exhaustive list of the laws with which we must comply.

9. Confidentiality

You are required to maintain the confidentiality of non-public information obtained in the course of your duties. This information may belong to Open Text or its partners or customers. You cannot use the information for your benefit or release it to inappropriate parties. Partners, customers or other third parties may have a non-disclosure agreement with Open Text which subjects their information to additional restrictions and procedures. Before disclosing any information to a third party, you are responsible for ensuring such disclosure is made in accordance with any such non-disclosure agreement, any Supplier agreement in place between you and Open Text and this Policy.

Never disclose confidential information in any form (for example records, reports, financial and sales information, internal Open Text objectives, or plans involving Open Text or its customers, suppliers, or competitors, such as customer names that have not been publicly announced, project details, acquisitions, etc.) to an outside party or to an employee of your organization who does not have authorized access. Use of confidential information for personal gain or to influence business transactions is not permitted.

Confidential information should only be discussed in a secure environment and only amongst employees with authorized access and on a “need to know” basis. Care should be taken while having business discussions in public environments such as on airplanes, elevators, in restaurants and other public venues that are considered insecure.

You must safeguard confidential documents, laptop computers, and other Open Text property that is required to be taken outside the workplace for legitimate business reasons.

10. Data Privacy

Open Text regards the lawful and correct treatment of personal information as very important to the successful and efficient performance of its functions, and to maintain the confidence of its customers and partners. Many countries have laws protecting personally identifiable information (PII). PII can include an individual’s name, telephone numbers, social security number, email addresses or home address. Certain PII, including, but not limited to, information about an individual’s medical records, financial records, employment history, religious background, political affiliations or sexual orientation may be subject to additional legal protections.

All PII should be considered confidential information and should be treated as such according to this Policy. You are required to handle, store and dispose of PII in compliance with the relevant laws that apply to the information. To the extent possible, you should limit your exposure and access to PII. You should only access PII to the extent necessary to perform your contractual obligations.

Open Text expects its Suppliers to have established their own data protection policies consistent with this Policy and with applicable law.

11. Safeguarding Intellectual Property

Certain Suppliers may be exposed to Open Text’s intellectual property (IP). In the event you are exposed to Open Text IP, you are responsible for protecting Open Text’s IP. Open Text’s IP may include, but is not limited to, patents, software code, technical product information, information regarding research and development, confidential market research, customer names, customer lists, pricing information, and trade secrets. A trade secret is information, including formula, pattern, compilation, program, method, technique, or process, that: (i) derives its value from not being known by others, especially competitors and (ii) is the subject of reasonable efforts to maintain its secrecy. Trade secrets by their nature derive their value from remaining secret. Therefore, when a trade secret is stolen, it immediately loses its value.

As a software company, Open Text’s business rests upon the value of its intellectual property and trade secrets. Therefore, you should use the utmost care in protecting Open Text’s IP and trade secrets, including treating such information as confidential according to this Policy. You must use Open Text IP for its intended purpose: supporting and conducting company business.

Open Text’s IP also includes its logos, trademarks and copyrights.

In addition to protecting Open Text's IP, you must also respect the intellectual property rights of others. This means you should not use software or other copyright-protected content without a proper license to do so. You should only use licensed materials in conformity with the terms and conditions of the applicable license agreement.

12. Dealing with Open Text Competitors

You are forbidden from sharing with Open Text competitors any information that you learn through your relationship with Open Text, including but not limited to our pricing and conditions of sale, costs, our products and service offerings, market conditions or other confidential information, from which competitors could gain benefit over Open Text or that would violate this Policy.

13. Company Assets

As an Open Text Supplier, certain Open Text assets may become available to you. Open Text assets include telephones, laptops, copy machines, leased premises, and email accounts. You must reasonably protect Open Text assets from misuse, damage or theft. You can only use Open Text assets and opportunities for the intended purpose of supporting and conducting business pursuant to the terms of your contract with Open Text.

14. Government as a Customer

It is illegal to offer a direct or indirect benefit to a public official or government employee for the purpose of obtaining, retaining, or directing business. Open Text expects all of its Suppliers to comply with such laws, especially where Supplier is conducting business on behalf of Open Text.

15. Books and Records

Open Text expects its Suppliers to have policies and procedures in place to ensure compliance with laws and industry standards for good business practice consistent with this Policy.

Supplier will provide any assistance necessary to enable Open Text to provide full, fair, accurate, timely, and understandable disclosure in all public communications including the reports and documents that it files with the United States Securities and Exchange Commission and other applicable regulatory bodies.

In conducting its own business and business on behalf of Open Text, Suppliers should never modify records, omit important information or make statements that are intentionally misleading, including but not limited to creating or maintaining undisclosed or unrecorded funds of money or other assets. All Open Text Suppliers are required to maintain accurate records and reports which may include but are not limited to, expense reports, invoices, time cards, customer information, product information financial records. In addition to maintaining truthful books and records, Supplier must comply with all anti-money laundering laws and will do business only with vendors, consultants and partners that conduct lawful business activities and whose funds are derived from legitimate sources.

16. Corporate Giving

Being a good corporate citizen and investing in the communities we serve is an important part of the way we do business at Open Text. We encourage our Suppliers to become active members in their communities through volunteering and giving.

17. Environment

Open Text expects its Suppliers to have in place policies that promote environmental awareness, conservation and sustainability.

18. No Discrimination and No Harassment

Supplier is required to comply with all laws and company policies regarding discrimination and harassment, and is expected to have established your own internal policies consistent with these laws.

Open Text expects its Suppliers to have policies in place to prevent (i) discrimination against someone based on their race, ancestry, religion, place of origin, color, ethnic origin, citizenship, creed, gender, pregnancy, sexual orientation, age, marital status, family status, mental or physical disability, social conditions, political belief or any other factor unrelated to job requirements and (ii) harassment including but not limited to jokes, slurs, unwelcome touching, assault, threats, unwelcome requests for sexual favors or dates, and derogatory comments, gestures, cartoons, photographs.

Harassment and discrimination are illegal and strictly prohibited when Supplier is performing work for or on behalf of Open Text. Violation of this Policy could result in immediate termination of your contract with Open Text.

19. No Substance Abuse

Open Text is committed to providing a safe work environment and to fostering the well-being and health of its employees, as such, Open Text expects its Suppliers to have policies in place to prevent and address issues related to substance abuse.

20. Equal Opportunity Employer

Supplier shall be an equal opportunity employer and seek to provide a working environment that is inclusive of everyone regardless of race, ancestry, religion, place of origin, color, ethnic origin, citizenship, creed, gender, gender identification, veteran status, culture, national origin, pregnancy, sexual orientation, age, marital status, family status, mental or physical disability, social conditions, political belief or any other factor unrelated to job requirements or other basis protected by applicable laws.

21. Health and Safety

Open Text expects its Suppliers to have developed internal policies to ensure a safe working environment and that adhere to applicable laws and industry standards. To the extent Suppliers perform work for Open Text on site, we expect such Suppliers to adhere to Open Text applicable policies.

22. Privacy

Suppliers should be aware that data and other materials in files maintained on the Open Text network may be subject to review, disclosure or discovery. Open Text respects the privacy of its employees and suppliers and encourages a collaborative work environment. All employees and suppliers should be aware that email, internet use, instant messaging, wikis and all forms of social computing on any Open Text systems are business tools and as such may be monitored and recorded by Open Text to ensure compliance with this policy, subject to applicable law. Open Text reserves the right to monitor its facilities and equipment in order to ensure safety, prevent illegal activity, investigate any reports of misconduct, comply with applicable laws, manage information systems, and for other reasonable business purposes.

23. Publicity

Open Text has authorized only specific individuals to make statements on behalf of the company. Open Text must ensure that all public statements adhere to legal requirements and company objectives. If you are contacted by a member of the media, a securities analyst or investor regarding Open Text, you should refer them to Open Text Public Relations at publicrelations@opentext.com.

24. Legal Hold

There may be times when the Open Text Law Department will require you to retain documents longer than usual; this is referred to as a “legal hold”. Usually a legal hold is issued regarding legal matters such as litigation. If you receive notice of a legal hold, you will be required to safeguard any and all potentially relevant documentation and data as described in the legal hold notice. Once you receive notice of a legal hold, it will remain in effect until the Open Text Law Department issues an express written release of the legal hold.

25. Investigations and Disciplinary Action

Suppliers will cooperate fully in any investigation by Open Text into violations of this Policy.

Questions or Concerns with this Policy

All questions, requests for clarification or concerns regarding this Policy should be directed to the Open Text Supplier Hotline at supplierhotline@opentext.com.

About OpenText

OpenText enables the digital world, creating a better way for organizations to work with information, on-premises or in the cloud. For more information about OpenText (NASDAQ/TSX: OTEX), visit opentext.com.

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