

Q: Can I work from home on my personal computer?

A: No. You must only work from a secure workstation. Contact your manager if you wish to work from home and OpenText IT can set you up with a secure home office workstation.

Q: I am in Marketing. I'm working on a press release, and I want to describe the success that one of our biggest customers has had using our solution. Is that OK?

A: It depends. Some of our contracts prohibit us from mentioning the other party in our publications. You should check with the Law Department so they can review the relevant contract. You will likely need to get written permission from the customer too.

are responsible for ensuring such disclosure is made in accordance with any such non-disclosure agreement and this Policy.

You occupy a position of trust within the Company. Never disclose confidential information in any form (e.g., records, reports, financial and sales information, project details, acquisitions or plans involving OpenText or its customers, suppliers, or competitors, such as customer names that have not been publicly announced) to an outside party or to an employee 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 not considered secure.

If you receive an external request for confidential OpenText information, refer such requests to the ELT member responsible for your department. If a government agency has issued notice that by law it is required to release confidential OpenText information to a third party, you must escalate the matter by providing written notice to the ELT member responsible for your department, the Compliance Officer, and OpenText Legal Counsel prior to the release of the information.

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

Regarding matters of litigation, or potential litigation, the details must be forwarded to the Law Department without delay.

Nothing in this Policy or the other policies of the Company prevents or prohibits any employee from (1) making any disclosure of relevant and necessary information or documents in connection with any charge, action, investigation, or proceeding, or as required by law or legal process; or (2) communicating with, responding to any inquiries from, providing testimony before, providing confidential OpenText information to, reporting possible violations of law or regulation to, filing a claim with, or assisting an investigation with a self-regulatory authority or a local, state, provincial or federal government agency or

commission, or from making other disclosures that are protected under the whistleblower provisions of a state, provincial or federal law or regulation. You do not need prior authorization of the Company to undertake such conduct, and you do not need to notify the Company that you have undertaken any such conduct.

NOTICE TO U.S.-BASED EMPLOYEES OF IMMUNITY FROM LIABILITY FOR CONFIDENTIAL DISCLOSURE OF A TRADE SECRET TO THE GOVERNMENT OR IN A COURT FILING:

Notwithstanding anything herein to the contrary, under the *Federal Defend Trade Secrets Act of 2016*, an individual (U.S.-based employee) may not be held criminally or civilly liable under any Federal or State trade secret law for the disclosure of a trade secret that (A) is made (i) in confidence to a Federal, State, or local government official, either directly or indirectly, or to an attorney; and (ii) solely for the purpose of reporting or investigating a suspected violation of law; or (B) is made in a complaint or other document filed in a lawsuit or other proceeding, if such filing is made under seal. An individual who files a lawsuit for retaliation by an employer for reporting a suspected violation of law may disclose the trade secret to the attorney of the individual and use the trade secret information in the court proceeding if the individual files any document containing the trade secret under seal and does not disclose the trade secret except pursuant to court order. Nothing herein is intended, or should be construed, to affect the immunities created by the *Defend Trade Secrets Act of 2016*.

Data Privacy

Q: I am in Professional Services, and I am on-site for a large customer in the health insurance industry. I don't need any PII to perform my duties. Do I need to worry about data privacy rules in this Policy?

A: Yes. You should always consider how the guidelines in this Policy affect you. You should always limit your access to PII. OpenText may also have additional contractual obligations to the customer. You should consult with your manager and the Law Department according to this Policy.

OpenText regards the lawful and correct treatment of personal information as very important to perform its functions successfully and efficiently, 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

Q: I am in Human Resources, and I have access to all employee records. A friend of mine in the Marketing Department has been working on a project for months and wanted to send a gift basket to some co-workers who have been helping her. She asked me to send her their home addresses. It seems harmless to share the information, so can I do that?

A: No. Even if your friend's intentions are genuine and seem harmless, the information she has requested is PII, and you are obligated to maintain the confidentiality of every employee's PII.

Q: A new customer wants to see a demonstration of our software, but the Law Department says we need a Non-Disclosure Agreement (NDA) in place first. It's just a demo, so why do we need an NDA?

A: During demonstrations, we often reveal intellectual property like technical product information, product roadmaps, pricing, and other customers' names. If we do not have an NDA in place with your customer, you will not be able to share this information, which would significantly impact the effectiveness of the demonstration.

Q: If I help create software, customer lists, or sales/process plays while I'm employed at Open Text, may I use any of those items at a future employer if I don't disclose them to anyone at my future employer?

A: Definitely not. Software, customer lists, sales/process plays, and any other tangible or non-tangible things created during employment are owned by the Company and may not be used for your personal benefit or for the benefit of others outside of OpenText.

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 job duties.

Please review [OpenText's Global Information Security Policy](#) for more information on this important topic. If you suspect PII is being treated in a manner that is in violation of this Policy, you should report it immediately to the Compliance Officer at complianceofficer@opentext.com or visit <https://opentext.ethicspoint.com>. If you have questions about how this section of the Policy applies to you, contact the ELT member responsible for your department immediately.

Safeguarding Intellectual Property

You are responsible for protecting OpenText's intellectual property (IP), which includes not disclosing or otherwise using the Company's Intellectual Property for your personal benefit should your employment end with the Company. Also, you may not share any Company intellectual property with any former employees of OpenText. OpenText'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, OpenText's entire business rests upon the value of its intellectual property and trade secrets. Therefore, you should use the utmost care in protecting OpenText's IP and trade secrets, including treating such information as confidential according to this Policy. You must use OpenText IP for its intended purpose: supporting and conducting Company business. Please review [OpenText's Global Information Security Policy](#) for more information on this important topic.

OpenText's IP also includes its logos, trademarks and copyrights. Before using or allowing a third party to use any of OpenText's logos,

Q: I am in Marketing. I am working on a whitepaper series, and I want to include a diagram I found in another publication. Can I include the diagram?

A: It depends. The other publication is likely protected by copyright laws, meaning you can't just cut and paste the diagram into your work. Most publications allow you to republish their contents subject to specific copyright terms and conditions. If you want to republish something that doesn't belong to OpenText, you should consult with the Law Department to be certain you have the necessary permissions.

Examples of agreements that could limit competition:

- Partner agreements not restricted to a certain territory.
- Agreement not to sell to, market to or divide certain customers, groups or territories.
- Agreements with competitors to establish prices.

trademarks or copyrights you should check with the Law Department. More information about authorized use of OpenText's logos, trademarks and copyrights is available on [OpenText's website](#).

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

If you suspect the IP rights of OpenText or a third party have been violated, contact the Law Department immediately.

Company Property

Company property include telephones, copy machines, leased premises, Company credit cards and email accounts. You must reasonably protect Company property from misuse, damage or theft. You can only use OpenText property and opportunities for the intended purpose of supporting and conducting Company business.

Anti-Trust and Competition Laws

Many countries have adopted anti-trust or competition laws intended to protect fair competition by prohibiting activities that result in monopolies or price fixing or otherwise limit competition. OpenText is proud of its formidable position in the competitive marketplace and is committed to adhering to all applicable anti-trust laws.

Anti-trust and competition laws are complicated, so you should always consult with the Law Department before entering into agreements or understandings, whether formal or informal, with customers, partners or competitors that could have the effect of limiting competition in the marketplace. Even the appearance of impropriety could raise concerns under those laws. As such, you should not discuss Company information like pricing, research and development, contract terms and conditions, prospective customer and partner opportunities, employment practices, marketing strategies with competitors unless you have received management approval and approval from the Law Department.

Dealing with Competitors

You are forbidden from sharing information with competitors about matters such as 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 OpenText or that would violate this Policy. In order to avoid violating this Policy or giving the appearance of impropriety, you should use extra caution when interacting with competitors. You must only accept, read, use or obtain information about competitors through lawful means.

Government as a Customer

The procedures for contracting with foreign, federal, state and local governments, government-owned enterprises or through government resellers often differ from traditional commercial contracting processes and may be subject to special requirements or restrictions specific to a particular governmental agency. You should discuss any opportunity to sell directly or indirectly to the government with the Law Department. 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. You are responsible for complying with all such laws.

SUSTAINABILITY

OpenText is committed to working toward sustainability in our operations and meeting the social and environmental expectations of our stakeholders. We are a signatory to the United Nations Global Compact.

Environment

OpenText is committed to minimizing the adverse impacts of our business activities on the local and global environment, while meeting the needs of our customers and enabling their digital transformations and supporting their sustainability efforts. Committed to meeting or exceeding our regulatory requirements, we actively measure and manage our energy, waste and carbon footprints in our operations.

SOCIAL RESPONSIBILITY

Our business operations are conducted in ways that respect human rights, support our workforce, and interact with our clients and suppliers with integrity.

Anti-Human Trafficking

OpenText is committed to taking action against human trafficking, child labor and forced labor in our operations and supply chain. OpenText employees are prohibited from engaging in trafficking in persons, which includes but is not limited to the illegal movement of people, trafficking in persons, sexual exploitation, and the use of forced or child labor of any form. Any employee believing he or she has been a victim of human trafficking, child labor or forced labor, or has knowledge of such offenses should report any such incident to his or her manager, the next level of management, Human Resources or the Compliance Officer.

Human Rights

Respecting human rights is embedded in the way OpenText does business. Human rights are the fundamental rights, freedoms and standards of treatment to which all people are entitled. OpenText focuses on respecting labor rights, treating all people with dignity and respect, enabling healthy and safe work environments, promoting ethical behavior and respecting privacy. OpenText believes respect for human rights is integral to advancing sustainability.

OpenText respects the right of workers to freely associate, organize and bargain collectively in accordance with the applicable laws and customs of the locations where they work. OpenText is committed to engaging in good faith with the employees' chosen representatives.

HONESTY

OpenText conducts business honestly and fairly. This means you are expected to do things like keep accurate and complete records and avoid activities like theft, fraud and money laundering.

Q: Where can I find more information about acceptable expenses and travel?

A: You can find more information in [OpenText's Global Travel & Expense Policy](#) posted to our intranet.

Books and Records

OpenText is committed to providing 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.

You 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 OpenText employees are required to maintain accurate records and reports including, but not limited to, expense reports, sales quotes, invoices, customer information, product information and Company financial records.

When transacting business on behalf of OpenText, you must strictly adhere to the [Approvals and Authorities Policy](#), which is designed to ensure that all transactions meet internal approval requirements and are properly recorded and supported as required by law and good business practice.

OpenText maintains internal controls and procedures designed to provide reasonable assurance of achieving (i) efficiency of operations; (ii) safeguarding and proper management of Company assets; (iii) reliability of financial reporting that is in compliance with generally accepted accounting principles; and (iv) compliance with applicable laws and regulations.

Compliance with these controls and procedures is of paramount importance. If you believe that OpenText's books or records are not being properly maintained, or that information is not being properly disclosed in accordance with these controls and procedures, you should report the matter immediately in accordance with the *Report Incident Flowchart*.

Legal Hold

There may be times when the 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 Law Department issues an express written release of the legal hold.

Preventing Theft and Fraud

We all understand that theft means taking something that doesn't belong to you without permission. It is unlawful to take, use or disclose Company property for your personal benefit for the benefit of third parties including former employees of OpenText. This includes Company computers, phones, supplies, intellectual property and other confidential and proprietary information. It is also prohibited to disburse funds, dispose of assets, or commit the Company to liabilities without proper authorization.

Theft can also be perpetrated by taking someone else's tangible property or money, or by committing fraud. Fraud is intentionally misleading someone in order to make them do (or not do) something based on the misleading statements or actions you made and which results in that person sustaining economic harm. OpenText does not tolerate theft or fraud. Individuals who commit theft or fraud will be disciplined and may face criminal prosecution or civil penalties.

No Money Laundering or Terrorist Financing

Money Laundering is the process of concealing illegitimate funds by moving them through legitimate businesses, in other words, washing dirty money through clean companies. A related concern is the use of legitimate funds to finance or support terrorist groups or activities. Money laundering and terrorist financing are illegal. You must never knowingly participate directly or indirectly in money laundering or terrorist financing. Report suspicious activity, such as requests to transfer funds to or from countries or companies unrelated to your particular transaction, to the Compliance Officer immediately.

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 OpenText. In addition to granting donations to organizations, we encourage our employees to become active members in our communities through volunteering. You can find out more about corporate giving at OpenText on our website.

Publicity

OpenText has authorized only specific individuals to make statements on behalf of the Company. OpenText 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 for a comment on behalf of OpenText, you should refer them to OpenText Public Relations at publicrelations@opentext.com.

RESPECT

Q: My co-workers and I recently finished a big project. We went out for a few drinks after work to celebrate. While we were hanging out, one of my co-workers asked me out on a date. I politely turned him down, but he seemed really angry. Ever since then he has been rude and condescending to me. He's really become difficult to work with, even other people in the office have started to notice. Is this really something I should bother my manager about?

A: You should never feel like you will be bothering your manager by following Company policies. You should report the matter in accordance with the Report Incident Flowchart. Remember, OpenText will not tolerate any form of harassment.

Q: I believe my manager is discriminating against a co-worker based on his sexual orientation. When I asked my co-worker about it he said he didn't want to make things worse by reporting it. Even though my manager isn't targeting me, should I report the matter?

A: If you believe in good faith that there is a violation of this Policy, you have an obligation to report it.

OpenText is committed to maintaining a work environment that is grounded in respect for each individual and their personal dignity. This includes creating a work environment that is safe and a company culture that promotes success for all OpenText employees.

No Discrimination and No Harassment:

Each individual has the right to work in a professional organization that promotes equal opportunities and prohibits discriminatory practices. Discrimination means placing someone at a disadvantage. You cannot discriminate against someone based on their race, ancestry, religion, place of origin, color, ethnic origin, citizenship, creed, gender, gender identification, pregnancy, sexual orientation, age, marital status, veteran status, family status, mental or physical disability, genetic information, social conditions, political belief or any other basis protected by applicable laws.

Harassment is a form of discrimination. Harassment can take on many forms including 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. Any form of harassment or discrimination is unacceptable and will not be tolerated by OpenText. Violation of this policy could result in immediate termination. You are required to comply with all laws and Company policies regarding discrimination and harassment. Employees are required to review [OpenText's Respect in the Workplace Policy](#) and other applicable OpenText policies related to discrimination and harassment.

No Substance Abuse

OpenText is committed to providing a safe work environment and to fostering the well-being and health of its employees. OpenText seeks to foster a community where substance abuse is not condoned and where those with substance abuse problems are provided with assistance. OpenText's primary approach to preventing substance

abuse is to educate its employees regarding the medical and psychological hazards of substance abuse.

All employees are required to review [OpenText's Drug - and Alcohol-Free Workplace Policy](#).

Equal Opportunity Employer

The goal of OpenText is 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, genetic information, social conditions, political belief or any other basis protected by applicable laws.

OpenText believes that a diverse workforce has significant positive results in attracting and retaining talent. For more information about this important topic, please review [OpenText's Equity, Diversity and Inclusion Policy](#), which has been created to help employees understand, support, and comply with guidelines developed to promote diversity and inclusiveness at OpenText.

Health and Safety

We provide employees with a safe and healthy working environment, and we recognize that an effective health and safety program is an integral part of every job activity in all of its operations. We have developed an [Occupational Health and Safety Policy](#) for you to review which outlines our commitment to providing a safe working environment.

Privacy

OpenText respects the privacy of its employees and encourages a collaborative work environment. All employees should be aware that email, internet use, instant messaging, wikis and all forms of social computing are business tools and as such may be monitored and recorded by OpenText to ensure compliance with this Code. OpenText reserves the right to monitor its facilities and equipment in order to ensure safety, prevent illegal activity, investigate any reports of misconduct, monitor compliance with Company policy, comply with applicable laws, manage information systems, and for other reasonable business purposes in accordance with the [Privacy Policy for Employees](#).

Company access to individual employee systems will be managed in accordance with local legislation and OpenText will cooperate fully with local, state/provincial and federal authorities in any investigation concerning or related to any illegal activities and activities not in compliance with Company policies conducted through the Company network. Employees should be aware that data and other materials in files maintained on the network may be subject to review, disclosure or discovery. Please review the [Email, Internet & Social Media Policy](#) for more information.

ADMINISTRATION AND RESOURCES

OpenText is committed to ensuring the success of this Policy. As such, we have established procedures for administering and enforcing this Policy, and we have made many resources available to help you understand and apply this Policy.

Investigations and Disciplinary Action

The Corporate Governance and Nominating Committee of the Board of Directors of the Company are responsible for administering this Policy. An Ethics Committee and a Compliance Officer have also been designated to assist in the administration of this Policy and the receipt of submissions made under this Policy. The Corporate Governance and Nominating Committee will make recommendations to the Board regarding any violations of this Policy.

All issues and concerns specifically related to accounting, internal financial controls, and/or auditing will be reviewed and forwarded to the Audit Committee of the Board of Directors.

If a suspected violation is reported concerning an employee who is neither a director nor an officer of the Company, Company contractor or other third party, then the Compliance Officer will promptly review the suspected violation and appoint an investigation team, which will be authorized to have access to all functions, records, property and personnel within the confines of the law. The Ethics Committee will make any final decisions with respect to the investigations and make recommendations to the Chief Executive Officer or the Board of Directors, as appropriate, for action.

If a suspected violation is reported concerning a director or officer, then the matter shall be referred directly to the Chair of the

Corporate Governance and Nominating Committee who will promptly convene a meeting of the Corporate Governance and Nominating Committee to review the suspected violation.

If you are contacted by OpenText personnel who are investigating a suspected violation, your full cooperation is required, and you must always provide truthful, complete and accurate information. If you are contacted by an external investigator, you must notify the Law Department immediately. You must never alter or destroy documents or evidence, breach the confidentiality of, or otherwise compromise or interfere with any investigation.

Deliberations of the Corporate Governance and Nominating Committee and of the Ethics Committee will be conducted with professionalism and decisions will be documented. Findings may also be shared with the reporting employee as appropriate at the sole discretion of the Compliance Officer in compliance with local law.

Disciplinary action for violation of this Policy will correspond to the gravity of the offense. If you violate this Policy, appropriate corrective action will be taken, which may include loss of access to system accounts and/or other disciplinary action up to and including termination of employment.

Compliance Officer and Ethics Committee

The Compliance Officer shall report to the Chief Legal Officer & Corporate Secretary. The Chief Legal Officer shall chair the Ethics Committee, which is composed of at least three people. The Ethics Committee will have one representative from the Law Department, one representative for Human Resources, and one representative from the Finance Department. Members of the Ethics Committee may be rotated each fiscal year. The Ethics Committee is responsible for communicating this Policy and assisting the Corporate Governance and Nominating Committee in administering this Policy.

The Ethics Committee will meet at least quarterly, and the Chair of the Ethics Committee will convene special meetings if required.

Waivers of this Policy

OpenText does not expect that waivers of this Policy will be granted.

Only the Board of Directors or a Committee of the Board of Directors may grant a waiver of any provision of this Policy. OpenText officers

and directors must submit a request for such a waiver to the Corporate Governance and Nominating Committee of the Board of Directors in writing. If you are not an officer or director, you must submit a request for a waiver to the Compliance Officer. OpenText will publicly disclose any substantive changes to this Policy that apply to certain executive officers, or any waivers of a provision of this Policy that apply, in the manner and to the extent required by law or applicable regulations.

Certificate of Compliance

All directors, officers, and employees will be required to certify that they have read this Policy and will comply with it.

Related Company Policies

OpenText maintains separate, detailed policies regarding such matters as securities trading, public disclosure, health and safety, sexual harassment, employee theft, internet and email usage, and employee substance abuse that can be obtained by employees on the corporate [Intranet](#). These separate policies are consistent in all aspects with the spirit and the letter of this Policy.

Definitions

“Business Unit” means one or more of the functional areas of the Company such as: Law Department, Finance, Research and Development, Human Resources, Global Services, IT, Marketing, and Sales.

“Compliance Officer” means the Vice-President & General Counsel HR & Litigation; Chief Compliance Officer.

“ELT” means the Executive Leadership Team of the Company as determined by the Company CEO and CTO and identified in writing to the employees.

Department Responsible for this Policy

Compliance Officer

Questions or Concerns with this Policy

All questions, requests for clarification or concerns regarding this Policy should be directed to the Compliance Officer at complianceofficer@opentext.com.

Appendix A

Report Incident Flowchart

