



OpenText Supplier Code of Conduct

July 2023

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OpenText is committed to bringing our people, our customers and communities together to turn information into a competitive advantage for society and the planet. In an age of disruption, we see an opportunity to use information for the greater good and aspire to unlock its potential to advance societal goals and accelerate positive change.

Trust is one of our core values. To maintain our company's position as a market leader, it is crucial for us to earn the trust of our customers, employees, investors and the communities in which we operate. Gaining that trust starts with conducting our business in a way that achieves high standards of ethics and integrity.

We are committed to conducting our business ethically, with integrity and in compliance with the letter and spirit of all applicable laws and regulations. Our Code of Business Conduct and Ethics



Suppliers must promptly inform their OpenText contact, a member of OpenText management or the contacts provided at the end of this document when any situation develops that causes the Supplier to operate in violation of this Supplier Code of Conduct.

Our supplier agreements make c2(1), c2(2), c2(3), c2(4), c2(5), c2(6), c2(7), c2(8), c2(9), c2(10), c2(11), c2(12), c2(13), c2(14), c2(15), c2(16), c2(17), c2(18), c2(19), c2(20), c2(21), c2(22), c2(23), c2(24), c2(25), c2(26), c2(27), c2(28), c2(29), c2(30), c2(31), c2(32), c2(33), c2(34), c2(35), c2(36), c2(37), c2(38), c2(39), c2(40), c2(41), c2(42), c2(43), c2(44), c2(45), c2(46), c2(47), c2(48), c2(49), c2(50), c2(51), c2(52), c2(53), c2(54), c2(55), c2(56), c2(57), c2(58), c2(59), c2(60), c2(61), c2(62), c2(63), c2(64), c2(65), c2(66), c2(67), c2(68), c2(69), c2(70), c2(71), c2(72), c2(73), c2(74), c2(75), c2(76), c2(77), c2(78), c2(79), c2(80), c2(81), c2(82), c2(83), c2(84), c2(85), c2(86), c2(87), c2(88), c2(89), c2(90), c2(91), c2(92), c2(93), c2(94), c2(95), c2(96), c2(97), c2(98), c2(99), c2(100)



accepted in general business practice and in accordance with the applicable OpenText policy) to any agent or organization in a position to benefit the Supplier or OpenText.

Giving business courtesies to OpenText employees, if permitted at all, should be modest and infrequent. Suppliers should never give anything to gain an improper business advantage. Suppliers should be aware of limits. The value of any courtesy offered by a Supplier to an OpenText employee may not exceed the limits applicable to the employee's business unit and country. OpenText business unit and country limits may prohibit courtesies entirely or set maximum limits at varying amounts. It is the Supplier's responsibility to ask the recipient what the applicable limits are and to not exceed those limits. Suppliers are not allowed to give gifts of any value to any member of OpenText Procurement or its representatives.

Suppliers 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 the Supplier's duties. Suppliers will not take any actions to violate, or cause its business partners to violate, any applicable anti-bribery laws and regulations (including the UK Bribery Act and the U.S. Foreign Corrupt Practices Act). This prohibition extends to members of the Supplier's employees' immediate families.

Suppliers must not participate in money laundering and must comply with all applicable laws concerning money laundering. They must not acquire, use, convert, conceal or possess the proceeds of crime, help another person to do so, or assist terrorist financing in any way. Suppliers will have an understanding of the fraud risks in their business area and not perform or be involved in any form of fraud or fraudulent activity. Suppliers will not evade paying tax or knowingly assist others to evade taxes.

Suppliers shall have the highest standards of integrity and shall uphold these standards in all business interactions. Suppliers shall have a zero-tolerance policy with respect to all forms of bribery, corruption, extortion, money laundering and/or embezzlement. OpenText requires its Suppliers to have established their own anti-corruption policies consistent with this SCoC and with applicable law. Suppliers must report signs of any personnel, representative or partner performing unethically or engaged in bribery or kickbacks in connection with their dealings with OpenText.

1.5 Government as a Customer

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

"Government official" refers to all of the following: (i) any employee of a government entity or subdivision, including elected officials; (ii) any private person acting on behalf of a government entity, even if just temporarily; (iii) officers and employees of companies that are owned or controlled by the government; (iv) candidates for political office; (v) political party officials; and (vi) officers, employees and representatives of public international organizations, such as the World Bank and United Nations.

1.6 Confidentiality

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

Confidential information in any form (for example, business strategies, flow charts, policies, models, plans and procedures, marketing plans, pricing, financial information, techniques, proposals, diagrams, research, development, software, hardware, source code designs, tools, concepts, processes, inventions, methodologies, drawings, data and trade secrets, object code, ideas, customer information, employee information and other confidential information and materials concerning the other party, third party confidential information, and other sensitive or proprietary information and data of any kind, whether or not in physical form, etc.) shall not be disclosed to an outside party or to an employee of Supplier's 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 in o(s)-8 (i)3.1 (o)Tj 0.n

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Supplier must not collect, retain, share, disclose or use any OpenText data, including but not limited to any personal information: i) for any purpose other than for the specific purpose of performing services or selling goods to OpenText pursuant to written agreements with OpenText or ii) outside the direct business relationship between Supplier and OpenText.

Supplier may not make OpenText data accessible to any subcontractor.

3.4 Insider Trading

OpenText expects its Suppliers to have established insider trading policies consistent with this SCoC 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.

3.5 Company Assets

As an OpenText Supplier, certain OpenText assets may be made available for use. OpenText assets include telephones, laptops, copy machines, leased premises and email accounts. Suppliers must reasonably protect OpenText assets from misuse, damage or theft. OpenText assets and opportunities can only be used for their intended purpose of supporting and conducting business pursuant to the terms of the Supplier's contract with OpenText.

3.6 Sustainability

OpenText expects its Suppliers to have in place policies that promote environmental awareness, conservation, and sustainability that align with our Zero-In Initiative commitments summarized in [OpenText's Corporate Citizenship Report](#). OpenText will, to the extent possible, not knowingly engage with Suppliers (including their supply chain) that are likely to cause adverse social and environmental impacts. Suppliers are expected to provide goods and services in a manner that is both ethically responsible and sustainable. [OpenText Sustainable and Ethical Procurement Policy](#) addresses the

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- To freely choose employment
- No forced, bonded or compulsory prison labor
- Having the choice, without distinction, to elect to join or form trade unions of their own choosing and, where applicable, the right to bargain collectively
- In the case where a trade union is present, union representatives are not to be discriminated against and are to have the ability to perform their respective representative functions in the workplace without reprisal
- Wages that are no less than the legal minimum wage, or meet or exceed the national or local legal standard as applicable
- Standard working hours that are in compliance with national or local industry standards. In the case where there is a difference, the more stringent law shall be applied
- Overtime hours being in accordance with applicable national or local laws. In the case where there is a difference, the more stringent law shall be applied
- Freedom from intimidation or bullying, and a safe and healthy working environment

4.3 Grievances

Suppliers must provide employees with grievance procedures for raising workplace concerns, including concerns involving harassment and discrimination, to the attention of management for appropriate resolution. The grievance procedures provided must be accessible, culturally appropriate and include the option to report anonymously where appropriate. All forms of retaliation against workers for raising a workplace concern are strictly prohibited.

4.4 Equal Opportunity Employer

Supplier shall be an equal opportunity employer and seek to provide a working environment that is equitable, diverse and 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.

4.5 Health and Safety

OpenText Suppliers are to provide a safe and healthy work environment for all employees. OpenText requires its Suppliers to have developed internal policies to ensure a safe working environment and adhere to applicable laws and industry standards. To the extent Suppliers perform work for OpenText on site, Suppliers are expected to adhere to OpenText applicable policies.

At a minimum, Suppliers must:

- Comply and implement a process to ensure that their employees comply with all applicable

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Reporting Concerns or Violations

If there are concerns, or you have knowledge of a suspected or actual violation of our SCoC, other OpenText policies, any law, regulation or misconduct that may adversely impact OpenText and/or its employees, suppliers or supply chain, you can report such relevant information. OpenText has a number of communication channels to use to report such information. If you raise a concern with one of these contacts and the issue is not resolved, you should raise it using one of the other channels.



About OpenText

OpenText, The Information Company, enables organizations to gain insight through market leading information management solutions, on-premises or in the cloud. For more information about OpenText (NASDAQ: OTEX, TSX: OTEX) visit: [opentext.com](https://www.opentext.com).

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