

# HP PARTNER CODE OF CONDUCT

Effective November 1, 2015

## I. Introduction

At HP, we work collaboratively with our Partners to conduct business with passion for our customers and products, respect for individuals, and uncompromising integrity in our business dealings. References in this Code of Conduct to HP products include HP service offerings as well as HP hardware, software, supplies, and other products.

To meet these objectives, HP expects its Partners to maintain the highest standards of business ethics; become familiar with and comply with all laws that are relevant to their HP Partner status, including the extraterritorial laws that govern the conduct of HP, such as the United States Foreign Corrupt Practices Act ("FCPA"), the U.K. Bribery Act, and similar anti-corruption laws of other countries where the Partner does business or which otherwise apply to the Partner; and stay abreast of all legal and regulatory changes that are relevant to their HP Partner status. Further, HP requires that HP Partners (1) implement effective business controls that prevent and detect unlawful conduct; (2) comply with and agree to contractual provisions that require strict adherence to all applicable anti-corruption laws and other laws that are relevant to their HP Partner status and their HP Partner business; (3) grant HP audit rights to review the Partners' compliance with such laws relevant to their HP partner status; (4) to the extent they become aware, proactively report to HP actual or potential violations of this Partner Code of Conduct or applicable laws involving HP products by their employees and representatives, as well as actual or potential violations of HP's Standards of Business Conduct, this Partner Code of Conduct, and applicable laws by HP's employees and representatives; and (5) provide certification of their compliance with these laws and complete all related HP training and due diligence as and when requested by HP.

Although HP recognizes the different legal and cultural environments in which its Partners operate throughout the world, HP Partners must comply with the fundamental legal and ethical principles described in this Partner Code of Conduct. This Partner Code of Conduct is applicable to HP Partners, their employees, temporary employees, agents, independent contractors, and subcontractors. An HP Partner is any party selling HP products, including distributors, OEMs, resellers, agents, and any other party to an HP partner or channel agreement. An HP Partner also includes any party providing services directly or indirectly to HP in support of HP business, such as system integrators, logistics companies and other service providers to HP supporting HP business with its customers. A breach of this Partner Code of Conduct will be considered a breach of the Partner's contract with HP and may lead to the termination of the business relationship with HP.

## II. Compliance with Laws

### 1. Competition Laws

HP Partners must comply with laws and regulations governing fair trading and competition that are relevant to their HP Partner status. In addition to adherence to applicable local laws, HP Partners may not discuss or enter into a formal or informal agreement with any competitor about any of the following: (a) price; (b) matters affecting price; (c) production levels; (d) inventory levels; (e) bids; or (f) division of sales territory, products, customers, or suppliers.

In specific jurisdictions where such conduct is unlawful, HP Partners may not interfere with the right of other resellers to freely determine their resale price of products, limit a reseller's right to sell products, or condition the sale of products on an agreement to buy other products.

HP Partners may only use legal means to gather information about manufacturers or sellers of products that compete with HP's products.

### 2. Anti-Corruption Laws

#### *Absolute Prohibition on Bribery*

HP expects HP Partners to uphold the highest standards of integrity in all business interactions. HP has a zero tolerance policy prohibiting any and all forms of bribery, corruption, extortion, kickbacks and embezzlements. All HP Partners are strictly prohibited from promising, offering, authorizing, giving or accepting anything of value, either directly or indirectly through a third party, in order to obtain or retain business, direct business to any person, or otherwise gain an improper advantage. For purposes of this policy, "anything of value" includes, but is not limited to, gifts, favors, entertainment, and meals, regardless of their value.

HP Partners must comply with all applicable anti-corruption laws, including but not limited to the U.S. FCPA and the U.K. Bribery Act (collectively, the "Anti-Corruption Laws"). In addition to the Anti-Corruption Laws, there may be other applicable local laws or regulations related to gifts to and entertainment of government officials and/or commercial entities. For example, in the United States and some other countries, gifts to and entertainment of federal, state, or local government officials may be strictly prohibited, regardless of intent. As an HP Partner, you are required to comply with all applicable laws governing interactions with government officials. For the avoidance of doubt, HP Partners are prohibited from promising, offering, authorizing, giving or accepting any "grease" or "facilitation payments" for routine government actions, even where permitted by the FCPA or local laws.

HP also prohibits HP Partners, or their representatives or employees, from offering or providing cash or non-cash gifts, kickbacks, or entertainment to any HP employee for any improper purpose, such as influencing him or her to take a course of action. HP employees are similarly prohibited from soliciting such items. This prohibition extends to immediate family members of both HP Partner employees or representatives and HP employees.

#### *Books and Records*

HP Partners are required to keep complete and accurate books and records regarding sales of HP products and any and all transactions or other expenditures with respect to any HP-related business. HP Partners are expressly prohibited from engaging in false and/or misleading accounting practices, including but not limited to creating "slush funds" or similar improper financial practices. Such practice may also violate applicable laws, including the Anti-Corruption Laws. To be clear, HP employees and HP Partners must not engage in the creation or preparation of any misleading or inaccurate transactional documentation or the falsification of any type of transactional documentation relevant to HP-related business. HP Partners should refuse any request by any HP employee to create misleading, inaccurate or false documentation, including to "park funds" or misrepresent the intended use for funds. Any requests by an HP employee to engage in unethical conduct should be reported to HP through one of the methods specified at the end of this Code of Conduct.

#### *Third Parties Engaged By HP Partners*

HP Partners must not engage or contract with any third party in connection with any HP-related business that engages in, or is suspected of engaging in, bribes, kickbacks, improper payments or any other conduct that may violate the Anti-Corruption Laws. HP Partners may comply with this requirement by conducting appropriate risk-based diligence on any third party that the HP Partner may engage in connection with HP-related business in order to ensure that such third party complies with the Anti-Corruption Laws. Any and all employees, agents, representatives, subcontractors, or other parties who have been or will be engaged by an HP Partner in connection with HP-related business must agree to comply with ethics and compliance standards that are no less stringent than those embodied in this Code of Conduct.

### **3. Government Sector Sales Rules**

As described above, in addition to the Anti-Corruption Laws and the strict prohibition against any and all forms of bribery or improper payments, certain additional restrictions may apply with respect to government sales, employees, entities, and instrumentalities. HP Partners must become familiar with and comply with all laws and regulations relating to sales to government entities.

### **4. International Trade Laws**

HP Partners must become familiar with and, when transacting business as an HP Partner, comply with economic sanctions and trade embargoes imposed or approved by the United States Government.

Further, HP Partners must become familiar with and comply with all relevant laws and regulations in the United States and in applicable local foreign jurisdictions, including United States anti-money-laundering laws, import and export laws and regulations, and laws and regulations involving customs and taxation.

### **5. Intellectual Property Laws**

HP Partners must not infringe HP's trademarks and other intellectual property rights. HP Partners are also prohibited from infringing on the intellectual property rights of third parties in any manner relevant to their HP partner status. In particular, HP Partners may not be engaged in the production, distribution, storage or sale of counterfeit HP products or any third party product that infringes upon HP's intellectual property (including HP trademarks). Any breach hereof as determined by HP based on its sole discretion as a result of information gained by any means including its own investigative efforts, by its agents or by any law enforcement or investigative agency, will constitute a material breach, and entitle HP to exclude Partner from any HP channel programs, deprive Partner of any benefits earned under such programs, and/or alter discounts, as referred to in section 16.c of the HP Partner Agreement.

### **6. Environmental Laws**

HP Partners must conduct their operations in ways that are environmentally responsible and in compliance with all environmental laws, regulations, and standards that are relevant to their HP Partner status.

### **7. Human Rights, Labor Laws, and Fair Labor Practices**

HP Partners must comply with all health and safety regulations, laws upholding the rights of persons with disabilities, labor laws, and fair labor practices that are relevant to their HP Partner status. Specifically, HP requires HP Partners to comply with the local minimum wage and maximum working hours requirements, and prevent the use of forced, involuntary prison, bonded, or indentured labor. Forced or involuntary prison labor refers to situations in which laborers are required by the sentence to work

without compensation. Indentured labor refers to situations in which an employer forbids workers from freely and voluntarily leaving employment. Bonded labor refers to situations in which employees work to pay a debt, which is often incurred by another person, offering the worker's labor in exchange. Other forms of forced labor include situations in which labor contracts impose unreasonable legal or practical limitations on the workers' ability to leave their employment.

Child labor is not to be used. The term "child" refers to any person employed under the age of 15 (or 14 where the law of the country permits), or under the age for completing compulsory education, or under the minimum age for employment in the country, whichever is greatest. The use of legitimate workplace apprenticeship programs, which comply with all laws and regulations, is supported. Workers under the age of 18 should not perform hazardous work and may be restricted from night work with consideration given to educational needs.

Finally, HP Partners must never discriminate based on race, color, age, gender, sexual orientation, gender identity and expression, ethnicity, religion, disability, union membership, marital status, or political affiliation.

### **III. Adherence to Honest and Fair Marketing and Sales Practices and Compliance with Contracts**

#### **1. Marketing and Sales Practices**

HP Partners' marketing and sales practices must reflect a commitment to honest and fair dealings with their current and potential customers. HP Partners must not engage in any misleading or deceptive practices.

#### **2. Advertising Standards**

If an HP Partner is, with HP's prior written approval, engaged in any advertising, marketing, or promotional activities that reference or implicate HP, its name, logo, or services in any manner, the advertising, marketing, or promotional materials must comply with all laws, rules, and regulations, and must be truthful and accurate. Advertising, marketing, or promotional materials may not be false, misleading, or have a tendency to deceive, and all claims in advertising, marketing, or promotional materials must be substantiated by adequate supporting documentation. All HP Partners' advertising must clearly disclose the material terms and limitations of advertised offers.

HP Partners may not misrepresent products, services, and prices, or make unfair, misleading, inaccurate, or false claims about, or comparisons with, competitor offerings.

#### **3. Conflicts of Interest**

HP Partners must avoid engaging in any business activity that could create a conflict between their interests as an HP Partner and HP Partner's separate duty or obligation to provide independent advice to a Customer regarding the products or services being procured. In order to avoid actual, potential or apparent conflict of interest situations, HP Partners are not authorized to operate as an agent partner or to collect an agent commission or fee, or other type of compensation from HP, where the HP Partner is under a separate duty or obligation to provide independent, unbiased advice to a Customer regarding the products or services being procured. If a Partner believes that there exists a conflict of interest, or that a potential conflict of interest may arise, the Partner should report all pertinent details to a designated HP representative.

HP employees are required to comply with HP's Standards of Business Conduct. The selection of HP Partners is based on the quality of their services and their business integrity. HP holds its employees to high ethical standards and requires them to avoid engaging in any activity that involves even the appearance of impropriety or conflict of interest. HP Partners must not ask or encourage HP employees to violate the provisions of HP's Standards of Business Conduct.

### **IV. Compliance and Risk Management System**

#### **1. Business Controls**

HP Partners must maintain or where necessary establish effective business controls that are capable of preventing and detecting unlawful conduct by their employees and counterparties. By way of guidance, an effective business controls program typically contains at least the following components: (i) periodic risk assessments that lead to adjustments in their business controls that take into account the current risk environment; (ii) a high-level commitment to legal and ethics compliance programs, including ethics, anti-corruption, environmental, occupational health and safety, commercial practices, and labor programs; (iii) adoption of clearly articulated Code of Conduct and compliance procedures addressing the foregoing (the Electronic Industry Code of Conduct (EICC) is encouraged as a model for this Code of Conduct); (iv) adequate resources and designated company representative(s) responsible for overseeing and implementing the legal and ethics compliance programs; (v) training and continuing advice regarding the legal and ethics compliance programs and HP Partner policies and procedures; (vi) appropriate incentives and disciplinary measures for legal and ethical compliance; (vii) procedures for appropriate risk-based diligence on third parties; (viii) clearly communicated mechanisms for employees to report misconduct or seek guidance without fear of retaliation, including on a confidential basis, unless prohibited by law.

## **2. Investigations and HP's Ongoing Monitoring of the HP Partners' Compliance**

HP Partners must, consistent with applicable laws and contractual obligations, provide reasonable assistance to any investigation by HP of a violation of this Partner Code of Conduct or of a violation by an HP employee of HP's Standards of Business Conduct if related to the HP Partners' business or applicable laws relevant to their HP Partner status, and to allow HP reasonable access to all documentation concerning the HP Partners' compliance with this Partner Code of Conduct and laws applicable to their sale and distribution of HP products.

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HP Partners should contact HP if they have any questions about this Partner Code of Conduct. HP Partners also must report to HP any conduct of their employees and representatives, as well as any conduct of HP's employees and representatives, that is believed in good faith to be an actual, apparent, or potential violation of this Partner Code of Conduct, HP's Standards of Business Conduct, or applicable laws relating to the sale or distribution of HP products. Reports will be handled as confidentially as possible. Reports should be made to the Partners' designated HP representative, to HP Ethics and Compliance Office via email at [corporate.compliance@hp.com](mailto:corporate.compliance@hp.com), by telephone to Guideline at 1-800-424-2965 (Outside U.S., first dial AT&T Access Number), or if preferred, directly to the HP Board of Directors via email at [BOD@hp.com](mailto:BOD@hp.com).

Reports sent via postal mail should be directed to the following address:

HP Ethics and Compliance Office  
Mailstop 1560  
1501 Page Mill Road  
Palo Alto, California 94304-1185