

Microsoft Vendor Code of Conduct

Microsoft aspires to be more than just a good company – it aspires to be a great company. What will make Microsoft great is a strong commitment to our mission of enabling people and businesses throughout the world to realize their full potential. Achieving our mission isn't just about building innovative technology. It's also about who we are as a company and as individuals, how we manage our business internally, and how we think about and work with customers, partners, governments, vendors, and communities.

The global business environment is continuously changing and demanding more from us as a company and as employees. Not only does the world expect us to deliver the best products and services, it also expects us to conduct ourselves ethically and responsibly. It is essential that we conduct ourselves at all times with integrity and in full compliance with the laws and regulations that govern our global business activities. Microsoft has established a set of company standards of business practices and regulatory compliance that are set out in the Standards of Business Conduct which applies to all Microsoft employees, directors, and officers. (www.microsoft.com/mscorp/legal/buscond). The Microsoft Standards of Business Conduct are an extension of Microsoft's values and reflect our commitment to ethical business practices and regulatory compliance.

Microsoft expects that its vendors ("Vendors") will share and embrace the letter and spirit of our commitment to integrity. We understand that Vendors are independent entities; however, the business practices and actions of a vendor may impact and/or reflect upon Microsoft. Because of this, Microsoft expects all Vendors and their employees, agents, and subcontractors (Vendors' employees, agents, and subcontractors shall hereinafter be referred to collectively as "Representatives") to adhere to the Microsoft Vendor Code of Conduct **while they are conducting business with and/or on behalf of Microsoft**. All Microsoft Vendors should educate their Representatives to ensure they understand and comply with the Microsoft Vendor Code of Conduct.

LEGAL AND REGULATORY COMPLIANCE PRACTICES

All Microsoft Vendors and their Representatives shall conduct their business activities in full compliance with the applicable laws and regulations of their respective countries while conducting business with and/or on behalf of Microsoft. In addition to any specific obligations under Vendor's agreement with Microsoft, all Microsoft Vendors shall, without limitation:

- Comply with all applicable trade control and applicable laws as well as all export, re-export and import requirements.

- Conduct business in full compliance with antitrust and fair competition laws that govern the jurisdictions in which they conduct business.
- Comply with all applicable environmental laws and regulations regarding hazardous materials, air emissions, waste and wastewater discharges, including the manufacture, transportation, storage, disposal, and release to the environment of such materials.
- Be honest, direct, and truthful in discussions with regulatory agency representatives and government officials.
- Not participate in international boycotts that are not sanctioned by the U.S. government or applicable laws.
- Comply with the anti-corruption laws of the countries in which it does business, including the United States Foreign Corrupt Practices Act, and not make any direct or indirect payments or promises of payments to foreign government officials for the purpose of inducing the individual to misuse his/her position to obtain or retain business.

BUSINESS PRACTICES

Microsoft Vendors and their Representatives shall conduct their business interactions and activities with integrity and in accordance with their obligations under their specific agreements with Microsoft. In addition to any specific obligations under Vendor's agreement with Microsoft, all Microsoft Vendors shall, without limitation:

- Honestly and accurately record and report all business information and comply with all applicable laws regarding their completion and accuracy.
- Create, retain, and dispose of business records in full compliance with all applicable legal and regulatory requirements.
- Protect and responsibly use both the physical and intellectual assets of Microsoft including property, supplies, consumables, and equipment when authorized by Microsoft to use such assets.
- Use Microsoft provided information technology and systems (including e-mail) only for authorized Microsoft business-related purposes. Microsoft strictly prohibits Vendors and their Representatives from using Microsoft provided technology and systems to create, access, store, print, solicit, or send any material

that is intimidating, harassing, threatening, abusive, sexually explicit or otherwise offensive or inappropriate and/or send any false, derogatory, or malicious communications using Microsoft provided information assets and systems.

- Comply with all Microsoft requirements for maintenance of passwords, confidentiality, security, and privacy procedures as a condition of receiving access to Microsoft's internal corporate network, all systems and buildings. All data stored or transmitted on Microsoft owned or leased equipment is to be considered private and is the property of Microsoft. Microsoft may monitor all use of the corporate networks and all systems (including e-mail) and/or access all data stored or transmitted using the Microsoft network.
- Comply with the intellectual property ownership rights of Microsoft and others including but not limited to copyrights, patents, trademarks, and trade secrets. Use software, hardware and content only in accordance with their associated license or terms of use.
- Speak to the press on Microsoft's behalf only if Vendor and/or Representative(s) is expressly authorized in writing to do so by Microsoft.
- Use good judgment, discretion, and moderation when offering gifts or entertainment to Microsoft employees. In doing so, the Vendor and/or its Representatives will refrain from giving Microsoft employees an individual gift or a combination of gifts with a value greater than \$200.00 in a given year (or any lower amount in accordance with applicable laws) and never offer a bribe, kickback, bartering arrangement for goods or services, and/or any other incentive to a Microsoft employee in order to obtain or retain Microsoft business. Gift giving and entertainment practices may vary in different cultures and waivers to the \$200 annual limit above may be possible upon petition to the Microsoft regional controller; however, any gifts and entertainment given or received must be in compliance with the law, must not violate the giver's and/or receiver's policies on the matter, and be consistent with local custom and practice.
- Avoid the appearance of or actual improprieties and/or conflicts of interests. Vendors and/or their Representatives shall not deal directly with any Microsoft employee whose spouse, domestic partner, or other family member or relative holds a significant financial interest in the Vendor. Dealing directly in the course of negotiating the Vendor agreement or performing the Vendor's obligations with a spouse, domestic partner, or other family member or relative who is employed by Microsoft is also prohibited.

- Avoid insider trading by buying or selling Microsoft's or another company's stock when in possession of information about Microsoft or another company that is not available to the investing public and that could influence an investor's decision to buy or sell stock.

EMPLOYMENT PRACTICES

Microsoft expects its Vendors to share its commitment to human rights and equal opportunity in the workplace. Microsoft Vendors shall conduct their employment practices in full compliance with all applicable laws and regulations. All Microsoft Vendors shall, without limitation:

- Cooperate with Microsoft's commitment to a workforce free of harassment and unlawful discrimination. While we recognize and respect cultural differences, we believe that Vendor companies should not engage in discrimination in hiring, compensation, access to training, promotion, termination or retirement based on race, caste, national origin, religion, age, disability, gender, marital status, sexual orientation, union membership, or political affiliation.
- Provide a safe and healthy work environment and fully comply with all applicable safety and health laws, regulations and practices. Adequate steps shall be taken to minimize the causes of hazards inherent in the working environment.
- Prohibit the use, possession, distribution, and/or sale of illegal drugs while on Microsoft owned or leased property.
- Use only voluntary labor. The use of forced labor whether in the form of indentured labor, bonded labor, or prison labor by a Microsoft Vendor and/or its subcontractors is prohibited.
- Workers should not be required to lodge "deposits" or their identity papers with their employer and are free to leave their employer after reasonable notice without penalty.

Comply with all local minimum working age laws and requirements and not utilize child labor. Employees shall not be under the legal minimum working age of the respective region or shall not be less than 16 years of age (whichever is higher). We only support the development of legitimate workplace apprenticeship programs for the educational benefit of younger people and will not do business with those who abuse such systems.

- Not engage in physical discipline or abuse. Physical abuse or discipline, the threat of physical abuse, sexual or other harassment and verbal abuse or other forms of intimidation is prohibited.
- Pay living wages under humane conditions. All workers shall be provided with clear, written information about their employment conditions with respect to wages before they enter employment and as needed throughout their term of employment. Deductions from wages as a disciplinary measure shall not be permitted nor shall any deductions from wages not provided for by national law be permitted without the express permission of the worker concerned. All disciplinary measures should be recorded. Wages and benefits paid for a standard working week meet, at a minimum, national legal standards.
- Not require workers to work more than the maximum hours of daily labor set by local laws; ensure that overtime is voluntary and paid in accordance with local laws and regulations.
- Keep employee records in accordance to local and/or national regulations.

COMPLIANCE WITH THE MICROSOFT VENDOR CODE OF CONDUCT

It is the responsibility of the Vendor to ensure that its Representatives understand and comply with the Microsoft Vendor Code of Conduct and to inform its Microsoft contact (or a member of Microsoft management) if and when any situation develops that causes the Vendor to operate in violation of the code set forth in this document. Microsoft Vendors are expected to self-monitor their compliance with this Vendor Code of Conduct. In addition to any other rights Microsoft may have under its agreement with Vendor, Microsoft may request the immediate removal of any Representative who behaves in a manner that is unlawful or inconsistent with this Code or any Microsoft policy.

REPORTING OF QUESTIONABLE BEHAVIOR AND/OR POSSIBLE VIOLATIONS

If you wish to report a questionable behavior or possible violation of the Vendor Code of Conduct, Microsoft has a variety of resources available to assist you. You are encouraged to work with your primary Microsoft contact in resolving a business practice or compliance concern. However, Microsoft recognizes that there may be times when this is not possible or appropriate. In such instances, please contact any of the following:

1. The Microsoft Business Conduct Line at 1-877-320-MSFT (6738).

2. If you are calling from outside the United States, you may make a collect call to the Business Conduct Line by accessing an international operator and asking to place a collect call to 1-704-540-0139.
3. If you are a Vendor with access to Microsoft's intranet, you may send an e-mail to the Director of Compliance by e-mailing the Business Conduct and Compliance alias, buscond@microsoft.com.
4. Send a letter to the Director of Compliance at Microsoft Corporation, Law and Corporate Affairs, One Microsoft Way, Redmond, WA 98052 or send a confidential fax to 1-425-705-2985.

Microsoft will not tolerate any retribution or retaliation taken against any individual who has, in good faith, sought out advice or has reported questionable behavior and/or a possible violation.