

Our Code.
Our Connection.
Our Success.

PARTNER CODE OF ETHICS
AND BUSINESS CONDUCT



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A Message from Our Most Senior Leaders



Lawrence J. Ellison
Founder, Executive
Chairman of the Board,
and Chief Technology Officer



Safra Catz
Chief Executive Officer

Dear Partner:

Oracle is a leader in our industry because we continuously strive to create and sell the best products and services while championing ethical business values that go well beyond minimum legal requirements. As an Oracle Partner, we expect and need you to have the same mission and vision. The Oracle Partner Code of Ethics and Business Conduct defines and implements these core values and is one of Oracle's most important documents. The Code sets forth key rules to help you understand Oracle's business values and your responsibilities. You should read the Code carefully and in its entirety, and you should reference it frequently as a guide to making the right decisions as an Oracle Partner.

Oracle's reputation and success, as well as your own, depend upon the commitment that you, as a Partner, make to understand and uphold Oracle's values and to behave ethically in all business dealings. As a Partner, you are expected each day to make the commitment to uphold the standards of business conduct outlined in the Code. We appreciate your support in continuing to make Oracle a great company.

A handwritten signature in black ink, appearing to read 'Lawrence J. Ellison'.

Lawrence J. Ellison

A handwritten signature in black ink, appearing to read 'Safra Catz'.

Safra Catz

Introduction

This Partner Code of Ethics and Business Conduct (“Code”) is applicable to you as an Oracle Partner, your resellers, and all personnel employed by or engaged to provide services to you (either “Partner” or “you”), regardless of where you are doing business. Oracle Corporation and its subsidiaries (“Oracle”) require that you comply with all applicable laws, regulations, and this Code. You must have a written company Code of Ethics and Business Conduct that, at a minimum, incorporates the requirements of this Code and the laws applicable to your business. As an Oracle Partner, you are expected to make your Code available, conduct periodic training programs, and conduct periodic reviews for your employees to ensure they are complying with both your code of conduct and Oracle’s Partner Code of Ethics and Business Conduct.

Compliance with laws, regulations, and business practices means not only observing the law, but also conducting corporate business in a way that recognizes your ethical responsibilities and fulfills them. Where local laws are less restrictive than this Code, you must comply with the Code, even if your conduct would otherwise be legal. On the other hand, if local laws are more restrictive than the Code, you must always, at a minimum, comply with those laws.

Oracle maintains open and frank business dealings with all Partners and strives to develop mutually advantageous relationships. Oracle expects you to adhere to high ethical standards and to avoid engaging in any activity that involves even the appearance of impropriety.

Antitrust and Competition Laws

Oracle is committed to observing the applicable antitrust or competition laws of all countries. Although these laws may vary from country to country, they generally prohibit agreements or actions that reduce competition without benefiting consumers. They seek to protect the competitive process so that consumers receive the benefits of competition. Violations of antitrust or competition laws may result in severe penalties, including large fines and jail terms.

Compliance with antitrust or competition laws is required at all times. Therefore, you must not agree with any competitors to **(i)** fix or control prices, either by agreeing directly with a competitor or any other method, such as through third parties; **(ii)** structure or orchestrate bids to direct a contract to a certain competitor or reseller (bid rigging), including abstaining from bids or submitting noncompetitive or “courtesy” bids; **(iii)** boycott suppliers or customers; **(iv)** divide or allocate markets or customers; or **(v)** limit the production or sale of products or product lines. These prohibited agreements are against both public policy and Oracle policy and should be equally avoided in your discussions with Oracle and other Oracle partners, as well as representatives of other companies. In addition, you must refrain from prohibited discussions with competitors (whether OracleDirect, other Oracle partners, or other companies) about prices, costs, profits or profit margins, production volumes or bids, or quotes for a specific customer’s business.

It is important to note that competitors are Oracle direct sales, other Oracle partners, or any other entity that may compete with you for a business opportunity. If you are ever solicited by an Oracle employee to engage in any of this prohibited conduct, you are to report this behavior to the Oracle Legal Department.

Certain sales tactics or other arrangements with customers or suppliers may also raise antitrust and competition law risks, if they unfairly restrain or prevent competition by your competitors or among your customers. Examples of sales arrangements that have been found to violate the antitrust laws include predatory pricing below cost, exclusive dealing contracts, bundled or tie-in sales, agreements with customers or suppliers about minimum resale prices, and discriminating between competing customers.

Regardless of your location, the antitrust laws of the United States are likely applicable as they apply to business operations and transactions related both to imports to or exports from the United States.

Improper Payments, Money Laundering, and Economic Boycotts

Partners cannot offer or pay bribes. You are prohibited from offering, promising, authorizing, directing, paying, making, or receiving any bribes, kickbacks, or payments of money or anything of value (directly or indirectly) to improperly obtain business or any other advantage for Oracle or yourself. The Foreign Corrupt Practices Act (FCPA) and other similar international anti-corruption laws outlaw bribery. Penalties for violating these laws are severe and can include prison time and large fines for individuals. Oracle also prohibits all forms of money laundering, which involves disguising, channeling unlawfully obtained money, or transforming such money into legitimate funds.

The above prohibition applies to

- ➔ Government and public sector, which includes public utilities, higher education, public healthcare entities, and public international organizations and their employees or officials
- ➔ Political parties or candidates for political office
- ➔ Business entities partially or wholly owned or controlled by government interests (often referred to as state-owned enterprises) and their employees or officials

- ➔ Privately held commercial companies and their employees
- ➔ Oracle employees
- ➔ Any other third party

Oracle prohibits giving money or anything of value directly or indirectly to a government official or employee of a state-owned enterprise, or to the spouse, significant other, child, or other relative of any such person, for the purpose of influencing or rewarding an action or decision of the government or public sector employee or official or to gain any improper advantage for Oracle.

“Anything of value” is intended to be broad and covers not only money, but also gifts, lavish or excessive entertainment, funding of personal travel such as sightseeing, contributions to charity, and employment opportunities. Oracle also prohibits facilitation or facilitating payments, which are payments to an official to speed up or expedite routine government actions, including processing and approving applications and permits.

You must not participate in any economic boycott not sanctioned by the United States Government. You must not provide information that could be construed to support any such unsanctioned boycotts.

Dealing with Government

Oracle's standards and the applicable laws for dealing with government and public sector employees or officials are more stringent than standards for commercial company employees.

You must strictly observe the laws, rules, and regulations that govern the acquisition of goods and services by any governmental entity of any country and the performance of government contracts. Activities that may be appropriate when dealing with nongovernment customers may be improper and even illegal when dealing with government. If you deal with any governmental entity, including public international organizations, you are responsible for knowing and complying with all rules that apply to government contracting and interactions with government or public sector employees and officials, including but not limited to the following:

- ➔ You must not attempt to obtain, directly or indirectly, from any source, procurement-sensitive information that is not publicly available or otherwise authorized for disclosure by the government; confidential internal government information, such as pre-award, source selection information; or any proprietary information of a competitor, including, for example, bid or proposal information, during the course of a procurement or in any other circumstances where there is reason to believe that the release of such information is unauthorized.

- ➔ You must ensure the submission of accurate invoices to the government and comply with all laws regarding invoicing and payments.
- ➔ You must not give or offer, either directly or indirectly, any gratuity, gift, favor, entertainment, loan, or anything of monetary value to any government or public sector employee or official except as may be permitted by applicable law. You are required to establish and maintain appropriate internal controls to ensure compliance with all applicable local country and US laws concerning prohibitions on offering anything of value to government and public sector employees or officials.
- ➔ You must not provide, attempt to provide, offer, or solicit a kickback, directly or indirectly, to obtain or reward favorable treatment in connection with any transaction.

- ➔ You must not pay or enter any agreement to pay, directly or indirectly, a contingent fee to any party for the purposes of obtaining a government contract or influencing government action. You may not receive any contingent fees or participate in any influence/referral fee program on any transaction involving a government or public sector end user (this includes, but is not limited to, public higher education, public healthcare, and utility entities). There are additional policies that govern the methods in which Oracle is allowed to compensate its Partners, particularly for those transactions that involve government or public sector employees and officials. For guidance, please refer to the [Partner website](#).
- ➔ If you are selling or offering to sell commercial products to the United States Government, you should be familiar with and must ensure compliance with the laws and regulations concerning the sale of commercial products and sales to government and, if applicable to you, the Multiple Award Schedule (MAS) contracting regulations of the General Services Administration (GSA).

Lobbying of Government Officials

Lobbying is generally any activity that attempts to influence laws, regulations, policies, and rules. In certain jurisdictions, however, the legal definition of “lobbying” can also cover procurement and business development activity. You are responsible for understanding when your activities may legally be considered lobbying in a particular jurisdiction and for complying with all applicable laws.

You may not lobby government on behalf of Oracle. Government relations consultants/lobbyists retained by you may not be used by Oracle, and you may not use Oracle’s consultants/lobbyists for any such purpose.

Business Courtesies that May Be Extended

You must use discretion and care to ensure that expenditures on customers, Oracle personnel, or representatives are reasonable, ordinary, and proper. You also must ensure that expenditures could not reasonably be construed as a bribe or an improper attempt to secure unfair preferential treatment or violate applicable laws and regulations. A general guideline for evaluating whether a business courtesy is appropriate is to ask whether public disclosure could be embarrassing to you, Oracle, or the recipient.

Business Courtesies that May Be Received

You are responsible for ensuring that acceptance of any business courtesies, gifts, or entertainment is proper and could not reasonably be construed as an attempt by the offering party to secure favorable treatment or otherwise violate applicable laws and regulations.

Financial Integrity

You must accurately document all transactions related to your contract with Oracle and relevant order forms in your financial books, records, statements and reports, and other documents provided to Oracle and prevent side agreements, whether oral or written. The handling and disbursement of funds related to Oracle business transactions must be pursuant to a duly authorized written Oracle contract with clearly defined procedures. Documents must not be inappropriately altered or signed by those lacking proper authority. No undisclosed or unrecorded fund or asset related to any Oracle transaction may be established or maintained for any purpose.

Your financial books, records, and statements must properly document all assets and liabilities and accurately reflect all transactions of your company related to Oracle products and services. Your business records must be retained in accordance with record retention policies and all applicable laws and regulations. Furthermore, you must establish and maintain internal financial and other controls that ensure that your transactions are executed and your expenditures are in accordance with the appropriate authorization(s), and that you spend money responsibly and appropriately.

Oracle's policy is to report its financial results and other significant developments fully, fairly, accurately, timely, and understandably.

Oracle expects you to comply with this policy and with all applicable laws and regulations.

All approval requests for nonstandard discounts must be accurate and commercially justified. Any approved discount or benefit must be used only for the purpose disclosed and authorized. Structuring a transaction to create additional margin which will be used for any undisclosed or unapproved purpose is never allowed, including paying or otherwise rewarding an Oracle customer, employee, or other third party.

Placing an order with Oracle without the existence of a corresponding end user agreement (also known as "pre-loading" or "channel stuffing") is not an acceptable Oracle business practice and is prohibited. You may only submit an order to Oracle or to an Oracle Value Added Distributor (VAD) after you have received an order from an end-user for the same programs, hardware, learning credits, cloud services, and/or services. Any request by an Oracle employee to do otherwise must be immediately reported to the Oracle Legal Department. You may not allow an order to be placed with Oracle for the distribution of Oracle programs to an end user unless you have received an order from an end user for the programs or unless you have a specific authorized agreement or arrangement with Oracle.

Intellectual Property and Obligations of Confidentiality

Oracle respects the intellectual property rights of others and expects other companies to respect Oracle's intellectual property rights. An important element of such protection is maintaining the confidentiality of Oracle's trade secrets and proprietary information. Oracle's intellectual property, confidential information, patented technology, documentation, or other materials must not be used without written permission or outside the scope of work performed for Oracle. Additionally, copyrighted software must not be reproduced. In the course of working with or for Oracle, you must not use proprietary information, patented technology or copyrighted software, documentation, or other materials of third parties without authorization.

You must safeguard confidential information by not transferring, publishing, using, or disclosing it other than as necessary in the ordinary course of business to perform your work for Oracle or as directed or authorized by Oracle. You must observe applicable data privacy standards. Materials that contain confidential information or that are protected by privacy standards should be stored securely and shared only internally with employees on a need-to-know basis.

Confidential information may include, but is not limited to: source code, software and other inventions or developments (regardless of the stage of development) created or licensed by or for Oracle, marketing and sales plans, competitive analyses, product development plans, nonpublic pricing, potential contracts or acquisitions, business and financial plans or forecasts, internal business processes and practices, and prospect, customer, and employee information.

Securities and Insider Trading Laws

You are expected to comply fully with applicable insider trading and securities laws, which govern the securities' transactions of Oracle. Securities include common stocks, bonds, derivatives (for example: options, futures, and swaps) and other financial instruments.

United States federal and state securities' laws and regulations prohibit you from using material nonpublic information (also called "inside information") for personal advantage and from disclosing this information to any other person before it is broadly available. You expose yourself and your company to civil and criminal liability if you or members of your immediate family trade securities while you possess inside information or if you provide any person or entity with such information for their use in securities trading.

If you possess material, nonpublic information gained through your relationship with Oracle, you may not trade in Oracle securities or the securities of another company to which the information relates. You may not pass on to others (that is, "tip") material nonpublic information. Again, these restrictions also apply to your immediate family members.

Material information is any information that a reasonable investor would consider important in a decision to buy, hold, or sell securities. It includes any information that could reasonably be expected to cause a change in the price of securities of Oracle or the securities of another company to which the information relates. Material information may include financial performance and operating metrics (especially quarterly and year-end earnings) or significant changes in financial performance, operating metrics, or liquidity (including forecasts); potential or ongoing major mergers, acquisitions, joint ventures, divestitures, or other strategic transactions; award or cancellation of a major contract or strategic partnership; key management changes; changes in dividend or stock repurchase programs, offerings of securities, or credit transactions; changes in auditors, knowledge of a qualification in an auditor's opinion or report, or any change in the ability to rely on prior auditor reports; actual or threatened significant litigation or investigations; or the gain or loss of a substantial customer or supplier.

Nonpublic information is material information that is not available to the general public. It is typically made public through the issuance of a press release or a filing with the US Securities and Exchange Commission.

Trade Compliance Laws and Regulations

United States global trade laws and regulations govern all imports, exports, re-exports, and use of US origin commodities and technical data, wherever located. Oracle requires that you comply fully with all applicable US and global trade laws and regulations. Failure to comply could result in the loss or restriction of your or Oracle's trade privileges. Violation of these laws and regulations may also result in fines and imprisonment. You are responsible for understanding how the global trade laws and regulations apply and for conforming to these laws to ensure no technology, data, information, program, and/or materials resulting from services (or direct product thereof) will be imported or exported, directly or indirectly, in violation of these laws, or will be used for any purpose prohibited by these laws and regulations.

Conflicts of Interest

The term "conflict of interest" describes any circumstance that could cast doubt on your ability to act with total objectivity with regard to the distribution of Oracle products and services. Oracle wants its Partners' loyalty to be free from any conflicts of interests. Conflict of interest situations may arise in many ways. If you feel that you have an actual or potential conflict with Oracle or any of its employees, you must report all pertinent details to Oracle.

Contracting

Oracle expects you and your employees to compete fairly and ethically for all business opportunities. Your employees who are involved in the sale or licensing of products/services, the negotiation of agreements, or the delivery of services to Oracle and/or Oracle's customers are expected to understand and honor the terms of contractual agreements. You must ensure that all statements, communications, and representations to customers are accurate and truthful as they relate to Oracle.

Find New Perspectives. Reach New Insights. Gain New Visi

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Advertising and Marketing

Unfair methods of competition and deceptive practices are prohibited.

Examples of these include making false or misleading statements about your or Oracle's products or services, falsely disparaging an Oracle competitor or its products or services, making product or service claims without facts to substantiate them, or using Oracle's or another company's trademarks in a way that confuses the customer as to the source of the product or service.

Business and Employment Relationships

Oracle affirms the principle of equal employment and business opportunities without regard to any protected characteristic, including but not limited to: race, religious creed, national origin, color, sex or gender, gender identity or expression, age, mental or physical disability, mental condition, pregnancy, marital status, national origin/ancestry, genetic information, political affiliation, military and protected veteran status, sexual orientation, or any other characteristic protected under federal or state law or local ordinance. Oracle policy prohibits harassment in any form and Oracle expects that you practice and promote a work environment free from harassment, as appropriate under local laws.

Human Rights of Workers

You are expected to uphold the human rights of workers and to treat them with dignity and respect. Compliance with fair labor and antislavery practices that allow for freely chosen employment is required, which includes the prohibition of child labor, human trafficking, and slavery. Additionally, the adherence to applicable wage and labor laws and standards is required. Physical abuse, sexual or other harassment, and discrimination on the basis of race, religious creed, caste, national origin/ancestry, genetic information, military and protected veteran status, religion, age, disability, gender, gender identity or expression, pregnancy, marital status, sexual orientation, union membership, political affiliation, or any other characteristic protected under applicable law or local ordinance is strictly prohibited.

Environment, Health, and Safety

Oracle recognizes its social responsibility to protect the environment and expects its Partners to share its commitment. You are required to comply with all applicable environmental laws and regulations and are expected to work to reduce consumption of resources, including raw materials, energy, and water, throughout all aspects of the product or service lifecycle. You are encouraged to reduce or eliminate waste of all types by implementing appropriate conservation measures in your facilities and by recycling, re-using, or substituting materials.

Worker health, safety, and well-being are also important to Oracle. You are expected to provide and maintain a safe and healthy work environment and fully comply with all applicable safety and health laws, regulations, and practices while also minimizing the environmental burden of your operations and products on the environment. Adequate steps must be taken to minimize the causes of hazards inherent in the working environment, prevent workplace accidents and injuries, and promote safe and healthy workplaces.

Duty to Cooperate

You are expected to cooperate with Oracle's periodic requests for documents and/or information made in connection with Oracle's partner onboarding and due diligence processes. To ensure that our partners adhere to Oracle's policies, you may be asked to provide certain information identifying your company structure, the potential existence of conflicts of interest, and compliance with US and other applicable local laws. Although Oracle requires that partners comply with all applicable local and US laws, requests for information are designed to identify a number of specific compliance issues, which would need to be resolved before a partner is allowed to participate in discounts or benefits associated with the distribution and promotion of Oracle products. You are obligated to provide truthful and accurate responses to such requests for information and Oracle reserves the right to request additional information at any time. Oracle may terminate your membership or distribution rights for failure to satisfy your obligation of providing truthful and accurate responses to such information requests.

Additionally, you are expected to cooperate with any audit request made by Oracle as required by your Oracle PartnerNetwork Agreement or any Distribution Agreement.

Reporting Violations

You are expected to report to Oracle any conduct, including conduct of any Oracle employee, that you believe in good faith to be an actual, apparent, or potential violation of this Code. Prompt reporting of violations is in the best interest of everyone. Reports will be handled as confidentially as possible. Oracle expects all partners to provide reasonable assistance to Oracle with any investigation into a violation of this Code or applicable law.

Oracle maintains an open-door policy with regard to your questions, including any questions related to ethics and business conduct. To report an incident, you may contact Oracle's legal counsel.

You may also call Oracle's Integrity Helpline at **+1.800.679.7417**, toll-free, 24 hours a day, seven days a week. To submit a report regarding a facility or employee based in the European Union, dial the **EU Helpline at 866.455.1215**. You may anonymously report an incident, where permitted by law, online at any time through the Oracle Incident Reporting website, which is available at <https://www.compliance-helpline.com/oracle.jsp>. Please note that certain restrictions might apply to Helpline reports in the European Union. A third party manages both the Helpline and Incident Reporting website.

Enforcement

The Partner Code of Ethics and Business Conduct places you and Oracle in the forefront with those corporations throughout the world that emphasize the importance of solid business ethics and honest business conduct. Oracle's standards can be met only with your cooperation. Oracle trusts that you will adhere to the standards of this Code. Any violation of this Code will constitute the basis for the immediate termination of your distribution agreements with Oracle and the cancellation of any pending fees payable to you, pursuant to applicable laws and without any liability to Oracle.

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The background of the page is a photograph of the Oracle Corporation headquarters in Austin, Texas. The building is a large, modern structure with a curved, cylindrical design and a facade of blue-tinted glass. It is situated on a waterfront, with a body of water in the foreground and a line of green trees behind the building. The sky is a clear, light blue.

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