

Microsoft Partner Code of Conduct

Microsoft aspires to be more than just a good company – we want to be a great company. We are committed to our mission of **empowering every person and every organization on the planet to achieve more**. Achieving our mission isn't just about building innovative technology. Our mission reflects who we are as a company, how we manage our business internally, and how we work externally with customers, partners, governments, and suppliers.

Microsoft Values & Expectations

Microsoft partners and their employees, agents, and subcontractors (collectively referred to as “Partners”), in collaboration with Microsoft, serve our customers. It is important for Microsoft that Partners embrace and continually improve on Microsoft’s values. While conducting business with Microsoft and Microsoft’s employees, agents, subcontractors, and customers, Microsoft expects its Partners to commit to operating in full compliance with all applicable laws and regulations, and to adhere to the principles outlined in this Partner Code of Conduct.

Microsoft’s values are the foundation of our success and reflect our continued commitment to ethical and responsible business practices. Our [Standards of Business Conduct](#) establishes our standards which help live our values and apply to all Microsoft employees, directors and officers. Our values include:

- **Respect:** We recognize that the thoughts, feelings, and backgrounds of others are as important as our own. It starts with our belief that every person has intrinsic worth. We invite in perspectives that are different from our own and then we really listen. We treat each other with decency, and when we disagree, we do so without diminishing each other.
- **Integrity:** We are honest, ethical, and trustworthy. Trust is built when we keep our word and do what we know is right. Even when it’s hard, when we’re under stress, and when no one is looking. We’re transparent, while respecting confidentiality. We tell others the truth with care..
- **Accountability:** We accept full responsibility for our decisions, actions, and results. Credibility is created when we take ownership for what we say and do and for the outcomes we create and how they’re delivered. We make our intentions and goals clear and invite input from others on how we’re doing.

This Partner Code of Conduct is not intended to replace, supersede or conflict with any applicable law, regulation or contractual obligation with Microsoft.

Partners may report any issue related to this Partner Code of Conduct, including any request by a Microsoft representative for Partners to act in a manner that conflicts with this Partner Code of Conduct, by using any of the resources listed in Page 4. Microsoft employees, agents, subcontractors and customers may use similar resources to report a Partner’s actions that conflict with this Partner Code of Conduct. Microsoft may enforce violations of this Partner Code of Conduct by taking such action(s) as it deems appropriate, including suspension or termination of the Partner’s relationship with

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Microsoft in the manner described in the applicable agreement(s) between Microsoft and Partner.

Business Practices, Ethics and Compliance

While conducting business with Microsoft customers, Microsoft Partners will conduct their business practices and activities in accordance with applicable law, with integrity, fairness, respect and in an ethical manner.

- **Anti-Corruption:** Microsoft Partners will comply with all applicable anti-corruption and anti-money laundering laws. All forms of bribery, kickbacks and other corruption are prohibited. No Microsoft Partner will improperly influence any act or decision of any governmental official, employee or political candidate, including, without limitation, through the provision of any improper or unlawful gifts, meals, travel or entertainment.
- **Fair Competition and Antitrust laws:** Microsoft Partners will conduct their business in full compliance with all applicable fair competition and antitrust laws.
- **Public Sector Procurements:** When selling to public sector entities, Microsoft Partners will support fair and open competition by complying with all laws and regulations related to government procurement, tenders, and bids. Microsoft Partners will not conspire with other partners, including but not limited to, bid rigging, placing orders prior to tender finalization, price fixing, or other forms of collusion.
- **Business Records and Accounting:** The business records of Microsoft Partners will conform with applicable legal, accounting and regulatory requirements. Microsoft Partners will not place any orders for Microsoft technologies, products, support or services without the existence of a corresponding customer order or agreement.
- **Technology Fraud:** Microsoft Partners are prohibited from engaging in false or deceptive business practices, including any activities which may mislead customers or consumers. These prohibited practices include engaging in technology fraud and activities which may mislead seniors, children or other vulnerable consumers to purchase or subscribe for unneeded technical support or services. In order to better protect these vulnerable consumers, Microsoft Partners should also not engage in the “cold-calling” of such consumers for the purpose of engaging in any of those prohibited practices.
- **Conflicts of Interest:** Where a Microsoft Partner is advising a customer, especially a governmental customer, on the selection of products and/or services and has a fiduciary or contractual obligation to that customer, the Microsoft Partner will avoid engaging in business activities that constitutes or could create the appearance of a conflict of interest.
- **Disclosure of Fees to Governmental and State Owned Entities:** If required by law or under a contract, Microsoft Partners will disclose to the applicable governmental entity customer or state-owned entity customer, the potential fees, commissions or other compensation that Partner will receive from Microsoft in connection with the products or services being procured.
- **Advertising and Marketing:** Microsoft Partners’ advertising and marketing activities will be conducted truthfully, accurately and in accordance with applicable law, rules and regulations. Microsoft Partners must ensure that all communications to its customers be truthful, accurate,

and not misleading.

Human Rights and Fair Labor Practices

Microsoft Partners will provide a safe and healthy work environment, fully compliant with all employment, health and safety laws.

- **No Forced Labor; No Child Labor:** Microsoft Partners will abide by local minimum wage and maximum working hour requirements, are not to use forced labor or to use labor contacts that impose unreasonable limitations on a worker's ability to leave Partner's employment. The use of child labor is prohibited.
- **Non-Discrimination:** Microsoft Partners will not illegally discriminate in hiring, compensation, access to training, promotion, termination and/or retirement decisions based on race, sex, national origin, religion, age, disability, gender identity or expression, marital status, medical condition, physical or mental disability, pregnancy, sexual orientation, political affiliation, union membership, veteran status or other protected characteristic or status.

Professional Conduct

Microsoft Partners will conduct themselves in a professional manner at all times, helping Microsoft to create an inclusive, productive, respectful and professional environment, free from any forms of discrimination or harassment.

- **Inappropriate Language:** Microsoft Partners will not use any form of language which may be considered discriminatory, intimidating, harassing, threatening, abusive, sexually explicit, or otherwise offensive or inappropriate.
- **Treat Others with Fairness, Dignity and Respect:** Microsoft will not tolerate, and Microsoft Partners must not engage in, any form of sexual or other harassment. Sexual harassment is unwelcome verbal or physical behavior based on sex and includes gender-based harassment of a person of the same gender. Examples include unwelcome sexual advances or physical contact, sexual comments or inappropriate gender-based jokes, unwelcome romantic attention, offering a benefit or preferential treatment in exchange for sexual favors, sharing or displaying sexually explicit content and using sexually degrading words. Other examples of harassment include comments, jokes or degrading words based on race, sex, national origin, religion, age, disability, gender identity or expression, marital status, medical condition, physical or mental disability, pregnancy, sexual orientation, political affiliation, union membership, veteran status or other protected characteristics or status.
- **Event Behavior:** In any event sponsored or hosted by Microsoft or during which Microsoft Partners may interact with any Microsoft employees, agents, subcontractors or customers, regardless of location, Microsoft Partners must behave in a professional manner including responsible alcohol use and continued adherence to this Partner Code of Conduct.

Environmental Regulations and Protections

Microsoft expects Microsoft's Partners to share Microsoft's commitment to the environment.

- **Registrations; Permits:** Microsoft Partners will comply with all applicable environmental laws and regulations, keep current all required environmental registrations and permits relevant to its businesses and implement appropriate conservation measures.

Intellectual Property and Protection of Information

Microsoft Partners will respect intellectual property rights, protect confidential information and comply with privacy rules and regulations.

- **Legitimately Acquired Software:** Microsoft Partners will only use information technology and software that has been legitimately acquired and licensed.
- **Comply with Ownership Rights:** Microsoft Partners will respect the intellectual property ownership rights of all third parties. Microsoft Partners will only use lawful methods of gathering competitive intelligence about products or manufacturers that compete with Microsoft technologies.

Governance

Microsoft Partners are expected to develop a culture of compliance with view for continuous improvement.

- **Risk Management:** Microsoft Partners will have applicable business controls to detect and prevent unlawful conduct by their employees and counterparties. These business controls should be adequately resourced and be periodically reviewed and updated to take into account the current risk environment.
- **Training:** Microsoft Partners will ensure that they have an adequate training program that achieves the appropriate levels of knowledge and skills to maintain compliance with applicable laws, regulations and standards.
- **Assistance:** Microsoft Partners will provide reasonable assistance to Microsoft in connection with any investigation of a violation of this Partner Code of Conduct or applicable law. Microsoft Partners will permit Microsoft reasonable access to all records and other applicable documentation concerning Partners' compliance with this Partner Code of Conduct and applicable law.

Raising Concerns and Reporting Questionable Behavior

Partners are encouraged to work with their primary Microsoft contact in resolving a business practice or

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compliance concerns. However, Microsoft recognizes that there may be times when this is not possible or appropriate. In such instances, Microsoft Partners should report any concerns about violation of this policy or applicable laws to their legal department and/or their ethics and compliance officer. Microsoft Partners should also report to Microsoft through the following alternatives:

By Microsoft's Business Conduct Hotline:

- (877) 320-MSFT within the U.S.; or if calling from outside the United States, you may make a collect call to the Hotline by accessing an international operator and asking to place a collect call to 1-720-904-6844.
- The Business Conduct Line is a dedicated, toll-free phone line that is available to you 24 hours a day, 7 days a week, and 365 days a year.

By Microsoft email or web allegation tool:

- buscond@microsoft.com
- www.MicrosoftIntegrity.com

By mail or fax to the Director of Compliance at Microsoft Corporation:

- Send a letter at the following address: Office of Legal Compliance
One Microsoft Way
Redmond, WA 98052
- Send a fax to the following number: 1-425-708-7177