

 <b>Kyriba</b>	Effective Date: May 28, 2020	Last revision date: N/A
	Approved By: <i>Chief Executive Officer</i>	
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	Title: Business Partner and Vendor Code of Conduct	

## **Business Partner and Vendor Code of Conduct**

Kyriba Corp. (“Kyriba”) is committed to being a world-class company that maintains the confidence of hundreds of entities and individuals around the globe. This Business Partner and Vendor Code Conduct (“Code”) is a fundamental set of rules which aligns with Kyriba’s Core

Values that outlines our requirements and standard for how Kyriba business partners and vendors (collectively “Partners”) conduct their business when representing Kyriba, Kyriba services, and Kyriba products or when providing services, goods or products to Kyriba. This Code applies to all Partners and all personnel employed by or engaged by Partner, which may include but is not limited to, employees, officers, contingent workers, agents and independent contractors (hereinafter collectively referred to as “employees”). All Partners and their employees must conduct themselves in accordance with this Code.

### **I. PROCEDURE**

#### **A. Applicability**

This Code applies to all Kyriba business partners, which includes but is not limited to, Kyriba’s channel partners, distributors, resellers, co-sellers, alliance members, subcontractors, consulting partners, service providers, and vendors and their respective employees.

#### **B. Training, Monitoring, and Compliance**

Partners are expected to implement and maintain their own codes of conduct and to perform periodic training programs and reviews to ensure their employees are complying with this Code, as well as Partner’s own code of conduct.

### **II. RESPONSIBLE PARTNER CONDUCT**

Partners and their employees shall conduct themselves in a professional manner, with dignity and integrity, and in alignment with Kyriba’s iCare Core Values of Innovation, Client Success, Accountability, Respect and Excellence while marketing, selling or supporting Kyriba’s products and services or providing services, goods or products to Kyriba. Partners are prohibited from making false or misleading statements regarding Kyriba and its competitors or their respective products and services.

### **III. INTEGRITY AND COMPLIANCE WITH THE LAW**

Kyriba is committed to obeying the law wherever it conducts business. Partners are expected to comply with all federal, state, and local laws and regulations applicable to their respective business and performance of obligations under a contractual relationship with Kyriba.

#### **A. Anti-Corruption**

Kyriba does not engage in, tolerate, or permit bribery, corruption, or other unethical business practices. Partners are expected to comply with (i) all anti-corruption and anti-bribery laws and regulations and (ii) all international anti-bribery laws, which, regardless of Partner's geographic region of residence, will include the US Foreign Corrupt Practices Act (FCPA), the UK Bribery Act, and Sapin II.

- Partners and their employees must not directly or indirectly offer, promise, authorize, pay, make, or receive any bribes, kickbacks, gifts, payments of money, services, or anything of real or implicit value to obtain business or improperly influence the actions or decisions of others.
- Partners are expected to implement and maintain adequate compliance controls to prevent, discourage, and detect potential violations of this section.

#### **B. Gifts and Entertainment**

Whether given or received, gifts and entertainment must never improperly influence business decisions. Gifts and entertainment are broadly defined to include, but are not limited to, trips, entertainment, benefits, events and any other gratuitous item or thing of value. Gifts and entertainment, whether provided or accepted by a Partner, should always have a legitimate business purpose. Kyriba expects Partners to use good judgment in offering or accepting gifts and entertainment; the gifts and entertainment should not be lavish, unusual, or extravagant. Partners are not allowed to give inappropriate gifts and/or entertainment to Kyriba employees, customers or prospective customers that far exceed the propriety of the situation, or any other conduct that could be construed as inappropriate conduct.

#### **C. Conflicts of Interest**

Partners and their employees must not engage in activities that could impede the Partner's ability to objectively perform its contractual obligations to Kyriba. Partners and their employees must not engage in activity that potentially creates a conflict. If you think you might have a conflict of interest, raise the issue right away with Kyriba.

## D. Anti-Money Laundering, Trade Controls/Export Compliance

Partners must comply with applicable anti-money laundering laws and regulations. Partners must never knowingly facilitate or participate in any money laundering, terrorist financing, or other financial criminal activity. Kyriba is committed to, and expects its Partners to comply with, all applicable global export, import, and economic sanctions, laws, and regulations. Compliance with global trade laws and regulations protects Kyriba's ability to conduct international business. Protecting Kyriba against such violations is the responsibility of all Partners, and, in particular, those who deal with Kyriba's international business activities. Partner's failure to comply with US or global trade laws may result in disciplinary action for Kyriba, serious supply chain disruptions, loss of sale and service opportunities, monetary penalties, fines and imprisonment for individual employees and their management chain, and the potential revocation of our trade privileges.

## E. Fair Competition

Partners and their employees **must not**:

- seek to obtain proprietary information about any third parties illegally or in a way that involves a lack of integrity or a breach of any confidentiality or employment agreement;
- take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other illegal trade practice;
- engage in price fixing, bid rigging, allocation of markets or customers, or similar illegal anti-competitive activities; or
- propose or agree to any form of resale price restrictions of Kyriba products and/or services.

## F. Cooperation with Information Requests

Partners are expected to cooperate with Kyriba's periodic requests for documentation or information as part of Kyriba's initial onboarding and ongoing and periodic monitoring and assessment of Partner. Such information may include identifying (i) Partner's corporate structure, (ii) potential conflicts of interest, (iii) Partner's activities relating to its performance of its contractual obligations to Kyriba and (iv) any other matters related to Partner's general compliance with applicable laws.

Partners are obligated to provide truthful and accurate responses to requests for information and Kyriba reserves the right to request additional information at any time.

## **IV. INTELLECTUAL PROPERTY AND CONFIDENTIALITY**

### **A. Intellectual Property**

Partners may receive access to Kyriba proprietary information, which may include but is not limited to: trade secrets, patents, software, computer code, trademarks, logos, copyrights, business plans, marketing and service plans, engineering and manufacturing ideas, designs, databases, records, salary information and any other unpublished financial data and reports (collectively “Assets”) over the course of Partner’s relationship with Kyriba. Partners must not infringe on Kyriba’s intellectual property rights or the intellectual property rights of others.

Access to Assets is intended for legitimate Kyriba-related purposes only and Partners must immediately notify Kyriba of suspected incidents of fraud or theft. Partners must never (i) disclose Assets to unauthorized third parties; (ii) use Assets without Kyriba’s prior authorization; or (iii) use Assets beyond the scope of the given authorization.

### **B. Confidentiality**

Partners must safeguard and maintain the confidentiality of any and all proprietary information entrusted to Partner. Proprietary information includes all non-public information related to Kyriba, its affiliates and their respective customers, vendors and prospective customers. Partners must never transfer, publish, use, or disclose proprietary information other than as is necessary to perform their respective contractual obligations. Partner shall securely store all proprietary information and only allow access to such proprietary information to employees on a need-to-know basis and must immediately report any suspected incident of fraud or theft.

### **C. Personal Data**

Partners must protect the personal data of Kyriba, Kyriba’s employees and customers and use such information for legitimate and authorized business purposes only. Partners may disclose personal data to their employees, but only to the extent such individuals: (i) require access to the personal data to perform the processing services; (ii) have been trained on the privacy, confidentiality and security requirements; and (iii) are subject to an appropriate confidentiality agreement. Partners must take appropriate security measures to protect the personal data, including implementing appropriate operational, technical and organizational measures to protect personal data against accidental or unlawful destruction, loss, alteration, unauthorized disclosure or access.

## **V. WORKPLACE STANDARDS**

Kyriba strives to maintain a safe work environment in which people are treated fairly, with dignity and respect. We expect our workplaces to be free from discrimination, harassment, drugs, and violence. Partners are expected to support these workplace goals in the following ways.

## A. Freely Chosen Employment

Kyriba is committed to a work environment that is free from human trafficking and slavery. Kyriba will not tolerate or condone human trafficking or slavery in any part of Kyriba's global organization, among Partners or in Kyriba's supply chain. Kyriba expects the same high standards from its Partners and is committed to ensuring that there is no slavery or human trafficking in Kyriba's business. Partners must avoid complicity in any practice that constitutes trafficking in persons or slavery.

## B. Child Labor Avoidance

Partners must follow all applicable local laws, regulations and standards concerning working hours, conditions and wage rate for all workers. Partners must not use child labor.

## C. Non Discrimination or Harassment

Kyriba treats all people with respect and dignity and is firmly committed to providing equal opportunity in all aspects of employment. Partners shall not engage in any illegal discrimination or harassment based on race, color, religion, sex, national origin or any other protected class against employees, agents, customers or contractors of Kyriba and Partner. Partners are expected to engage in equal employment opportunity practices and to make all employment decisions based on legitimate, non-discriminatory business reasons and without regard to protected characteristics such as race, color, gender, religion, age, national origin, disability, veteran status, sexual orientation, gender identity, marital status, ancestry, or citizenship status.

Partners must not engage in behavior that is harassing, intimidating, or otherwise creates a hostile or offensive work environment. This applies not only with respect to Partner's personnel who perform services on behalf of Kyriba, but also to Kyriba's employees and any other individuals Partner's personnel may encounter or interact with in the course of providing services or business activities.

## D. Employee Relations

Partners **must**:

- provide their employees with wages, benefits and overtime pay in accordance with all local wage and hour laws and regulations;
- afford working hours in compliance with applicable laws;
- provide their employees with a safe and hygienic working environment, safety training, and necessary safety equipment; and
- respect their employees' legal right to participate in labor-related organizations, such as trade unions.

## E. No Drugs, Alcohol, or Violence

Kyriba prohibits the sale, distribution, purchase, possession, or use of illegal drugs, as well as the abuse of legally prescribed drugs, on Kyriba's premises or anywhere else while working on company business. The same policy applies to Partner and its employees. When alcohol is served at company events, Partner and its employees should always use good judgment and exercise moderation. Furthermore, Kyriba does not tolerate violent or threatening behavior. While performing services for Kyriba, employees of Partner may not engage in or threaten violent conduct or bring dangerous weapons or substances to any Kyriba workplace location or off-site company function.

## VI. REPORTING AND NON-RETALIATION

Partners and their employees who have knowledge of an actual or suspected violations of this Code or any applicable laws and regulations must report this knowledge to Kyriba by calling Kyriba's Ethic's Hotline at +1-844-869-8671, or submitting a report via [www.kyriba.ethicspoint.com](http://www.kyriba.ethicspoint.com).

Kyriba strictly enforces its non-retaliation policy, which protects those who, in good faith, report suspected wrongdoing. Likewise, Partners are expected to not engage in retaliation against its employees, who, in good faith, report potential violations of the law, potential violations of this Code, or any other alleged wrongdoing.