

HP Partner Code of Conduct

I. Introduction

At HP, we work collaboratively with our Partners to conduct business with passion for our products and customers, 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 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 of all countries that govern the conduct of HP, such as the United States Foreign Corrupt Practices Act (“FCPA”) and similar anti-corruption laws of other countries; 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, 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 annual certification to HP of their compliance with these laws.

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, and independent contractors. An HP Partner is any party selling HP products, including distributors, 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 particular, 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, agreements with customers or suppliers that establish the resale price of products, limit a customer's right to sell products, or condition the sale of products on an agreement to buy other HP products are expressly prohibited.

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

HP policy prohibits offers or payments of bribes, kickbacks or gifts to win business or to influence a business decision. HP Partners, therefore, are prohibited from offering or providing money or anything of value, either directly or indirectly, by employees or through other parties, to representatives of commercial entities or to government officials with an intent to obtain or retain business or otherwise gain an improper business advantage. In addition, all gifts, favors, or entertainment to federal, state, or local government officials, in the United States and some other countries, regardless of intent, are strictly prohibited by applicable laws and regulations.

The FCPA and similar laws of other nations make it unlawful for companies, their subsidiaries, and employees or agents to bribe government officials for the purpose of obtaining or retaining business or obtaining an unfair advantage in any business dealing or transaction. HP requires its Partners to comply with these laws. HP's definition of a "government official" includes the following classes of people: (1) any officer, employee, or other person working in an official capacity on behalf of a government or department, agencies, and instrumentalities thereof; a political party; a government-owned entity; or a public international organization such as NATO or the United Nations; (2) members of royal families; (3) candidates for a political office; and (4) immediate family members (e.g., parents, children, spouse, and in-laws), close friends, and business associates of a government official. These persons may include procurement officers or CIOs in charge of government departments or projects. In general, "government-owned" means a government ownership interest of greater than 50%, but government ownership of less than 50% may also trigger the applicability of these laws in some countries. For China, Hong Kong, and other countries with a central government and ownership by the government of the telecom industry, banking institutions, transportation facilities and the like, one should assume any official of such an institution is a "government official."

Equally important under applicable anti-corruption laws is the necessity for accurate and complete books and records to be maintained regarding sales of HP products and all transactions relevant to HP Partner status. False and misleading accounting practices, slush funds and similar financial practices are prohibited by HP Policies and may violate applicable laws.

HP Partners must insist that all their contractors and representatives abide by HP's ethical standards. Indeed, HP expressly prohibits HP Partners from contracting with any entity or individual on HP's behalf that engages in, or is suspected of engaging in, bribes, kickbacks, or other similar improper or unlawful payments. As an example, HP Partners may comply with this requirement by adopting third party due diligence procedures.

In certain instances, the FCPA tolerates “facilitating payments.” Despite this tolerance, when acting within the HP Partner relationship, HP Partners (1) *are prohibited* from making facilitating payments in jurisdictions in which these payments are unlawful; and (2) *are strongly discouraged* from making facilitating payments in all other jurisdictions because HP considers them damaging to the business environment and contrary to HP’s standards of ethics.

HP 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.

3. Government Sector Sales Rules

HP Partners must become familiar with, track, understand, and comply with all laws and regulations relating to sales to government entities as government sector customers that are relevant to their HP Partner status.

4. International Trade Laws

Because HP is based in the United States, all HP locations and representatives must comply with economic sanctions and trade embargoes imposed or approved by the United States Government. HP Partners must become familiar with and comply with such applicable economic sanctions and trade embargoes when acting on behalf of HP.

Further, HP Partners must become familiar with and comply with all relevant laws and regulations in the United States and in 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](#).

6. Environmental Laws

HP expects HP Partners to 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, 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 would create a conflict of interest relating to their partnership with HP. The term "conflict of interest" describes any circumstances that should cast doubt on the HP Partner's ability to act objectively regarding the supply of services to HP within the HP Partner relationship. If a Partner believes that there exists

a conflict of interest with HP or any of its employees, whether actual or potential, 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.

4. Compliance with Contractual Obligations

HP Partners must comply with their obligations under HP contracts, including the obligations concerning (i) reselling or purchasing HP-branded products outside of the HP-authorized distribution channels to or from unauthorized resellers or brokers; (ii) granting HP access to their books and records pursuant to HP's contractual audit rights; and (iii) compliance with applicable laws, this Partner Code of Conduct, and other applicable ethics requirements; and (iv) the requirement of annual compliance certification.

5. Customer Service

HP Partners must provide a high level of customer service, including assisting customers in obtaining in-warranty and out-of-warranty services. HP Partners must deliver a total customer experience, including professional call handling, customer relationship management, and a transactional capability via the internet where requested by the customer.

IV. Compliance and Risk Management System

1. Business Controls

HP Partners must maintain effective business controls that are capable of preventing and detecting unlawful conduct by their employees and counterparties. At a minimum, an effective business controls program should contain 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 written Code of Conduct that expressly confirms their commitment to, and states objectives for, their legal compliance, ethics, environmental, occupational health and safety, commercial practices, and labor programs (the Electronic Industry Code of Conduct (EICC) is encouraged as model for this Code of Conduct).; (iii) a designated company representative(s) responsible for overseeing and implementing their legal compliance, ethics, environmental, occupational health and safety, commercial practices, and labor programs; and (iv) clearly communicated mechanisms for employees to report misconduct or seek guidance without fear of retaliation.

2. Confidentiality

Confidential and proprietary information regarding matters such as HP's business activities, strategies, plans, structure, technology, channel programs, customers, financial situation, and performance is critical to HP's success, and cannot be disclosed or used, except in

accordance with applicable regulations, contractual requirements, and this Partner Code of Conduct.

HP Partners must:

(1) understand the specific requirements for using HP's confidential or proprietary information;

(2) comply with applicable non-disclosure agreements and contractual confidentiality requirements regarding the information that belongs to or is in possession of HP;

(3) protect personal, confidential or proprietary information and never misuse or disclose such information to unauthorized parties;

(4) safeguard and appropriately handle HP's confidential or proprietary information; and

(5) comply fully with applicable agreements with HP regarding its use of information about HP, HP customers or employees or HP's name or brand identity publicly, and secure HP's written approval prior to any deviations.

3. 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 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 corporate.compliance@hp.com, by telephone to GuideLine at 1-800-424-2965 (Outside U.S., first dial AT&T Access Number), or if you prefer, send an email directly to the Board of Directors at BOD@hp.com.

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

HP Ethics and Compliance Office
P.O. Box 692015
Houston, TX 77269-2015