



PARTNER CODE OF
CONDUCT

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APPLICABILITY AND SCOPE

Dell EMC partners, including their permanent and temporary employees, independent contractors, suppliers, agents and downstream partners (collectively, “Partners” or “you”) are required to comply with this partner Code of Conduct (“Code”). Dell EMC expects you to act with integrity and that includes being knowledgeable about and complying with the law and this Code. Failure to do so could subject both Dell EMC and you to civil and criminal penalties and jeopardize your relationship with Dell EMC.

IMPLEMENTATION OF CODE

All Partners with whom Dell EMC conducts business are required to have effective policies, documentation, and controls that, at a minimum, incorporate the requirements contained in this Code and the laws applicable to your business, including the laws applicable to conducting business with governmental entities and officials. It is your responsibility to ensure that your permanent and temporary employees, independent contractors, suppliers, agents and downstream partners and others as appropriate are aware of and agree to conduct Dell EMC business in accordance with applicable laws and this Code.

COMPLIANCE WITH LAWS, REGULATIONS, AND BUSINESS PRACTICES

COMPLY WITH ANTI-BRIBERY LAWS

Business decisions involving Dell EMC shall always be made based on the merits and integrity of Dell EMC's products, services and people. Dell EMC does not tolerate bribes, kickbacks or extortion of any kind. Anti-bribery, anti-kickback, and anti-corruption laws, including the U.S. Foreign Corrupt Practices Act, the UK Bribery Act, and the OECD Convention on Combating Bribery of Foreign Public Officials in International Business and other local anti-corruption or anti-bribery laws, ("Anti-Corruption Laws") apply in every country in which Dell EMC conducts business.

You understand and agree to comply with the Anti-Corruption Laws and agree that you will not take or allow any third party to take any action that would violate the Anti-Corruption Laws. Never offer, promise, request, authorize or accept a bribe, directly or indirectly, for any reason. A bribe can be any benefit (meaning anything of value or any other advantage) that is offered or given with the intent to wrongfully influence a decision or act of the recipient. Bribes can take the form cash payments, but may also take other forms, such as products, gifts, travel or lodging expenses, charitable donations, event sponsorships, meals, entertainment or job opportunities.

Anti-Corruption Program

You agree to maintain reasonable procedures, internal policies, controls and methods designed to ensure compliance with Anti-Corruption Laws. You shall provide reasonable assistance to Dell EMC and its authorized representatives for purposes of ensuring your compliance with the Anti-Corruption Laws or to support an inquiry or investigation of a suspected violation of those laws. Reasonable assistance may include providing information and documentation to Dell EMC in connection with any Dell EMC business, providing reasonable access to your books and records of any expenses related to Dell EMC business, and providing periodic certifications upon request in a form and manner acceptable to Dell EMC of your compliance with the Anti-Corruption Laws.

Third Party Due Diligence

All third parties with whom Dell EMC conducts business are required to undergo appropriate due diligence. This is designed to determine the suitability of a given third party. Suitability for this purpose includes, but is not limited to, a clearly defined and legitimate business purpose, positive reputation and regulatory compliance track record and a demonstrated commitment to a culture of ethics and compliance. Due diligence identifies beneficiary ownership of a given entity, confirms that a given entity is headquartered where it claims to be, determines whether a given entity or key individuals are listed on government sanction lists, assesses known associations with Politically Exposed Persons (PEPs), and other key activities.

Dell EMC may require Partners to:

- Participate in Dell EMC's due diligence onboarding process, including providing accurate and timely information on beneficial owners, business licenses, current business contact information and responding timely and completely to relevant Dell EMC inquires;

- Notify Dell EMC of ongoing or past investigations with authorities regarding fraud or other alleged business misconduct; and
- Complete assigned training or other requested mitigating activities within designated timeframe.

You also are expected to adopt appropriate third party due diligence for the third parties that you may contract, oversee, manage, transact with, direct or otherwise engage in the context of Dell EMC business. Specifically, you are expected to design and maintain reasonable third party due diligence procedures, internal policies, controls and methods for ensuring compliance with Anti-Corruption Laws, and you shall impose upon such third parties obligations that are no less onerous than those imposed upon you in this Code. This includes, but is not limited to the following:

- Utilize generally accepted best practices, tools, and vendors as needed;
- Assign roles and responsibilities commensurate to credentials and expertise;
- Maintain results, management approvals, and other evidence supporting review; and
- Fully cooperate with Dell EMC in the evaluation of program effectiveness.

Dell EMC prohibits you from working with any individual or entity that engages in, or is suspected of engaging in, bribes, kickbacks, fraud, or other improper activities. Do not use third parties to do what Dell EMC prohibits you from doing by contract or in this Code.

COMPLY WITH ANTITRUST AND COMPETITION LAWS

Dell EMC is committed to observing the applicable antitrust or competition laws of all countries and expects you to share that commitment. These laws prohibit certain practices which are deemed to unreasonably restrain trade. The penalties for failing to adhere to these laws can be serious, and include significant fines and possible jail time for certain infractions.

For example, when working with or for Dell EMC you must never:

- Unlawfully fix, adjust, or control prices;
- Structure or orchestrate bids to direct a contract to a certain competitor;
- Boycott suppliers or customers;
- Divide or allocate markets or customers;
- Engage in bid-rigging or collusion;
- Limit the product or sale of products or product lines;
- Engage in any discussions or activities that unfairly restrain competition; or
- Force a customer to buy only Dell EMC products or less popular Dell EMC products (if they want to buy more popular products).

ABIDE BY INTERNATIONAL TRADE & SANCTIONS REGULATIONS AND ANTI-BOYCOTT RULES

Dell EMC conducts its global business in strict compliance with applicable economic, financial, and trade sanctions and import and export control laws and regulations throughout the world. You must do the same when selling Dell EMC products, software, technology, and services.

Dell EMC presumes that all of its products, software and services are subject to U.S. export control requirements, in addition to any other applicable countries' requirements. As such, unless authorized by the U.S. government, Dell EMC products, software, technology, and services must not be provided to any:

- Citizen, national, resident, entity, organization, or government of any country or territory that is subject to comprehensive U.S. or other national or multinational economic or financial sanctions or trade embargoes;
- Individual or entity that is the subject or target of any U.S. or other national or multinational economic, financial, or trade sanctions, including individuals and entities on OFAC's List of Specially Designated Nationals and Blocked Persons, or otherwise identified on a list of prohibited, sanctioned, debarred, or denied parties, or otherwise subject to such sanctions or restrictions; and
- Individual or entity if you know or suspect they will use the products, software, services or technologies for purposes or end uses prohibited by U.S. law, including terrorist activities or the development, design, manufacture or production of rockets/missiles or nuclear, chemical or biological weapons.

Certain Dell EMC products may be subject to special restrictions under applicable import and export control laws and regulations, or may be subject to mandatory reporting requirements. You must obtain any licenses or other government authorizations that may be required with respect to the use, transfer, import, export, or re-export of Dell EMC products, software, technology, or services. You also must not cooperate with any restrictive trade practice or boycott that is prohibited or penalized under U.S. or applicable local laws. The import and export control laws and regulations of particular countries may vary. It is your obligation to understand and comply with all such applicable laws and regulations.

OBSERVE SUSTAINABLE BUSINESS PRACTICES

You are required to conduct your business in ways that are environmentally responsible and in compliance with all applicable environmental laws and regulations.

UPHOLD HUMAN RIGHTS, LABOR LAWS, AND FAIR LABOR PRACTICES

You are required to uphold the basic human rights of individuals and workers within your company and your supply chain. This means you must comply with:

- Health and safety regulations;
- Laws upholding the rights of persons with disabilities;
- Domestic and international labor laws;
- Fair labor practices; and
- Human trafficking laws.

You must never use forced, debt-bonded, indentured, or child labor. The term "child" refers to any person employed under (a) the minimum age for employment under the applicable law, or (b) the age of 14, whichever is greatest. The use of legitimate workplace apprenticeship programs, which comply with all laws and regulations, is supported.

You must also never discriminate on the basis of race, color, religion, creed, gender (including pregnancy), sexual orientation, marital status, gender identity or expression, national origin and ancestry, genetics, citizenship status when otherwise legally able to work, age, disability (including HIV), veteran status, or any other characteristic protected by applicable law.

You are also expected to take all reasonable steps to ensure that you are not selling Dell EMC's products or services to anyone who intends to misuse those products to violate the basic human rights of others.

FOLLOW PRIVACY AND DATA PROTECTION LAWS

Dell EMC expects that its Partners understand, track, and comply with all laws and regulations related to privacy and data protection that are relevant to their actions as a Dell EMC Partner. Among other things, this means that you should access, collect, use, share, transfer or store the personal information of others only when specifically authorized, only as necessary for legitimate business purposes, and only collect personal information of others with appropriate notices of the purposes for which that personal information will be used. You must meet the limitation of use requirements set forth in your Partner agreement for any personal data you receive from Dell EMC. As also required in your Partner agreement, Dell EMC expects you to implement appropriate safeguards to ensure the protection, integrity, and security of personal information in accordance with applicable data privacy laws. This includes holding accountable your subcontractors that handle personal data to at least the same requirements imposed upon you. Dell EMC also expects you to notify Dell EMC promptly according to the terms of your channel partner agreement should a suspected or actual breach of data security occur with respect to personal data you have received from Dell EMC or collected on behalf or for the benefit of Dell EMC.

PROTECT CONFIDENTIAL AND PROPRIETARY INFORMATION

Dell EMC competes fairly and it expects you to do the same. You may use any publicly available information about Dell EMC's competitors or other companies, but you may not unlawfully acquire or misuse the trade secrets or other confidential information of another third party in connection with your work with or for Dell EMC. Any taking, downloading or other prohibited use of information that Dell EMC considers confidential or proprietary constitutes theft of Dell EMC property and may be deemed to be a misappropriation of Dell EMC trade secrets. This includes, but is not limited to, source code, software, hardware, and other inventions or developments (regardless of the stage of development) developed or licensed by or for Dell EMC, marketing and sales plans, competitive analyses, product development plans, non-public pricing, potential contracts or acquisitions, business and financial plans or forecasts, internal business processes and practices, and prospects, customers, and employee information.

Additionally, you must take steps to prevent the disclosure of Dell EMC confidential or proprietary information that you are authorized to use. Do not transfer, publish, use, or disclose that information other than as necessary in the ordinary course of business or as directed or authorized in writing by Dell EMC. Inform Dell EMC of any improper attempts by outsiders to obtain Dell EMC's confidential or proprietary information.

UPHOLD FINANCIAL INTEGRITY AND ACCURATE RECORD KEEPING

Maintaining accurate, complete, and reliable financial and business records is of critical importance to Dell EMC. You must maintain and provide (upon request) accurate, complete and reliable financial information to Dell EMC regarding sales of Dell EMC products and services and all related transactions.

AVOID CONFLICTS OF INTEREST

Any circumstance in which your ability to act with objectivity is compromised is considered a conflict of interest. Since Dell EMC wishes to maintain a partnership free of conflicts, we ask that should a conflicting situation arise between our companies or any of its employees, that you report all pertinent details to Dell EMC. This includes, but is not limited to, close personal or family relationships with those at Dell EMC or the giving or receiving of lavish business courtesies.

GIFTS & ENTERTAINMENT

The use of gifts and entertainment by your company and employees is permitted as long as it is in accordance with local law, rules and requirements. These should not be construed as intended to influence judgment or to obtain unfair preferential treatment or to gain improper advantage. If you leverage funds provided by Dell EMC for these purposes, other restrictions apply as outlined in supplemental program terms and conditions.

KNOW YOUR CONTRACT WITH DELL EMC

Your contract is the only approved vehicle for Dell EMC and you to express the terms and conditions that will apply to this relationship. It's important that everyone at your company, who is working on the Dell EMC account, be aware of the contents of your contract, including limitations of use set forth there regarding any personal data you receive from Dell EMC.

A side letter is a term used to describe a non-contractual understanding that was not properly approved or executed. Side agreements, whether oral or written, are forbidden, and no undisclosed or unrecorded fund or asset related to any Dell EMC transaction may be established or maintained for any purpose. Dell EMC will not honor and is not obligated by side letters that have not been properly authorized.

REPORTING SUSPECTED VIOLATIONS

If you know or suspect of a violation of applicable laws or regulations or this Code, you are encouraged to report such violation in any of the following ways:

- Contact Dell's Global Ethics and Compliance Office at ethics@dell.com
- Contact the Audit Committee of the Dell Board of Directors at Board_of_Directors@dell.com
- Contact Dell's Ethics Helpline at www.dell-ethicsline.com (Note that laws and procedures for reporting vary from country to country so review any guidance provided before moving forward.)
- For matters involving personal information, contact Dell's Privacy team at Privacy@dell.com
- For partner escalations visit the Dell EMC Partner Portal and click on Partner Support

Any reported violation will be kept confidential to the maximum extent allowed under applicable laws. Such reports may be made anonymously, where local law permits, by using any of the methods set forth above. Although reports of violations or suspected violations under this Code may be made verbally, you are encouraged to make any such reports in writing, which assists the investigation process.

Dell EMC will not retaliate against anyone who provides information or otherwise assists in an investigation or proceeding regarding any conduct the person reasonably believes constitutes a violation of applicable laws or regulations or this Code.

Partners are expected, consistent with applicable laws and contractual obligations, to provide reasonable assistance to any investigation by Dell EMC of a violation of this Code or applicable laws and allow Dell EMC reasonable access to all facilities, records and documentation concerning their compliance with this Code and laws applicable to their sale and distribution of Dell EMC products and services.

RESOURCES

Training is available to all Partners who are interested in further understanding the requirements set forth in this Code. For select Partners, completion of Dell EMC assigned training is mandatory and a condition of your program eligibility. In addition, you are expected to conduct periodic training of your permanent and temporary employees, independent contractors, suppliers, agents and downstream partners and others, as appropriate.

Dell EMC has made available the following resources to further assist you.

Compliance Expectations Framework Overview: Summarizes the principles contained in this Code.

Compliance Audit Documentation: Provides examples of what Dell EMC may expect during a Partner audit.

Due Diligence Aid for Distributors: Guides the design and deployment of a third party due diligence program.