PARTNER CODE OF CONDUCT
INTRODUCTION

At Hewlett Packard Enterprise (HPE), we work collaboratively with our Partners to conduct business with passion for our customers and products, respect for individuals, and uncompromising integrity in our business dealings. References in this Code of Conduct to HPE products include HPE service offerings as well as HPE hardware, software, supplies, and other products.

To meet these objectives, HPE expects its Partners to maintain the highest standards of business ethics; become familiar with and comply with all laws that are relevant to their HPE Partner status, including laws prohibiting bribery; and stay abreast of all legal and regulatory changes that are relevant to their HPE Partner status. Further, HPE requires that HPE Partners (1) implement effective business controls that prevent and detect unlawful conduct; (2) comply with contractual provisions that require strict adherence to all applicable anti-corruption laws and other laws that are relevant to their HPE Partner status and their HPE Partner business; (3) grant and cooperate with HPE audit rights to review the Partners' compliance with such laws relevant to their HPE partner status; (4) to the extent they become aware, proactively report to HPE actual or potential violations of this Partner Code of Conduct or applicable laws involving HPE products by their employees and representatives, as well as actual or potential violations of HPE’s Standards of Business Conduct, this Partner Code of Conduct, and applicable laws by HPE’s employees and representatives; and (5) provide certification of their compliance with these laws and complete all related HPE training and due diligence as and when requested by HPE.

Although HPE recognizes the different legal and cultural environments in which its Partners operate throughout the world, HPE 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 HPE Partners, their employees, temporary employees, agents, independent contractors, and subcontractors. An HPE Partner is any party selling HPE products, including distributors, OEMs, resellers, agents, and any other party to an HPE partner or channel agreement. An HPE Partner also includes any party providing services directly or indirectly to HPE in support of HPE business, such as system integrators, logistics companies and other service providers to HPE supporting HPE business with its customers. A breach of this Partner Code of Conduct will be considered a breach of the Partner’s contract with HPE and may lead to the termination of the business relationship with HPE.
COMPLIANCE WITH LAWS

1. Competition Laws

HPE Partners must comply with laws and regulations governing fair trading and competition that are relevant to their HPE Partner status. In addition to adherence to applicable local laws, HPE Partners may not discuss or enter into a formal or informal agreement with HPE or any competitor about any of the following:

(a) end customer/resale price; (b) matters affecting price; (c) production levels; (d) inventory levels; or (e) bids. Additionally, HPE partners may not discuss or enter into a formal or informal agreement with any other partners about division of customers, products, or geographic territories between or amongst one another.

In jurisdictions where such conduct is unlawful, HPE Partners may not interfere with the right of other resellers to freely determine their resale price of products, limit a reseller’s right to sell products, or condition the sale of products on an agreement to buy other products.

HPE Partners may only use legal means to gather information about manufacturers or sellers of products that compete with HPE’s products.

HPE Partners who may have a superior bargaining or pricing position with HPE (dominant partner) will not seek to enter into agreements with HPE, end customers, or other partners designed to use that bargaining power to increase prices or make it more expensive for rivals to do business. An example of such an agreement would be a most favored nation (i.e. MFN)-plus agreement where a dominant partner demands that all other partners pay prices to HPE that are higher than those paid by the dominant partner.

2. Anti-Corruption Laws

Absolute Prohibition on Bribery

HPE has zero tolerance for bribery.

HPE expects its partners to comply with the U.S. Foreign Corrupt Practices Act (FCPA), the U.K. Bribery Act, and the anti-corruption laws of countries where the Partner does business. HPE Partners are prohibited from offering or giving anything of value to another person in order to improperly obtain or retain business, influence a decision, or gain an advantage. This prohibition applies both to government and commercial sectors. HPE partners are also prohibited from paying bribes indirectly, through intermediaries. In addition, HPE prohibits “grease” or “facilitation payments” for routine government actions, even where permitted by the FCPA or local laws. There are no exceptions to these rules.

HPE partners must be careful when providing gifts, meals, and entertainment. Many of our government and commercial sector customers must follow laws or internal rules that limit what their employees are allowed to accept from suppliers. For example, in the United States and some other countries, gifts, meals, and entertainment for federal, state, or local government officials may be strictly prohibited. HPE expects its partners to be familiar with and comply with any customer restrictions regarding gifts, meals, or entertainment. Under no circumstances should an HPE partner ever provide a gift, meal, or entertainment to any other person in order to win business or secure an improper advantage for HPE. Through the Global Business Amenities Policy that applies to HPE employees, HPE requires its employees to obtain internal approval before accepting or providing certain things of value, and HPE prohibits its employees from asking for those items. If you suspect a violation of HPE’s Global Business Amenities Policy, please report it.

Books and Records

HPE expects its partners to keep complete and accurate books and records regarding all HPE-related business. HPE Partners are prohibited from creating false or misleading documents, and HPE Partners must never engage in false or misleading accounting practices relating to HPE-related business. For example, HPE does not tolerate the creation of “slush funds,” “parked funds,” or similar improper financial practices – even if an HPE employee requests it.
Third Parties Engaged By HPE Partners

HPE Partners should only do business with third parties that share HPE and HPE Partners’ high ethical standards. HPE Partners must not engage with any third party in connection with any HPE-related business if the HPE partner knows or suspects that the third party pays bribes or otherwise acts unlawfully. To comply with this requirement, HPE Partners should conduct appropriate risk-based diligence on any third party engaged in HPE business. Any parties engaged by an HPE Partner in connection with HPE-related business must agree to comply with ethics and compliance standards at least as high as in this Code of Conduct.

3. Government Sector Sales Rules

As described above, in addition to anti-corruption laws and the strict prohibition against any and all forms of bribery or improper payments, certain additional restrictions may apply with respect to government sales, employees, entities, and instrumentalities. HPE Partners must become familiar with and comply with all laws and regulations relating to sales to government entities.

4. International Trade Laws

HPE complies with trade sanctions and import/export control laws and regulations throughout the world where we do business, and HPE expects its partners to comply with the same laws and regulations when doing business as an HPE Partner.

HPE’s products, software, and services are subject to U.S. export control requirements and to requirements of other countries, as applicable. Certain HPE products may be subject to special restrictions under import and export control laws and regulations or may be subject to mandatory reporting requirements. HPE Partners must comply with all applicable laws and regulations and obtain any licenses or other government authorizations that may be required with respect to the use, transfer, import, export, or re-export of HPE products, services or technologies.

HPE Partners agree that they will not export, re-export, or transfer HPE products, services, or technology to any of the following, unless authorized by the U.S. government:

(1) Countries and regions (including its citizens or entities) that are subject to U.S. comprehensive embargoes (e.g., Cuba, Iran, North Korea, Sudan, Syria, and the Crimea Territory of Ukraine);

(2) Companies or entities subject to U.S. or multinational trade control sanctions or blocking measures, including those designated on any lists of denied or restricted parties such as in the United States Department of State, Commerce, and Treasury Consolidated Screening List; or

(3) For use directly or indirectly in the design, development, or fabrication of nuclear, chemical, or biological weapons or missile technology, or any terrorist activities.

In addition, HPE Partners must comply with U.S. anti-boycott laws; HPE Partners must not cooperate with any restrictive trade practice or boycott that is prohibited or penalized under United States laws.

5. Intellectual Property Laws

HPE Partners must not infringe, violate, or misappropriate HPE’s trademarks, patents, copyrights, domain names, social media account names/handles, or other intellectual property or proprietary rights; or any intellectual property, proprietary, or personal rights of a third party while conducting any activities related to their status as an HPE Partner. Without limiting the foregoing, HPE Partners cannot engage in the production, distribution, storage, sale, or promotion of (i) counterfeit HPE or third party products or (ii) any third party product that otherwise infringes HPE’s intellectual property rights; cannot engage in any unauthorized parallel importing, must follow all HPE trademark and brand guidelines when creating marketing materials, and cannot create or distribute any such materials that infringe, violate, or misappropriate any third party rights. Any breach hereof will be determined by HPE in its sole discretion from information gained by any means, including its own investigative efforts, those of its agents, or by any law enforcement or investigative agency; will constitute a material breach; and entitle HPE to exclude Partner from any HPE channel programs, deprive Partner of any benefits earned under such programs, and/or alter discounts, as referred to in section 16.c of the HPE Partner Agreement.
6. Environmental Laws

HPE Partners must conduct their operations in ways that are environmentally responsible and in compliance with all environmental laws, regulations, and standards that are relevant to their HPE Partner status.


HPE believes that all people should be treated with dignity and respect. HPE’s broad commitment to respect human rights, as defined by the United Nations Universal Declaration of Human Rights (UDHR), is set out in its Global Human Rights Policy. HPE’s Standards of Business Conduct (SBC), and U.S. Public Sector Anti-Human Trafficking Policy contain prohibitions on forced labor, bonded labor, and human trafficking—as well as conduct that can contribute to forced labor and human trafficking. HPE has committed to the United Nations Guiding Principles on Business and Human Rights (UNGPs), and our approach to human rights is informed by other influential international initiatives, such as the OECD Guidelines for Multinational Enterprises.

We expect our Partners to adhere to the UNGPs and the principles set forth in HPE’s Global Human Rights Policy. Pursuant to these principles, HPE Partners must comply with applicable laws, avoid complicity in human rights violations, and assess human rights risk as part of a strong commitment to upholding and respecting human rights. HPE Partners must take reasonable steps to ensure that customers use HPE products responsibly and avoid sales to those who intend to use HPE products in a manner that might infringe on the human rights of any individual.

HPE 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 HPE Partner status.

Specifically, HPE requires HPE 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.

This includes transporting, harboring, recruiting, transferring, or receiving persons by means of threat, force, coercion, abduction, or fraud for labor or services. There shall be no unreasonable restrictions on workers’ freedom of movement in the facility, nor unreasonable restrictions on entering or exiting company-provided facilities. As part of the hiring process, workers must be provided with a written employment agreement in their native language that contains a description of terms and conditions of employment prior to the worker departing from his or her country of origin and there shall be no substitution or changes(s) allowed in the employment agreement upon arrival in the receiving country unless these changes are made to meet local law and provide equal or better terms. All work must be voluntary, and workers shall be free to leave work at any time or terminate their employment. Employers and agents may not hold or otherwise destroy, conceal, confiscate, or deny access by employees their identity or immigration documents, such as government-issued identification, passports, or work permits, unless the holding is required by law. Workers shall not be required to pay employers’ or agents’ recruitment fees or other related fees for their employment. Employers shall maintain adequate controls to ensure that workers have not been charged recruitment or placement fees during their recruitment process and employers are responsible to repay any such fees charged to workers.

Child labor is not to be used. The term “child” refers to any person employed under the age of 15, 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, including with respect to night work and overtime, with consideration given to educational needs.

Finally, HPE Partners must never discriminate based on race, color, age, gender, sexual orientation, gender identity and expression, ethnicity, religion, disability, union membership, marital status, or political affiliation.

8. Privacy and Data Protection Laws

HPE Partners must comply with all applicable privacy and data protection laws and regulations, including but not limited to national, federal, state, local, and industry/sector specific laws or regulations. In addition, HPE Partners shall conduct their operations in a manner that complies with any specific requirements documented in the HPE Partner Ready Partner Privacy and Data Protection Addendum.
ADHERENCE TO HONEST AND FAIR MARKETING AND SALES PRACTICES AND COMPLIANCE WITH CONTRACTS

1. Marketing and Sales Practices

HPE Partners’ marketing and sales practices must reflect a commitment to accurate, honest, and fair dealings with their current and potential customers. HPE Partners must not engage in any misleading or deceptive practices.

2. Advertising Standards

If an HPE Partner is, with HPE’s prior written approval, engaged in any advertising, marketing, or promotional activities that reference or implicate HPE, 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 accurate, complete, and truthful. 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 HPE Partners’ advertising must clearly disclose the material terms and limitations of advertised offers.

HPE 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

HPE Partners must avoid engaging in any business activity that could create a conflict between their interests as an HPE Partner and HPE Partner's separate duty or obligation to provide independent advice to a Customer regarding the products or services being procured. In order to avoid actual, potential, or apparent conflict of interest situations, HPE Partners are not authorized to operate as an agent partner or to collect an agent commission or fee, or other type of compensation from HPE, where the HPE Partner is under a separate duty or obligation to provide independent, unbiased advice to a Customer regarding the products or services being procured. If a Partner believes that there exists a conflict of interest, or that a potential conflict of interest may arise, the Partner should report all pertinent details to a designated HPE representative.

HPE employees are required to comply with HPE’s Standards of Business Conduct. The selection of HPE Partners is based on the quality of their services and their business integrity. HPE 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. HPE Partners must not ask or encourage HPE employees to violate the provisions of HPE’s Standards of Business Conduct.
COMPLIANCE AND RISK MANAGEMENT SYSTEM

1. Business Controls

HPE Partners must maintain, or where necessary, establish effective business controls that are capable of preventing and detecting unlawful conduct by their employees and counterparties. By way of guidance, an effective business controls program typically contains at least 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 high-level commitment to legal and ethics compliance programs, including ethics, anti-corruption, human rights, environmental, occupational health and safety, commercial practices, and labor programs; (iii) adoption of clearly articulated Code of Conduct and compliance procedures addressing the foregoing (the Responsible Business Alliance Code of Conduct is encouraged as a model for this Code of Conduct); (iv) adequate resources and designated company representative(s) responsible for overseeing and implementing the legal and ethics compliance programs; (v) training and continuing advice regarding the legal and ethics compliance programs and HPE Partner policies and procedures; (vi) appropriate incentives and disciplinary measures for legal and ethical compliance; (vii) procedures for appropriate risk-based diligence on third parties; (viii) clearly communicated mechanisms for employees to report misconduct or seek guidance without fear of retaliation, including on a confidential basis, unless prohibited by law.

2. Investigations and HPE’s Ongoing Monitoring of the HPE Partners’ Compliance

HPE Partners must, consistent with applicable laws and contractual obligations, provide reasonable assistance to any investigation by HPE of a violation of this Partner Code of Conduct or of a violation by an HPE employee of HPE’s Standards of Business Conduct if related to the HPE Partners’ business or applicable laws relevant to their HPE Partner status, and to allow HPE reasonable access to all documentation concerning the HPE Partners’ compliance with this Partner Code of Conduct and laws applicable to their sale and distribution of HPE products.
HPE Partners should contact HPE if they have any questions about this Partner Code of Conduct. HPE Partners also must report to HPE any conduct of their employees and representatives, as well as any conduct of HPE's employees and representatives, that is believed in good faith to be an actual, apparent, or potential violation of this Partner Code of Conduct, HPE's Standards of Business Conduct, or applicable laws relating to the sale or distribution of HPE products. Reports will be handled confidentially, whenever possible. Reports should be made to the Partners' designated HPE representative or to the HPE Ethics and Compliance Office:

- Email: corporate.compliance.hpe@hpe.com
- Ethics Hotline: phone or web. Anonymous reporting possible wherever local law allows. Translation services available. Operators available 24/7
- Mail:
  Hewlett Packard Enterprise
  Attn: Ethics and Compliance Office 11445
  Compaq Center Dr. West Houston, TX 77070
- If preferred, you may submit your report directly to the HPE Board of Directors via email at BOD-HPE@hpe.com.