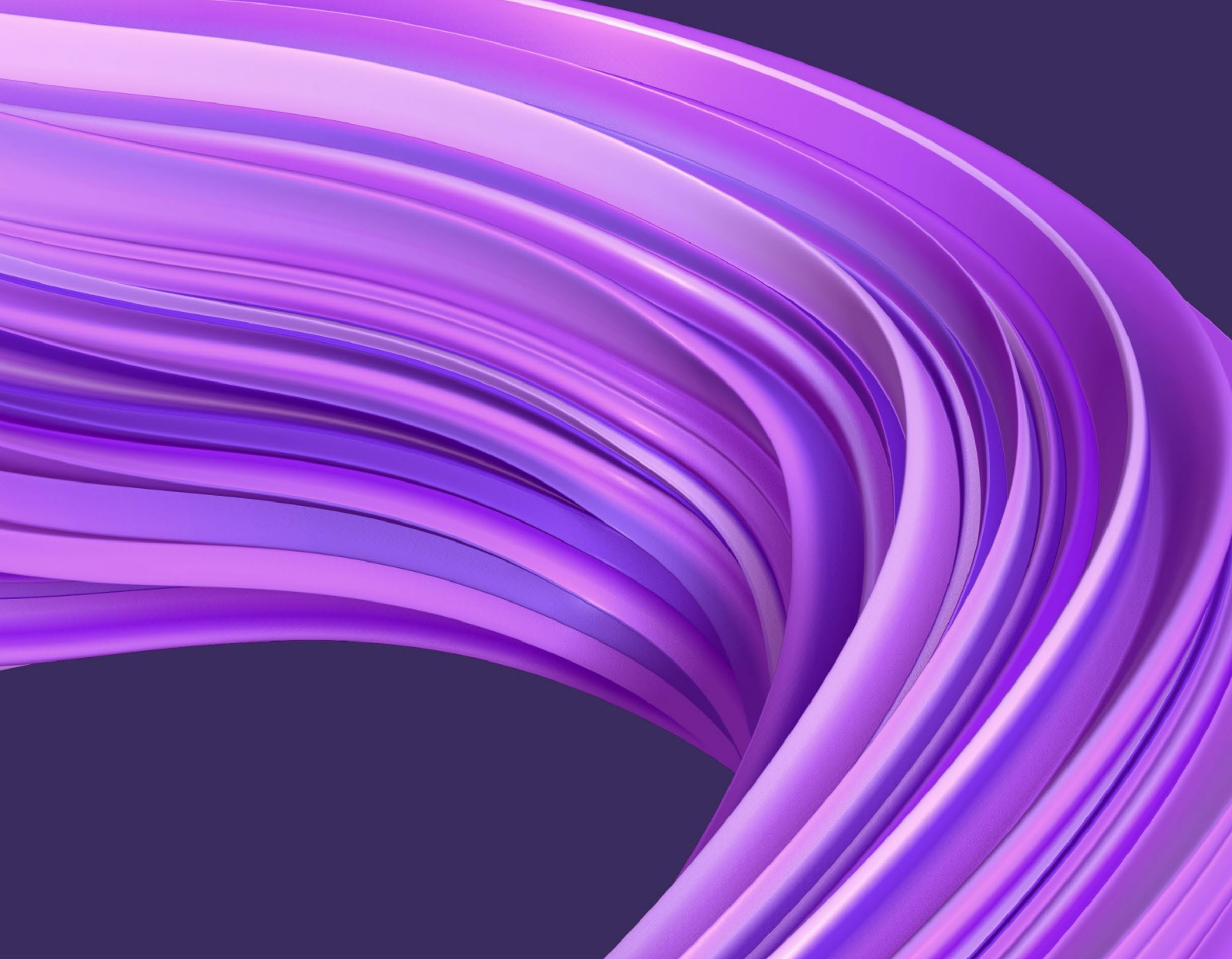




Global Code of Business Conduct & Ethics for Software AG

Global Code of Conduct - english

Owner:

Compliance Board

Approved by:

Management Board

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A Message to all Software AG Employees

Dear team,

Software AG operates in many different countries and cultures while still acting as one company in the way we do business. One of the most important aspects of our job at Software AG is establishing and building trust with our customers, partners, shareholders, and with each other. This is only possible through a collective commitment to be accountable, responsible and stewards of the trust placed in us.

To ensure we uphold this commitment, I am proud that we have the right approach in place with the Code of Business Conduct and Ethics. The code defines our company values, and our responsibilities to people, competitors, and governments; it gives guidance on any conflicts of interest and ethical questions that may appear. Importantly, it enables all of us to make sound decisions for establishing and maintaining business relationships based on integrity with each other and our business partners.

Our commitment to these values truly lies at the heart of our everyday work. It guides the way we do business, and it's the reason that our products, services, and our people have earned trust worldwide.

Each of us needs to understand the principles here, as they can help guide us to make better choices when presented with a conflict of interest, question or concern. Whenever the Code of Conduct does not provide an answer to your question or concern, and you feel the need to seek guidance, please bring it to the attention of Software AG's Compliance Board at complianceboard@softwareag.com.

We are responsible for maintaining the highest ethical standards in all our business relationships and collaborations, and I am counting on all of you to make decisions based on our strong ethical values.

Thanks to all of you who live the Code of Conduct. Holding up our values should never be compromised. Software AG's employees, customers, shareholders and partners expect and deserve our commitment.

Thank you,

Sanjay

1 Applicability

This Code of Business Conduct and Ethics sets forth fundamental principles of law and ethics governing the way that Software AG does business. This Code is not the exclusive source of guidance and information on Software AG's expectations, but it serves as the basis for other Software AG policies and guidelines which can be found on the Corporate Intranet.

Software AG's expectations for responsible conduct are applicable to all parties who work on behalf of Software AG worldwide, including, but not limited to, its employees, partners, contract labor and other representatives that act on behalf of Software AG. Standards listed in this Code are specifically directed at employees, though all other parties should conform to the spirit of these standards.

Where local country laws pertaining to employment of local nationals contain mandatory requirements that differ from the provisions of this Code, such requirements prevail for employees working in those countries.

2 Software AG's Compliance Board

Software AG has established the Compliance Board to implement and monitor the company's Compliance Program. It is a committee that reviews and evaluates compliance issues and concerns within the organization. The Board enforces that the employees of Software AG are in compliance with the law, that internal policies and procedures are being followed, and that behavior in the organization meets Software AG's Global Code of Business Conduct and Ethics. The Compliance Board reports to the Chief Executive Officer.

Specific Duties and Responsibilities of the Compliance Board are:

- Develop and periodically review and update the Global Code of Business Conduct and Ethics to ensure sustainable global application.
- Supervise the implementation and operation of the Global Code of Business Conduct and Ethics.
- Conduct trainings related to compliance and the Global Code of Business Conduct and Ethics.
- Provide guidance to management and other employees on compliance and this Code.
- Evaluate compliance violations and recommend appropriate action in response to violations to the Chief Executive Officer.
- If a violation occurs, consider modification of compliance policies and procedures to reduce the likelihood of future violations.

The Compliance Board consists of the SVP Global Legal & General Counsel, the SVP Audit & Compliance and the SVP HR Operations Global. For all questions, approvals and incident reporting please contact the Board via: complianceboard@softwareag.com

3 Software AG's Culture Framework

Culture is the one thing that brings and holds us all together. It is the glue that creates a sense of belonging.

Our culture is the outcome of every individual's behavior, beliefs, actions, and decisions. It comes down to everyone at Software AG independent to the role, location, tenure, or hierarchy.

It drives performance and helps to achieve our business targets.

The Culture Framework sets the direction and brings it all together: our key drivers, our values, and our leadership practices:

- Our FOUNDATIONAL PILLARS, the Three P's, define us as a company: PEOPLE, PASSION, and PRODUCTS.
- Our VALUES, the Three I's, unite us and provide guidance for our daily actions: INCLUSION, INTEGRITY, INNOVATION.
- Our LEADERSHIP PRACTICES establish a "ONE Team" mindset, focus on the "big picture", establish a culture that allows mistakes, lead with confidence and inspire others and promote a "People first culture".

Our Culture Framework



Our Foundation

PEOPLE

- We put people first - employees, customers and partners.
- We build strong teams and cultivate relationships that last.

PASSION

- We love what we do.
- We are dedicated to going above and beyond to make our customers successful today and tomorrow.

PRODUCTS

- We take pride in our technologies.
- We provide incomparable products, solutions, services and technical excellence for our customers.



Our Values

INCLUSION

- We create an inclusive environment built on trust and empowerment.
- We strive to work as one team across functions and regions.
- We connect, listen and treat each other with respect.

INTEGRITY

- We are open and honest and deliver on our commitments.
- We have an end -to-end ownership mindset.
- We make mindful decisions.

INNOVATION

- We love technology and deliver innovative solutions that serve our customers and our organization.
- We nourish a culture of continuous improvement and high quality.
- We are curious and eager to learn.



Our Leadership Practices

- Establish a "ONE team" mindset, focus on the "big picture" and break down silos.
- Foster teams that care for each other and appreciate each other's work.
- Welcome feedback and diverse perspectives by listening and asking questions.
- Encourage your team to challenge the status quo and establish a culture that allows to learn from mistakes.
- Lead with confidence and inspire others.
- Focus on impactful results and demonstrate accountability.
- Promote a "People first culture" and provide both, internal and external customers with the best solution.



4 Software AG's Responsibility to People and the Environment

At Software AG we are all individually responsible for our own actions. We, the management and employees, can all help make sure that Software AG is an ethical company. This is not a Code for "everyone" but a Code for each "individual". Only by each individual action will the Code be upheld and lived by.

4.1 Individual Responsibility

We, as employees of Software AG, play a major part in ensuring the standards set out in the Code are applied in our daily lives. So we must each meet our responsibilities and the standards in this Code. We can do this by:

- Taking responsibility for our personal actions, honestly accounting for and reporting our activities.
- Seeking assistance when we have questions about Software AG's Code of Business Conduct and Ethics or when faced with a challenging ethical situation.
- Raising any concerns or reporting potential or actual violations of Software AG's Code, as well as any policies and procedures Software AG may issue, or any laws and regulations.
- Fully cooperating with any Software AG investigation.
- Never acting unethically, even if directed to do so by another person. We can never justify any unethical action by claiming we were instructed to do so.
- Never asking or requiring another person to act unethically or violate the company's Code of Business Conduct and Ethics or the law.

4.2 Additional Responsibility of Management

In addition to every employee's individual responsibility, the Members of the Management Board and the management of Software AG will also have to meet responsibilities related to their leadership role in the business. As management employees, we can do this by:

- Ensuring that all employees uphold Software AG's Code of Business Conduct and Ethics.
- Consistently communicating and reinforcing Software AG's Code of Business Conduct and Ethics and related policies and procedures to employees.
- Fostering a work environment that encourages employees to act ethically and in compliance with this Code.
- Ensuring that we maintain open communication and discussion with employees, encouraging them to ask questions and raise concerns about difficult issues.

- Providing employees with information and advice regarding ethics and business conduct matters.
- Appropriately addressing our own or employees' ethics and conduct concerns or reports of potential or actual misconduct in a timely manner and seeking guidance as needed.
- Following company guidelines for appropriate discipline regarding ethics or conduct violations.
- Properly delegating authority only to responsible employees.
- Demonstrating leadership by acting with respect and integrity.

4.3 Our Responsibility to Protecting the Environment

At Software AG the sustainable treatment of the environment is important to us, and that is why we consider it our social and environmental responsibility to preserve our Earth and minimize our environmental impact. We fully acknowledge climate change and the finite nature of our planet, and as such are firmly committed to reducing and preventing pollution and waste.

That is why we are continuously seeking to optimize our energy consumption and expand our efforts in making the transition to a circular economy. We comply with all applicable legal environmental requirements, regulations and standards, and we report any environmental hazard instantly to the Compliance Board.

We go beyond by making it our business to contribute positively towards achieving the UN's Sustainable Development Goals (SDGs) and the targets set out in the Paris Agreement.

With sustainability and responsible action as our guiding principles we measure, analyze and communicate our environmental impact transparently. And through collaboration, employee engagement and timely action, we aim to protect future generations and our planet.

4.4 Our Responsibility to Other Employees

As employees we have a responsibility to act professionally and respectfully towards our fellow employees.

4.4.1 Safety and Health

At Software AG, we are all responsible for maintaining a safe workplace by following safety and health rules and practices. All employees are responsible for immediately reporting

accidents, injuries and unsafe equipment, practices or conditions to their supervisors or any other designated person. Our policy forbids retaliation against any employee who, in good faith, reports a suspected violation of law or policy.

Any person involved in retaliation may be subject to disciplinary action up to and including termination. Software AG is committed to keeping the workplace of every employee safe from any form of hazards.

4.4.2 Diversity and Respect

We are committed to respect international human rights as set in our “Human Rights Commitment Statement” as well as labor conditions and we oppose all forms of forced labor and child labor as well as all forms of modern slavery and human trafficking.

We are committed to diversity, equity and inclusion and we strongly stand against any form of discrimination or harassment.

Each employee will treat each other with respect and fairness at all times, just as they wish to be treated themselves. Being diverse, equitable and inclusive transforms our individual differences into a collective cultural strength. Software AG will value the differences of diverse individuals from around the world.

Software AG and the management are firmly committed to the equitable treatment of all employees and qualified applicants for employment. Employment decisions will be based on business reasons, such as qualifications, demonstrated skills and achievements, and we are committed to compliance with applicable employment laws everywhere we operate.

Software AG will not use factors which have no bearing on job performance or are unlawful. We are dedicated to equal employment opportunity without regard to race, color, religion, sex, national origin, age, disability or other protected characteristics.

Equal employment opportunity applies to all aspects of the employment process including promotion, placement, training and compensation. Software AG also will use best efforts to comply with applicable anti-retaliation laws in order to facilitate the reporting of concerns and complaints without fear of dismissal or retaliation of any kind.

Software AG employees will not discharge, demote, suspend, threaten, harass or in any manner discriminate against any employee in the terms and conditions of employment based upon any lawful actions of an employee with respect to good faith reporting of concerns or complaints regarding discrimination or harassment.

4.4.3 Harassment (General)

Software AG is committed to providing a work environment that is free of all forms of discrimination including sexual harassment. Sexual harassment of employees, as well as jokes, words, or comments based on an individual's gender, race, age, sexual orientation, ethnicity, or religion will not be tolerated. Software AG expects employees to treat each other with respect and to accept responsibility for complying with this policy.

The management and employees will follow the core values which are treating others as they would wish to be treated. This means that abusive, harassing or offensive conduct is unacceptable, whether verbal, physical or visual. Examples include derogatory comments based on racial or ethnic characteristic and unwelcome sexual advances. Software AG policy is "zero tolerance" for unlawful harassment and all employees are encouraged to promptly report such harassment to the appropriate company representative when it occurs. The management is required to survey their workplaces regularly to ensure compliance with Software AG's zero tolerance policy.

4.4.4 Sexual Harassment

Sexual harassment is defined as "unwelcomed sexual advances, requests for sexual favors and other unusual or physical conduct of a sexual nature". Sexual harassment may include such actions as sex-oriented verbal kidding, teasing, or jokes; subtle pressure for sexual activity; physical contact such as patting, pinching, or brushing against another's body; or demands for sexual favors. In addition, it also includes posting sexually explicit photographs and telling/emailing sexually explicit jokes. Such conduct may interfere with an individual's work performance or may create an intimidating, hostile, or offensive work environment. In short, any hostile or offensive behavior in the workplace that has a sexual component can constitute sexual harassment which is illegal.

All Software AG employees are expected to avoid any behavior or conduct which could be interpreted as sexual harassment. Any employee found to be engaging in sexual or any other form of harassment may be subject to disciplinary action up to and including discharge. Software AG will also not tolerate retaliation against anyone complaining of perceived harassment.

It is recognized that harassment may result from the actions of non-employees (i.e., third parties such as customers, suppliers/vendors, service representatives, visitors, etc. who interface with Software AG employees during employment activities). In these cases, the employee should report the incident immediately to his/her supervisor or Human Resources Manager for further action. Software AG will investigate all complaints and take such action as deemed appropriate. In this regard, Software AG is totally committed to

protecting its employees from sexual harassment and does not condone such offensive behavior or conduct from a customer or non-employee.

No employee must engage in unwelcome sexual conduct or make unwelcome sexual overtures to coworkers, business partners or any others identified under harassment previously. This includes but is not limited to any behavior that:

- Requires or implies that another person's submission to or rejection of sexual advances will affect that person's employment. This can include hiring, job assignment or duties, shifts, compensation, appraisals, promotion or advancement, transfers, training opportunities, disciplinary action, termination, or any other conditions of employment or career development.
- Creates a hostile work environment for another that is sexually abusive, demeaning, intimidating, threatening or offensive. No employee will request sexual favors, engage in visual, verbal or physical conduct of a sexual nature, display sexually explicit objects or pictures, tell offensive jokes, use sexually explicit language, send sexually explicit e-mails or instant messages.

4.4.5 Reporting and Addressing Harassment

Software AG employees are encouraged to report any instances of harassment that they become aware of or are a witness to. This may include sexual harassment or other forms of harassment. No employee will retaliate against other employees for filing a complaint of alleged harassment or for participating in an investigation of alleged harassment. In some situations, such as when others tell offensive jokes, the employee can resolve this matter by speaking with the person and expressing his or her concerns.

If an employee cannot resolve the matter in this way, or is uncomfortable doing so, he/she will report such matters to his/her supervisor, his/her Human Resources Manager or to the Compliance Board when it occurs. Any reported allegations of harassment, discrimination or retaliation will be investigated and responded to promptly and appropriate and remedial action will be taken where warranted. Appropriate action will be taken to deter any future harassment.

4.5 Privacy

Software AG respects the privacy of its employees and strives to meet its obligations regarding the confidentiality of employee personal data. Software AG develops, implements, maintains and audits privacy and data protection procedures and practices to ensure compliance with applicable legislation everywhere it operates. In case of questions, all employees are encouraged to contact Software AG's Data Protection Officer.

5 Software AG's Responsibility to Competitors

Software AG competes aggressively and its goal is to win but at all times Software AG does this with integrity.

5.1 Competitive Information

No employee must use any illegal or unethical methods to gather competitive information. Stealing proprietary information, possessing trade secret information that was obtained without the owner's consent or inducing such disclosures by past or present employees of other companies is prohibited.

If confidential information is obtained by accident that may constitute a trade secret or confidential information of another business, or if employees have questions about the legality of any actions, they are advised to consult the Compliance Board.

5.2 Fair Competition and Antitrust

Software AG and all its employees are required to comply with the antitrust and unfair competition laws of the many countries in which Software AG does business. These laws are complex and vary considerably from country to country. They generally concern:

- Agreements with competitors that harm customers, including price fixing, bid rigging and agreements not to compete for customers or contracts.
- Agreements that unreasonably limit the freedom of a customer or supplier to sell a product, including establishing the resale price of a product or service or improperly conditioning the sale of products, technologies or services or an agreement to buy other Software AG products and services.
- Attempts to monopolize, for example, by abusing a dominant position in the market unfairly to prevent others from competing.

Software AG employees who question whether an action may violate competition laws should speak with the Compliance Board before taking any kind of action.

6 Our Responsibility to Governments

As responsible citizens, all the employees are obliged to obey the law.

6.1 Compliance with Law

Software AG employees around the world must comply with all applicable laws and regulations wherever Software AG does business. Perceived pressures from supervisors or demands due to business conditions are no excuse for violating the law. If employees have any questions or concerns regarding the legality of an action, they are all individually responsible for checking with management and the Compliance Board.

6.2 Software AG's Political Activities

No Software AG employee may, except with approval from the Compliance Board, make any political contribution on behalf of Software AG or use Software AG's name, funds, property, equipment or services for the support of political parties, initiatives, committees, candidates for office, holders of elected offices, or governmental officials or employees.

6.3 Anti-Corruption Laws

Software AG complies with the anti-corruption treaties and laws of the countries in which it does business, including the U.S. Foreign Corrupt Practices Act (FCPA) and the UK Bribery Act, which apply to its global business and the Organization for Economic Cooperation and Development's Anti-Bribery Convention (to which the U.S. is a signatory). Software AG employees will not directly or indirectly (e.g. via partners or lobbyists) authorize, offer or make a corrupt payment to foreign government officials and customers, including employees of state-owned enterprises and customer employees, parties, or candidates for the purpose of influencing their actions or decisions.

These requirements apply both to Software AG employees and business partners, no matter where they are doing business. Software AG seeks to obtain the agreement of its business partners to comply with this Code and to take no action that might cause the company to violate this Code. In addition, partners agree not to make any payments that would violate local law or the company's policies and procedures that may be provided to them from time to time and to immediately notify the company of any requests they receive to take any action that might constitute a violation of this code, local law or company policies and procedures, as well as of any action by them that might be construed as a violation of this Code, local law or company policies and procedures.

If you are authorized to engage partners, make sure that they are reputable and agree in writing to Software AG's Global Code of Business Conduct and Ethics. The partner compliance form can be found on the Corporate Intranet.

In case that the partner is not willing to agree, please contact the Compliance Board for further advice.

6.4 Crossing National Borders

When importing or exporting products, services, information or technology, Software AG complies with applicable national laws, regulations and restrictions. When employees travel internationally on company business, they are subject to laws governing what they import and export. Software AG employees are responsible for knowing the laws that pertain to them and for checking with Legal or Travel Management when in doubt.

6.5 Anti-Money Laundering

Money laundering means the concealment of the origins of illegal obtained money and make it appear legal involving a legitimate business. As a responsible employee we do not engage in business with any customer or partner attempting to use Software AG for illegal transactions.

Software AG is committed to meeting its responsibilities to comply fully with anti-money laundering and anti-terrorism laws. Therefore, we will conduct business only with legitimate customers in compliance with such laws and take funds only derived from legitimate sources.

Acceptance of payments in cash or cash equivalent by Software AG employees is strongly forbidden. A bank transfer is considered as the standard payment form within Software AG. The same applies to requests for payments to be made through unrelated customers.

If you have any concerns regarding unusual or suspicious activities, please contact immediately the Compliance Board for further advice.

7 Professional Conduct

7.1 Alcohol & Drugs

Use of alcohol at the workplace or the illegal use of drugs adversely affects the job performance and can risk the health and safety of others and ourselves. Software AG employees will comply with company standards regarding use of alcohol, drugs and other controlled substances.

7.1.1 Alcohol

Software AG employees will not work or report to work under the influence of alcohol. No employee will consume alcohol at any time when it may impair their ability to do their job, endanger others or themselves, or reflect adversely on Software AG's reputation or any of its employees. According to local custom and law, norms relating to alcohol consumption during business entertainment or work-related social events, vary greatly. Alcohol consumption during the business day, including, for example, business entertainment or work-related social events during or after normal working hours, becomes a matter of concern for the company when it impairs one's ability to do one's job effectively, leads to inappropriate behavior, creates a danger to employees or others (impaired driving is an example), or violates local law or a customer rule or policy. All employees are expected to behave responsibly in this regard and Software AG will take appropriate action if they do not.

7.1.2 Drugs

No employee will work or report to work under the influence of illegal drugs or controlled substances. All employees are prohibited from possessing, selling, purchasing, using, manufacturing, distributing, or offering to others any illegal drugs or controlled substances while on company business or on company premises. This prohibition does not include legally obtained medications or prescriptions used as directed by a medical practitioner. Subject to applicable law, any employee found using, selling, purchasing or possessing illegal substances (except medically prescribed drugs) on company or customer property or during work time may be dismissed.

7.2 Off-Duty Conduct

In general, Software AG does not seek to interfere with employees' off-duty activities and employees have a right to privacy in their family or private lives. However, if an employee's off-duty conduct impacts negatively on the company, either in terms of an employee's individual work performance or the business interests of the company, including its reputation then the company reserves the right to take action. For example, the company

prohibits any illegal or immoral conduct by an off-duty employee that affects or has the potential to affect the company or exposes or has the potential for exposing the company to potential liability.

8 Protecting Company Assets

8.1 Confidential Information

Confidential information gives Software AG a competitive advantage in the marketplace, and Software AG would be damaged if its competitors discovered it or its customers would be harmed, if disclosed. Software AG employees are expected to use such information only in connection with Software AG's business. This obligation applies regardless of whether an employee developed the information. Employees must not disclose, reveal or use any confidential Information, unless its use is related to the proper performance of their duties with Software AG, or when disclosure is authorized by the Legal Department or required by laws or regulation.

Confidential information is any non-public information, including information in Software AG's databases. It may be entitled to protection by copyright, patent or other intellectual property or legal rights. More detailed rules on confidentiality may be contained in certain employee agreements or local Non-Disclosure Policies. Please take a look at ANNEX B of this Code for a fuller description of confidential information.

In addition, further information can be found in the Public Disclosure Policy.

9 Conflicts of Interest

Any employee of or contractor to Software AG makes business decisions based on the best interests of Software AG.

9.1 General Guidance

Business decisions and actions must be based on the best interests of Software AG and must not be motivated by personal considerations or relationships. Relationships with prospective or existing suppliers, other employees, contractors, customers, competitors or regulators must not affect our independent and sound judgment on behalf of Software AG. General guidelines to help Software AG employees better understand common situations that may give rise to a conflict of interest are listed below. Actual conflicts arise when an employee uses his or her position at Software AG for personal gain or when the

employee's personal interests conflict with Software AG's interests and must be avoided. However, Software AG employees are required to disclose any situation that may be, or appear to be, a conflict of interest, in accordance with policy. When in doubt, it is best to disclose to the supervisor and local Human Resources.

9.2 Outside Employment

Software AG employees may not engage in outside employment that conflicts with the company's interest. Skills learned and used at Software AG must not be used in a way that could hurt the business of Software AG. While it is not feasible to describe all possible conflicts of interest that could develop from participating in outside employment, some of the more common actions that might create a conflict of interest are: working or providing any advice, assistance or services to or for a competitor, customer, or business partner except in their role as a company employee; engaging in self-employment in competition with the company; using proprietary or confidential company information for personal gain or to the detriment of the company or any of its business partners or customers; and/or involvement in organizations that are doing or seek to do business with the company, including actual or potential vendors or customers.

Employees are hired and continue in the company's employment with the understanding that Software AG is their primary employer and that other employment or commercial involvement which is in conflict with the business interests of the company is strictly prohibited. Any outside activity must be sufficiently separated from Software AG employment and should not prevent the employee from fully performing work for Software AG. Employees who have a question concerning whether an action or proposed course of conduct would create a conflict of interest are encouraged to immediately contact the Compliance Board to obtain advice on the issue.

9.3 Board Memberships

Serving on a board of directors or board of trustees or similar body for an outside business or organization requires advance approval in accordance with policy. Please contact Software AG's Compliance Board, they will review potential conflicts of interest and inform the employee of any action considered necessary to avoid the conflict.

9.4 Family Members and close Relationships

No employee may use personal influence to get Software AG to do business with a company in which their family members or friends have an interest. Employees should disclose any close relationship that might make it appear they could favor another company to the detriment of Software AG's interests. Any employee will avoid

inappropriate reporting relationships where their objectivity may be or seem to be compromised.

Also, no employee will reasonably endeavor to make, participate in making, or attempt to influence decisions relating to job assignment, performance evaluations, promotions, compensation decisions and hiring practices concerning those with whom they have a family, household or a close, personal relationship. These same restrictions apply to reporting relationships with contractors, vendors, suppliers, external consultants, and other business partners. If any of these situations develop, the employee will disclose the existence of the relationship to his/her supervisor & local Human Resources so that the situation can be resolved. Close personal relationships include, but are not limited to, unmarried couples, dating relationships, live-in relationships or business partners.

9.5 Investments

Software AG employees may not allow their investments to influence, or appear to influence, their independent judgment on behalf of Software AG. This could happen in many ways, but it is most likely to create the appearance of a conflict of interest if a Software AG employee has an investment in a competitor, business partner, supplier, customer or distributor and his decisions have a business impact on this outside party. If there is any doubt about how an investment might be perceived, it should be disclosed to management. As employees we are also prohibited from directly or indirectly buying, or otherwise acquiring rights to any property or materials, when we know that Software AG may be interested in pursuing such an opportunity and the information is not public.

9.6 Improper Payments/Gifts

Giving and receiving of gifts can sometimes give the appearance of being improper. No gift may be offered or accepted by Software AG employees if it will create a feeling of obligation, compromise judgment or appear to improperly influence the recipient. For example, Software AG employees should not offer or receive anything of value to obtain any improper advantage in selling goods or services, conducting business transactions or representing the company's interests in regard to anyone with whom the company does business. Gifts are not always physical objects. They also may be services, benefits, favors, loans or other items of value.

9.6.1 Gifts / Improper Payments to Software AG employees

Software AG employees and their relations, life companions, and other people with whom they have a close personal connection must not accept any gift in kind, payment, loan,

vacation, or other privilege from current or prospective customers, vendors, competitors, or partners, where:

- The gift, etc., is worth more than EURO 50 (or equivalent in local currency), or
- Accepting the gift, etc., would prejudice Software's business interests, or
- The gift, etc., is given during negotiation or bidding, directly or indirectly by a party to that negotiation or bidding, or
- Accepting the gift, etc., would allow an impression of unjust advantage to arise.
- The gift, etc., is unlawful or contrary to ethical principles.

This rule does not apply to promotional gifts of low value of a customary kind or to payments that are not related to working for Software AG and that would not be different where the payer is not a customer, vendor, competitor, or partner of Software. A payment by a bank relating to a private transaction is one example.

In some contexts and in some countries it is customary to exchange gifts of higher value in business relationships. In such cases, Software AG employees may accept these gifts. However, the acceptance of the gift must be notified to Software AG's Compliance Board for further actions (e.g. a donation to a good cause). Discounts and other privileges offered to Software AG employees as part of private transactions with customers, vendors, competitors, and partners of Software AG may only be accepted if these are granted to all Software AG employees.

9.6.2 Gifts / Improper Payments given by Software AG

Software AG employees are not allowed to give, offer, or authorize the offer, directly or indirectly, of anything of value (e.g., money, goods or a service worth more than EURO 50 or equivalent in local currency) to a customer or government official to obtain any improper advantage. A business courtesy such as a gift, contribution or entertainment, should never be offered under circumstances that might create the appearance of impropriety. Some business situations call for giving gifts. Software AG's gifts must be legal, reasonable and approved by management. In addition the Compliance Board must be notified. Software AG employees never pay bribes. Gift-giving practices vary among cultures. However, Software AG employees will not offer any gifts if it is prohibited by law or the policy of the recipient's organization.

9.6.3 Government Customers

There are special laws, rules, and regulations pertaining to the receipt of gifts and/or entertainment by government employees in virtually all localities and countries, and within all branches of the government, where the Company operates. Accordingly, the company's employees and its agents should not provide any gifts or entertainment to any Federal,

State, or local government employee or official unless they have received the prior written approval of the Compliance Board of Software AG for values exceeding EURO 50 (or equivalent in local currency) or local legal department for amounts below the threshold of EURO 50.

9.6.4 Charitable donations

Software AG will not offer charitable donations, community investment or political contributions to try to obtain or retain undue personal or business advantage or to refrain or encourage others to refrain from acting in relation to the performance of his or her duty. Software AG will also not offer charitable donations, if there is a close relationship between a customer and the charity.

9.6.5 Sponsoring

Sponsoring is a payment in form of money or physical objects given by Software AG in order to increase the company's awareness, for example, through the use of the logo or the name. All sponsorships must be transparent, documented in a written contract, intended for a serious business purpose and be equivalent to Software AG's received value. Payments may not be promised, offered or rendered to anyone, in order to gain a business advantage or to pursue an inappropriate purpose.

9.7 Entertainment

Entertainment involves a representative of both parties at an event. It is generally accepted business practice to accept meals and entertainment that occur in conjunction with business meetings and conferences. Such occasions should further the business interests of Software AG and should not be in excess of generally accepted business practices. If in doubt, approval should be obtained in advance from the Compliance Board of Software AG.

9.7.1 Entertainment of Software AG employees

Software AG and its employees may accept entertainment that is reasonable in the context of the business and that advances the company's interests. For example, accompanying a business associate to a local cultural or sporting event or to a business meal would be acceptable in most cases. Entertainment that is lavish or frequent may appear to influence the independent judgment on behalf of Software AG. If an invitation seems inappropriate, the employee must turn down the offer or pay the true value of the entertainment himself/herself.

9.7.2 Entertainment by Software AG

Software AG employees may provide entertainment that is reasonable and suitable in the context of the business. If employees have a concern about whether or not providing entertainment is appropriate, they will discuss it with their supervisor in advance. Entertainment of government officials may be prohibited by law. In these circumstances, the employees are advised to consult the Compliance Board in each instance to ensure that such activities do not violate the law.

9.8 Travel

9.8.1 Acceptance of Travel Expenses

Software AG employees may accept transportation and lodging provided by a Software AG supplier or other third party if the trip is for business and is approved in advance by the employee's supervisor. All travel accepted must be accurately recorded in our travel expense records.

9.8.2 Providing Travel

Unless prohibited by law or the policy of the recipient's organization, Software AG may pay the transportation and lodging expenses incurred by customers, agents or suppliers, if for a legitimate business purpose and approved by the responsible board member. All travel by government officials that is sponsored or paid for by Software AG must be approved in advance by the local management and the Compliance Board in accordance with policy.

10 Resolving Ethical Questions

Resolving ethical questions helps us strengthen our connections with our business partners and each other. Sometimes we all may encounter ethical questions that do not have easy answers and may require difficult judgment calls. We have many resources available to help us resolve ethics questions, starting with this Code. Often, the following steps can help us resolve these questions:

Are you concerned about a possible violation of this Code, a law, regulation or other Software AG standards? Do you need guidance or clarification regarding Software AG standards or other ethics? If so, use some of the resources listed below to help you resolve the issue

- Software AG's Code of Business Conduct and Ethics
- Software AG's Global Policies
- Local or department policies and procedures
- Consult your manager or a person you trust to help you

If you are still unsure what is right, then try to answer the following questions:

- Is the action legal in my understanding of law?
- Is it right in my personal opinion?
- How will I feel afterwards if I am proceeding?
- Will it reflect poorly on the company?
- Could I explain this to my family if it came out?
- What would I feel if this appeared in the paper?

If you do not feel comfortable answering these questions, please do not hesitate to contact the Compliance Board of Software AG to get clarification:

complianceboard@softwareag.com

Software AG will not allow any retaliation against a supervisor, officer or employee who acts in good faith in reporting any such violation or suspected violation.

11 Penalties for Violation

Employees who violate the Code may be subject to disciplinary action up to and including termination of employment - depending on local legal requirements. The following are examples of conduct that may result in discipline:

- Actions that violate a Software AG policy
- Requesting others to violate a Software AG policy
- Retaliation against another employee for reporting an integrity concern
- Retaliation against an employee who participates in an investigation
- Failure to demonstrate the leadership and diligence needed to ensure compliance with Software AG policies and applicable law.

Violation of a Software AG policy can also mean breaking the law, subjecting you as employee or the company to criminal penalties (fines or jail sentences) or civil actions (damage awards or fines).

12 ANNEX A: Related Policies

- Human Rights Commitment Statement [\[LINK\]](#)
- Code of Conduct for Software AG Partners [\[LINK\]](#)
- Supplier Code of Conduct [\[LINK\]](#)
- Fraud Policy

13 ANNEX B: Confidential Information

Examples of confidential information include, but are not limited to, the following:

- Trade secrets; systems; technology; computer programs; related object and source code or documentation;
- manuals or confidential reports or analyses;
- the agreement with or terms of any relationship or agreement with any distributor, reseller, customer, systems integrator, business partner or strategic partner;
- financial, marketing or sales information and strategy; pricing or accounting data or methods;
- licenses; business arrangements or related documentation;
- the identity of and lists and/or electronic mail addresses relating to customers, prospective customers, systems integrators, business partners, or strategic partners;
- information, concepts, discoveries or ideas relating to Software AG's past, present and future technology, software, services and techniques;
- information concerning competitive analysis or strategy;
- inventions, improvements, techniques, designs or other technical data; or
- other information, data or materials concerning any of Software AG's business methods, practices or strategies.

14 ANNEX C: Agreements and Recommendations of Internationally acting Organizations

In addition to the laws and provisions of each individual country, a number of treaties and recommendations have been agreed by international organizations. These are directed primarily at the relevant member states rather than directly addressing individual companies. They do however represent an important guideline for the conduct expected of a company operating on an international scale. Software AG therefore attaches great importance to conforming to these guidelines worldwide in the course of its business activities.

The most significant treaties of this kind are listed below:

- The UN's International Bill of Human Rights
<https://www.ohchr.org/en/what-are-human-rights/international-bill-human-rights>
- Universal Declaration of Human Rights dating from 1948 (UNO)
<http://www.un.org/en/documents/udhr/>
- The UN Guiding Principles on Business and Human Rights
<https://unglobalcompact.org/library/2>
- European Convention for the Protection of Human Rights and Fundamental Freedoms, 1950
<https://www.coe.int/en/web/conventions/full-list?module=treaty-detail&treaty-num=005>
- Tripartite Declaration by the ILO (International Labor Organization) on Multinational Enterprises and Social Policy, 1977,
http://www.ilo.org/empent/Publications/WCMS_094386/lang--en/index.htm
- ILO Declaration on Fundamental Principles and Rights at Work, 1998 (especially in relation to the following issues: elimination of child labor, abolition of forced labor, elimination of discrimination, freedom of association and the right to collective bargaining)
<http://www.ilo.org/declaration/thedeclaration/lang--en/index.htm>
- OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions, 1997
<https://www.oecd.org/corruption/oecdantibriberyconvention.htm>
- OECD Guidelines for Multinational Enterprises (2023 Update)
<https://mneguidelines.oecd.org/targeted-update-of-the-oecd-guidelines-for-multinational-enterprises.htm>

ABOUT SOFTWARE AG

Software AG began its journey in 1969, the year that technology helped put a man on the moon and the software industry was born. Today our infrastructure software makes a world of living connections possible. Every day, millions of lives around the world are connected by our technologies. A fluid flow of data fuels hybrid integration and the Industrial Internet of Things. By connecting applications on the ground and in cloud, businesses, governments and humanity can instantly see opportunities, make decisions and act immediately. Software AG connects the world to keep it living and thriving. For more information, visit www.softwareag.com.

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