



# Supplier/Partner code of business conduct

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## CEO's Message

Our Supplier/Partner Code of Business Conduct sets the standards of conduct for suppliers and partners working on behalf of Citrix. This important document articulates our values, and serves as a foundation for Citrix policies and practices. All of Citrix must act with integrity; and be responsible for complying with this Code, Citrix policies and all applicable laws and regulations.

If you have a question about this Code or would like to raise concerns, you can contact the Citrix Chief Compliance Officer or use the Citrix HelpLine or any of the other resources listed at the end of this Code. All concerns raised will receive prompt and full attention. Please be assured that Citrix will not tolerate any retaliation or adverse action against you for raising a good faith concern.

As Citrix works to demonstrate its core values of Integrity, Respect, Curiosity, Courage, and Unity, please also commit to reading, understanding and complying with this Code. I thank you in advance for all that you bring to Citrix and your role in preserving our ethical culture.

*David Henshall*

# Introduction

## Citrix standards

This Code sets out Citrix's expectations for Citrix suppliers and partners (including without limitation suppliers, vendors, partners, distributors, resellers, subcontractors, agents and their employees, personnel and contractors (collectively "Supplier/Partner").

While this Code covers many matters, it is not intended to be all-inclusive or to address every situation.

When you follow some basic guidelines, you will help Citrix maintain its high standard of business conduct:

- Always comply with this Code, the law and Citrix policies, using good judgment, common sense and the highest standards of ethical conduct
- Treat all Citrix employees, customers and partners in an honest and fair manner
- Disclose activities, financial interests or relationships that maybe or may appear to be a conflict of interest. Obtain prior written approval where appropriate.
- Create an environment where employees feel they can voice their concerns
- Safeguard and properly use Citrix proprietary and confidential information, assets and resources, as well as those of Citrix customers and partners
- Report suspected unethical or illegal behavior to the appropriate Citrix resources
- Always ask any questions or raise a concern you have about possible violations of laws, this Code or Citrix policies. There are a number of ways you can do this (see "Ask questions and raise concerns" at the end of this Code), and you can do this confidentially and anonymously, if you wish and if permitted in your country
- Cooperate with Citrix personnel conducting investigations

Citrix expects the Citrix community worldwide to comply with this Code and Citrix policies. Citrix is committed to taking prompt and consistent action against anyone who violates this Code, which may include disciplinary actions, termination of employment or termination of any other business relationship.

## RBA Code of Conduct

Citrix participates in the Responsible Business Alliance ("RBA") and, where applicable with respect to Supplier/Partner's engagement with Citrix, Supplier/Partner agrees to act in a manner consistent with the standards set forth in the RBA Code of Conduct available at:

<http://www.responsiblebusiness.org/standards/code-of-conduct/>.

# I. Acting Ethically

## A. Citrix workplace

### All employees should be treated fairly and with respect

Citrix values employee diversity and equal opportunity for all. Moreover, employee welfare is very important to us, and Citrix is respectful of both the environment in which the Citrix community works and the people on whom it depends.

Supplier/Partner must not tolerate in any aspect of the employment relationship any discrimination or harassment based on race, color, religion, gender, ethnicity, national origin, pregnancy, childbirth or related medical conditions, disability, age, marital status, medical condition, veteran status, citizenship, sexual orientation, genetic information, any other basis protected by federal, state, or local law, ordinance or regulation, or any other factors that are not related to a person's job-related qualifications and the legitimate business interest of Supplier/Partner.

As part of Citrix commitment to a positive work environment, Citrix expects Supplier/Partner to adhere to its core values, which includes treating everyone with respect. Supplier/Partner must prohibit any conduct that creates an intimidating, offensive or hostile working environment, or that interferes with work performance.

Preserving the health and safety of Supplier/Partner employees and others working in its offices is essential. You must never engage in violence or other harmful actions. These may include:

- Threats of physical or psychological harm
- Violent or bullying behavior
- Distribution, sale, or possession on Citrix, Supplier/Partner, customer or partner premises of illegal drugs or any other controlled substance (other than for approved medical purposes)

Supplier/Partner personnel may not be on Citrix premises, at Citrix events or in the workplace if they are using, under the influence of, or affected by illegal drugs or any other controlled substance (other than for approved medical purposes). Citrix Suppliers/Partners must commit to the health and safety of their employees, embrace high standards of ethical behavior and treat their employees fairly and with respect. Suppliers/Partners must also comply with all applicable employment laws and including but not limited to laws relating to child labor, wages, hours, and working conditions. Furthermore, Citrix prohibits and will not tolerate slavery or trafficking in persons or the use of forced or child labor by anyone in the Citrix Community. Suppliers/Partners are required to comply with all applicable laws and regulations relating to, and to take affirmative steps to combat, slavery and trafficking in persons and forced or child labor.

## B. Avoid conflicts of interest

### Always disclose situations that have potential to create a conflict of interest

Conflicts of interest usually occur when an individual's personal interests interfere (or appear to interfere) with the interests of Citrix. They can arise when you take action or have interests that make it difficult to act objectively or effectively or otherwise interfere with your ability to make objective business decisions on behalf of Citrix. Conflicts can also arise when you or your family members or friends receive improper benefits because of your relationship with Citrix.

It is often difficult to determine if a conflict of interest exists, and one may arise unexpectedly. If you think you may have a conflict of interest — actual or potential — with Citrix or any of its employees, you must report it to the Citrix [Chief Compliance Officer](#) immediately. Just because a conflict of interest exists does not mean the activity or action will be prohibited. It is, however, important to resolve the conflict of interest to protect you and Citrix. Having a conflict is not necessarily a violation of the Code, but failing to disclose it and seek approval is.

## Examples of potential conflicts of interest

### **Investments**

Holding an investment (directly or indirectly) in a competitor, vendor, customer, reseller, distributor, or other company that does business with Citrix that would appear to impact your judgment of what is in the best interests of Citrix.

### **Other employment/services**

Being employed by, providing services to, or representing a competitor, vendor, customer, reseller, distributor, or other company that does or has the potential to do business with Citrix.

### **Citrix business opportunities**

Taking advantage of any business opportunity and competing with Citrix by providing services, purchasing or selling any property or diverting from Citrix any business opportunity in which Citrix has or is likely to have an interest.

### **Use of Citrix assets**

Using Citrix funds, facilities, equipment, know-how, or personnel for any other business or personal endeavors.

### **Gifts, entertainment, things of value**

Accepting or offering (directly or indirectly) anything of value from or to a competitor, vendor, customer, partner, reseller or distributor—particularly where the purpose is (or could appear to be) to improperly influence a business decision or relationship.

## C. Support and respect communities

### Citizenship and community service

Citrix expects Suppliers/Partners to be committed to community service, including by engaging in community-based projects, encouraging volunteerism and employee giving, enabling those in Supplier's/Partner's communities to enjoy stable, satisfying and rewarding lives.

Any charitable donation on behalf of Citrix must be made in accordance with a program established and with the prior written approval by the Citrix Corporate Citizenship team.

### Respect for the environment

Suppliers/Partners should respect the environment and protect natural resources. Suppliers/Partners must comply with applicable laws and regulations regarding the use and preservation of land, air, and water, and commit to working with socially responsible partners who likewise comply.

## II. Protecting Our Business

### A. Protect company assets

#### **Protect Citrix assets and those of our customers, partners and suppliers, particularly confidential information**

Always use Citrix assets for legitimate business purposes consistent with your relationship with Citrix. When you are entrusted with these assets, you are responsible for making sure that adequate safeguards exist to prevent their unauthorized use, loss or destruction. Suppliers/Partners are required to protect these assets, including confidential information, in a manner consistent with the [Citrix Supplier Security Standards](#) and/or the terms of your agreement with Citrix.

Confidential information of Citrix is a valuable asset. You should use confidential information only as authorized and only for Citrix business.

#### **What is confidential information?**

Confidential information includes all non-public information that might be of use to competitors or harmful to Citrix or its customers, partners or vendors if disclosed and that you are provided access to during an engagement with Citrix.

This includes certain third-party information that Citrix receives and has an obligation to keep confidential (for example, under a confidentiality or non-disclosure agreement). This may include data to which our customers give us access to provide services.

If you believe that you or anyone else may have disclosed confidential information or otherwise misused Citrix assets, even if inadvertently, you must report this to your Citrix point of contact or to Citrix using the resources referred to in “Ask questions and raise concerns” at the end of this Code.

### B. Keep Citrix intellectual property safe

#### **Intellectual property is Citrix lifeblood. Keep it safe.**

#### **Citrix intellectual property**

It is essential to establish, protect and defend Citrix rights in its intellectual property due to its value to Citrix business. You must take steps to safeguard these assets regardless of whether they are labeled as proprietary or confidential or contain a copyright notice or other designation.

#### **What is intellectual property?**

Intellectual property includes trade secrets, know-how, patents, copyrights, trademarks and their embodiments, such as source code.

#### **Intellectual property rights of others**

In addition to protecting Citrix’s intellectual property rights, Suppliers/Partners must also respect the intellectual property rights of others. In many countries, theft and misappropriation of intellectual property also may result in criminal penalties for individuals.

Always remember:

- Do not directly or indirectly loan, copy, download, use or distribute third-party confidential information or disclose it to any unauthorized person (including unauthorized Supplier/Partner employees and external individuals) unless you are doing so in accordance with the terms agreed between Supplier/Partner and the third party

- Do not incorporate third-party software (including open source software) into service deliverable for Citrix unless you have been specifically authorized to do so
- Review and follow the terms and conditions of software license agreements (for example, provisions to not copy, reverse engineer or distribute programs)

## C. Protect personal information

### Always protect the privacy of our employees, customers, and partners

As part of Citrix business, Citrix may collect and retain personal information about its employees and about its customers and partners and their employees, customers and vendors (“Citrix Personal Information”). Citrix Personal Information includes any information relating to an identified or identifiable person, or that is linked or linkable to an individual, and can include information about a person’s education, finances, employment or personal health. Common types of personal information include names, addresses, telephone numbers, Internet protocol addresses, dates of birth, social security and other identification numbers and credit card or bank account numbers.

As part of Citrix’s commitment to privacy, and in order to comply with data protection laws, Suppliers/Partners must:

- Always maintain the confidentiality of any Citrix Personal Information encountered or collected while working on an engagement for Citrix
- Only access and use Citrix Personal Information to the extent necessary to perform your function
- Handle Citrix Personal Information in a manner that will avoid accidental loss or alteration or unauthorized access
- Never disclose Citrix Personal Information to anyone outside of your organization without specific authorization from Citrix

If you believe that Citrix Personal Information has been used, lost or disclosed without authorization, you should immediately alert [AskCyberSecurity@citrix.com](mailto:AskCyberSecurity@citrix.com) or use the resources referred to in “Ask questions and raise concerns” at the end of this Code.

You should be aware that Citrix may monitor information systems, resources, and infrastructure to ensure compliance with its corporate, regulatory or legal requirements.

## III. Dealing with Customers and Third Parties

### A. Conduct business the right way

#### **Supplier/Partner business must always be conducted in an ethical, honest and fair manner**

##### **Tell the truth.**

Never make oral or written misrepresentations, or dishonest or misleading statements, to anyone. This applies to all areas of your business and all of its relationships, and it applies no matter where the oral or written misrepresentation is made.

##### **Keep accurate and honest records.**

Supplier/Partner must provide complete, accurate and timely information, in all material respects, about the company's financial condition and business results. Supplier/Partner books and records must always accurately and fairly reflect all transactions with Citrix. Always make sure that any documentation you submit to Citrix is complete, accurate, timely, and has the appropriate authorization and signatures. This includes customer orders, costs, sales, shipments, financial information, expense reports, time slips, the names of the parties involved in a transaction, information provided in support of pricing exception requests, incentives, rebates and all other important company information.

##### **Obtain information appropriately.**

To compete in the marketplace, it is often necessary to collect competitive information. Supplier/Partner must do so lawfully and consistent with company policies on gathering such information. You may only gather information about other companies (including competitors) and business opportunities using appropriate methods.

Illegal practices such as trespassing, burglary, misrepresentation, wiretapping, hacking, fraud and stealing are prohibited. Never solicit or knowingly accept confidential information from a competitor's employees, former employees, or customers.

##### **Citrix expectations of Suppliers/Partners**

If Citrix learns that its Suppliers/Partners have acted in a manner inconsistent with Citrix ethical standards, Citrix will take appropriate action.

### B. Make sure gifts and entertainment are appropriate

#### **All entertainment, gifts and other benefits must be reasonable**

Never give, request, or accept anything of value — particularly gifts, entertainment, or other benefits — which may influence (or appear to influence) the bona fide business relationship between you and another party. Giving gifts or providing entertainment is often a customary, common business practice, designed to legitimately strengthen business relationships. However, Suppliers/Partners must take care to ensure that gifts and entertainment given to and received from current or prospective partners and customers (including to Citrix) are modest in nature and should not create the appearance of an impropriety. In addition, some of Citrix customers and partners prohibit giving gifts of any kind or value (directly or indirectly) to their employees, and you are required to respect their policies.

##### **Giving entertainment and gifts to third parties**

Gifts and entertainment must be reasonable and be based on the expectation that they will become publicly known. Preference should be given to merchandise of a promotional nature, such as the Supplier's or Partner's own branded items.



You should also never give, offer, or accept any cash or cash equivalents (for example, gift cards or coupons).

Never use a third party (such as an outside consultant, reseller or agent) to avoid or get around these prohibitions.

Gifts, entertainment and other benefits must be properly recorded and accounted for in company financial records.

### Receiving entertainment or gifts from third parties

The same principles apply when you are offered or given gifts or entertainment. Suppliers must always refrain from requesting, directly or indirectly, any gifts, entertainment, or other benefits from anyone with whom Citrix does or could do business.

Offering gifts or entertainment to government officials is governed by a much more strict set of rules. See the next section for more information.

If you have any questions or concerns, use the resources referred to in “Ask questions and raise concerns” at the end of this Code.

## C. Never bribe or offer inducements

### **Citrix does not allow bribes, kickbacks, or any other improper payments, regardless of local practices or competitive intensity**

Laws and rules governing payments to government officials are complicated—what may be permissible with commercial customers may be illegal with government officials — and, in some cases, be a crime. Be aware that employees of companies with government ownership may be considered government officials.

Suppliers must never offer, give, solicit, or accept any money or anything else of value for the purpose of:

- Obtaining, retaining, or directing business, or
- Bestowing or receiving any kind of favored treatment or inappropriate business advantage

Suppliers/Partners must never use a third party (such as an outside consultant, reseller or agent) to avoid or get around this prohibition. For example, you may not give money or anything of value to a third party if you have reason to think that it may be passed on to another third party such as a government official. Fees, commissions, and expenses paid to outside consultants, resellers, or third parties must be based on proper billings and reasonable standards for the services provided.

Always fully comply with anti-corruption laws where Citrix or Supplier/Partner does business, including The Foreign Corrupt Practices Act (FCPA), which applies globally and sets out prohibited activities when doing business with foreign government officials, and the UK Bribery Act.

Contributions on behalf of Citrix to an individual politician, candidate or holder of a governmental office or political party are prohibited. You should avoid personal political contributions that may create the appearance of a conflict of interest or an actual conflict of interest.

The purpose of all Citrix sponsorships must be to promote Citrix’s business, our products, services or brand and not to directly or indirectly benefit any individual.

Supplier/Partner personnel working or travelling in certain countries on a Citrix engagement may sometimes be told by foreign government officials or other persons that they must pay for certain privileges, services, or actions that would normally not cost anything. These types of payments, often known as facilitation payments, are not permitted.

## IV. Important Laws and Regulations

### A. Be careful when buying or selling company stock

#### **Never use inside information to trade company stock**

Insider trading and stock tipping are criminal offenses in many countries in which Citrix does business. .

You must always remember that it is illegal to trade in Citrix stock while in possession of inside information. You cannot trade until the information has been publicly disclosed.

### B. Respect international trade controls

#### **Complex and highly regulated international trade controls apply to Citrix business**

Many countries regulate international trade transactions, such as imports, exports, and international financial transactions, for a variety of reasons, including national security and foreign policy.

All of Supplier/Partner activities must fully comply with the trade control laws and regulations of the United States, as well as similar laws that apply in the countries in which Citrix and Supplier/Partner does business.

In particular, export administration regulations restrict the export from the United States and the re-export from overseas of products that employ encryption functionality, including Citrix products with that functionality. These products may require review or licensing by the U.S. Department of Commerce prior to any export or re-export. These regulations also restrict the release of certain technology to non-U.S. persons, regardless of where release may take place.

Citrix products may also be subject to regulations that prohibit most transactions with certain designated countries, entities, and individuals.

You are responsible for understanding whether U.S. trade controls apply to your engagement with Citrix (including outside the United States).

### C. Compete fairly at all times

#### **Citrix is committed to free, fair, and open competition in the global marketplace**

Supplier/Partner must comply with all laws that promote competition and avoid business activities or conduct that would unlawfully restrict competition. Antitrust, unfair competition, and trade regulation issues may arise in dealings with competitors, vendors, distributors, resellers, partners or customers.

When performing services for Citrix, be careful to avoid:

- Inappropriately sharing Citrix or Supplier/Partner confidential information to gain a marketplace advantage
- Engaging in discussions with employees of competitors within trade associations, standard setting bodies, consortia and other industry organizations regarding costs, prices, terms of sale, territories, competitive bids or customers

## V. Raise concerns

### Speak up and raise your concerns

Suppliers/Partners have an obligation to ask questions or report concerns about possible violations of this Code, Citrix policies and laws. Because it's important that you feel comfortable when you ask questions and raise concerns, Citrix is committed to providing you with various ways to do this confidentially and anonymously, if you wish. Please note that some countries in which Citrix does business do not allow concerns to be reported anonymously.

### No retaliation

Citrix will not tolerate any retaliation or adverse action against you for raising or helping to resolve, in good faith, any concerns about possible violations of law, this Code, or Citrix policies. If you believe you are being retaliated against in anyway, you should report it to one of the resources listed below.

Anyone who is found to have engaged in retaliation may be subject to discipline up to and including termination of employment or any other business relationship.

### You can ask questions and raise concerns confidentially and anonymously, if you wish and if permitted in your country.

You do not have to be certain that the Supplier/Partner Code of Business Conduct, a Citrix policy or a law or regulation has been violated before seeking assistance as long as you have a good faith concern. The below resource is provided to offer you guidance, to take your concerns seriously and to address the issues you bring to their attention.

Use the Citrix online HelpLine reporting available at [citrix.alertline.com](https://citrix.alertline.com)\*\*

### Citrix will investigate

Citrix will promptly investigate all matters reported on a case-by-case basis and will take reasonable steps to keep your identity confidential. In some cases, Citrix may report violations to regulators or law enforcement officials.

\*\* Citrix's various HelpLine services are administered by Navex to ensure that you feel comfortable that you can raise a matter in a confidential way and anonymously, if you wish and if permitted in your country. Navex is a trusted third party who handles the initial receipt of any matters you raise. Their role is to act as a confidential intermediary between you and Citrix and to allow you to ask questions and raise concerns.