

Vendor Code of Business Conduct

Purpose

At Esri, we believe geography can make the world a better place, and we collaborate with our users to solve the world's biggest problems. Esri's relationships with its suppliers, vendors, resellers, and distributors ("Vendors") are key to making this a reality. Esri also believes these relationships must be mutually beneficial to be successful.

Esri is committed to ethical business practices and fair competition. You will find a copy of Esri's Code of Business Conduct and Ethics, which applies to Esri employees, officers, and affiliated companies, here: <http://www.esri.com/about-esri/code-of-conduct>. Esri expects its Vendors to share in these principles and comply with Esri's Vendor Code of Business Conduct, as well as ensure that entities under Vendors' control or under contract with Vendors also act accordingly. This Vendor Code of Business Conduct applies to all Vendors in their dealings with or on behalf of Esri. Esri encourages its Vendors to adopt their own "Code of Conduct" and flow down the requirements for ethical behavior to companies that provide goods and services to them.

Vendors must comply with this Vendor Code of Business Conduct in addition to any contract requirements with Esri. Vendors need to actively identify and reduce any associated risks as well as aim toward continuous improvement and compliance with changing laws and regulations.

Complying with Laws

Vendors must follow all applicable laws and regulations, including the United States Foreign Corrupt Practices Act (FCPA), the False Claims Act, the UK Bribery Act, and any local legal requirements. It is not acceptable to defer to customary or anecdotal approaches in lieu of your legal responsibilities. Vendors must not give government officials, government entities, or their family members - even if local law allows - direct or indirect bribes, kickbacks, gifts, meals, entertainment, charitable donations, unauthorized lobbying payments, political contributions or anything of value for the purpose of obtaining preferential treatment. Vendors are never to make any such payments or facilitation payments on Esri's behalf. Vendors must compete at the highest legal and ethical standards and not engage in anticompetitive activities including, but not limited to, colluding, allocating markets, or price-fixing. Esri expects its Vendors to perform due diligence to identify and prevent corruption in all business endeavors, including partnerships, consultancy arrangements, joint ventures, and government contracting.

As an Esri Vendor, you must comply with all trade laws and controls, including the applicable export, reexport and import regulations and, where applicable, Federal Acquisition Regulations, Defense Federal Acquisition Regulation Supplements, and Sarbanes-Oxley controls. Vendors cannot participate in any international boycotts not sanctioned by the US government or applicable local laws. Esri is a government contractor, and, in providing goods and services to Esri, Vendors must follow all rules on suspension and debarments of doing business with the US government and notify Esri in case of its suspension, debarment, or being proposed for debarment or declared ineligible for the award of contracts by a federal agency.

Conflicts of Interest

Vendors should not give any gifts, favors, cash, or gratuity to Esri employees or their family members to obtain an advantage or preferential treatment of any kind. Vendors should not participate in any relationship, financial or otherwise, that could create a conflict of interest. Conflict of interest may include a situation in which a Vendor is using Esri resources to pursue an interest that is at odds with Esri business objectives. Conflicts of interest must be promptly disclosed to Esri so that they can be mitigated and corrected. Even a perceived conflict can negatively impact Esri's brand and put both Esri's and Vendor's reputations at risk, so these must also be disclosed and mitigated.

Protecting Confidential and Proprietary Information

Esri's intellectual property is a core part of our competitive advantage. Protecting it is important to Esri and Esri's end users who benefit from our products and developments. Vendors may only use Esri technology, systems, and software that have been legitimately acquired and licensed and alert Esri immediately to any irregularities.

Use of Esri physical or intellectual property, including trademarks and copyrights, is prohibited without prior permission. In no event should Esri information be used for purposes other than performing Esri work or work for Esri's benefit. Vendors must comply with all security and privacy standards and procedures for maintaining confidentiality and security. All data transmitted on Esri networks is private and considered the property of Esri. Esri may monitor Vendor's use and access to Esri networks. Sharing information should be scoped to the Vendor's solutions, and Esri expects that this information should be treated appropriately. If the information is confidential, Vendors will adhere to and respect the applicable nondisclosure terms and conditions.

Vendors cannot speak to the press on Esri's behalf without prior written permission.

Equal Employment Opportunity and Safe Employment Practices

Vendors must have verification and the legal right to work in the country of service; this includes ensuring that any third parties of a Vendor are also authorized to do so. Esri is an equal opportunity employer and celebrates diversity, and Vendors must also hire, retain and promote employees with equal opportunity and not discriminate unlawfully.

Vendors must provide safe and healthy work environments for their staff and prevent exposure to potential safety hazards such as unsafe energy sources; physical, chemical, or biological elements; unsafe vehicles, and inappropriate working conditions. This includes providing appropriate training, safety systems, and facilities maintenance. Vendors should proactively assess emergency planning and have the appropriate disaster recovery and continuity plans to minimize negative business impact and maximize employee safety in the event of an emergency. Vendors must also prohibit the use, possession, or distribution of illegal drugs on Vendor and Esri properties or facilities.

Human Rights, Slavery, Human Trafficking, and Forced Labor

All workers must be treated with respect for their human rights and not subjected to coercion, harassment, or physical or psychological abuse. Esri does not use forced labor, child labor, or human trafficking and will not purchase goods or services from any companies that do. Vendors must comply with all applicable minimum age hiring, minimum wage earnings, and maximum working hours laws and regulations. Vendors cannot use monetary fines, deducting of wages, or withholding of personal documents as disciplinary measures. Workers' communal rights, including freedom of association and collective bargaining, must be respected, and Vendors are not to use such activities to discriminate in hiring, promoting, retaining, or compensating employees. Workers must have access to anonymous reporting and be able to raise good faith concerns without fear of retaliation.

Integrity of Goods and Services (fraud, conflict minerals, counterfeit goods, representations, export)

Esri expects its Vendors to provide goods of the highest quality according to the agreed specifications, or the highest industry standard for that product or service. These products should be designed to minimize adverse impact on the environment. Esri believes in socially responsible product development, partnerships, and working within the communities we serve. Vendors must follow all applicable environmental laws, regulations, and standards on emissions, hazardous materials, water use and discharges, and waste management. Esri requires honesty and accuracy in business record keeping and document retention, which should be performed in compliance with any contractual obligations and the applicable laws and regulations. Vendors must be direct and truthful. Vendors must reject fraud, misrepresentations, unethical advantages, and the use of conflict minerals and counterfeit goods.

Reporting

Esri relies on you, as a Vendor, to help Esri uphold these standards. If you observe, hear about, or are exposed to any unlawful or unethical conduct that is in breach or a potential or suspected breach of this Vendor Code of Business Conduct, please inform Esri right away.

Esri may request documentation, a review, and corrective plans to verify compliance and progress toward mitigation steps.

If you have questions or input regarding this Vendor Code of Business Conduct or its implementation, please contact ethics_and_compliance@esri.com; by mail to Chief Compliance Officer, Human Resources, 380 New York Street, Redlands, CA 92373-8100; or call the Esri EthicsPoint hotline (855-791-1342). All reports are confidential, and information will be shared on a need-to-know basis. Reports can also be made anonymously through the Esri EthicsPoint Hotline in compliance with local laws.