

PUSH POSSIBLE®

# GLOBAL ETHICS AND COMPLIANCE MANUAL

Our Commitment to Doing What's Right

Revised May 21, 2021

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## A MESSAGE FROM EDDIE CAPEL AND BRUCE RICHARDS

Dear Fellow Associates,

Manhattan Associates is proud to be the solutions provider of choice for supply chain and omnichannel commerce leaders across industries and around the world. Our market leadership is driven by our culture of commitment to our customers, to our employees, and to our shareholders and the communities in which we operate. Central to this commitment is our adherence to the highest standards of ethics, professionalism, honesty, and integrity.

Our standards for doing business ethically, professionally, honestly, and with integrity are grounded in our Global Ethics and Compliance Program. Our Global Ethics and Compliance Program applies to our directors, officers, employees, contractors, and others working on behalf of Manhattan Associates, and prescribes company policies and practices to best ensure that all of us, and our market partners and customers, are aware of our expectations regarding conduct in accordance with anti-corruption and similar laws and regulations. We maintain our Global Ethics and Compliance Manual as an important reference so that each of us can meet our responsibilities for doing the right thing every day, and all of us together can exercise appropriate diligence in preventing unethical conduct and violations of laws, regulations, or company policies. Included in our Manual are procedures for reporting potential misconduct and for seeking guidance on ethical and legal issues. At Manhattan Associates, we protect our people who conduct themselves in accordance with our expectations for lawful and ethical behavior, and at the same time, we prohibit retaliation against our people who report possible misconduct in good faith.

Thank you for your shared commitment to Manhattan Associates and to our high standards of ethical business practices.

A handwritten signature in black ink that reads "E. Capel." in a cursive style.

Eddie Capel

President and Chief Executive Officer

A handwritten signature in black ink that reads "Bruce S. Richards" in a cursive style.

Bruce S. Richards

Senior Vice President and Chief Legal Officer

## INTRODUCTION

This Global Ethics and Compliance Manual (the “Manual”), including our Global Ethics and Compliance Code (the “Code”), applies to all directors, officers, employees, agents, and other representatives of Manhattan Associates, Inc., and its subsidiaries. (Throughout this Manual, the terms “Manhattan Associates,” the “Company,” “we,” or “our” are used to refer to Manhattan Associates, Inc., and its subsidiaries.) Please keep in mind that the Code contains general standards of conduct and also specific guidelines for various situations. Where the Code does not address a particular situation, we expect you to use reasonable judgment in applying the Code to that situation, and when in doubt, to seek clarification from Company management.

While this Manual is intended to apply with respect to the Company’s directors, officers, employees, agents, and other representatives, certain of the materials contained in this Manual, for purposes of convenience, are written as if they are intended for Company employees, but without references to directors, officers, agents, or other Company representatives. However, where the context requires, the language should be interpreted to apply to all Manhattan Associates representatives with appropriate adjustments to consider the specific context. For example, where a policy references possible discipline for serious misconduct, up to and including termination of employment, you should interpret that to include possible termination of the service relationship with a contractor or vendor in the case of serious misconduct by that party.

### **Manhattan Associates’ Global Ethics and Compliance Program**

Our Global Ethics and Compliance Program, detailed in this Manual, consists of two main components: 1) Program Administration and Procedures, and 2) the Code.

# 1 PROGRAM ADMINISTRATION AND PROCEDURES

Our Chief Legal Officer serves as our Chief Compliance Officer and is the administrator of the Global Ethics and Compliance Program. In this role, the Chief Legal Officer provides guidance and support to help employees comply with the Code and has primary responsibility for enforcement of the Code. If information regarding an alleged violation of the Code is reported, the Chief Legal Officer or their designee will oversee the investigation of the allegations as appropriate. The Chief Legal Officer or their designee also will coordinate and manage any interaction with outside authorities involved in the investigation.

A person who has violated the Code or otherwise committed misconduct is accountable for the misconduct and may be subject to a range of disciplinary actions of varying levels of severity. Discipline may include, among other things, oral or written reprimand, training or re-training, demotion or re-assignment, suspension with or without pay or benefits, or termination of employment. In determining the appropriate discipline for misconduct, the Company may consider all relevant information, including the nature and severity of the misconduct, whether the misconduct involved fraud or falsehood, whether the misconduct was intentional or inadvertent, whether the person who committed the misconduct cooperated with the Company's investigation, and the extent of the prior misconduct.

## 1.1 REPORTING MISCONDUCT AND SEEKING GUIDANCE

If you believe actions have taken place, may be taking place, or may be about to take place, that violate or would violate the Code, including applicable laws or regulations, you should consider bringing the matter to the Company's attention. Certain of the Policy Statements in the Code require you to report these matters.

You may report misconduct, seek guidance regarding possible misconduct, or communicate questions or other concerns by contacting any of the following:

- Your supervisor, your supervisor's supervisor, or a more senior manager;
- A Human Resources representative;
- The Chief Legal Officer; or
- The Compliance Reporting Line (either the Compliance Hotline or the Compliance Web Portal)

Depending on your concern, often it is best to speak first with your immediate manager or supervisor. Your immediate manager or supervisor is best-suited to respond to your issue immediately and may already be familiar with the concern you are reporting. Depending on the method of reporting you choose, you may report your concerns or issues anonymously or identify yourself. If you have reported a matter to your supervisor, their manager, or a higher level of management and do not believe the matter has been properly addressed, then you also may report the matter by any of the other reporting methods.

## 1.2 DUTIES OF SUPERVISORS OR MANAGERS RECEIVING REPORTS

A supervisor or manager to whom possible misconduct is reported should take notes where necessary to document the concerns. In reviewing a concern or report received, a supervisor or manager will consider whether the matter involves an actual or potential violation of the Code and, if they believe it may, they are required to report the matter promptly to an appropriate person (more senior management, the Human Resources Department, or the Chief Legal Officer). If the report pertains to possible misconduct involving the Company's financial or accounting practices or controls, or possible violations of laws or regulations, the supervisor or manager immediately must report the matter to the Chief Legal Officer.

The person receiving a report concerning misconduct will respond to it appropriately and in accordance with any applicable compliance program procedures or Company policies.

## 1.3 THE COMPLIANCE REPORTING LINE

The Manhattan Associates Compliance Reporting Line, which includes the Compliance Hotline (telephone-based) and the Compliance Web Portal (web-based) enables you to ask compliance questions or confidentially report compliance issues or concerns, including possible misconduct. Our Compliance Reporting Line is provided by EthicsPoint™. You may contact our Compliance Reporting Line at any time, and you may do so anonymously if you wish.

Compliance Hotline (inside the U.S.): 855-717-6198  
Outside the U.S., refer to the international dialing instructions below.  
Compliance Web Portal (using the web): [www.manh.ethicspoint.com](http://www.manh.ethicspoint.com)

If you make an anonymous report relating to misconduct, you should provide enough detail to allow the Company to investigate your report and, if warranted, take appropriate remedial or disciplinary action.

In certain countries, the Company only may accept reports through the Compliance Reporting Line relating to financial, accounting, auditing, or bribery matters. If your concern pertains to a matter that, under local law, may not be accepted by the Company through the Compliance Reporting Line, the system will redirect you to contact the Company's Legal or Human Resources Departments to report the matter.

**1.3.1 INTERNATIONAL COMPLIANCE REPORTING LINE DIALING INSTRUCTIONS**

Country and System	Direct Line from the Country	When Prompted, Dial
Australia (Optus)	1-800-551-155	1-855-717-6198
Australia (Telstra)	1-800-881-011	1-855-717-6198
Brazil	0-800-890-0288	1-855-717-6198
Brazil (Cellular)	0-800-888-8288	1-855-717-6198
Chile (Telmex)	800-225-288	1-855-717-6198
Chile (Telefonica)	800-800-288	1-855-717-6198
Chile (ENTEL)	800-360-311	1-855-717-6198
Chile (ENTEL Spanish)	800-360-312	1-855-717-6198
Chile (Easter Island)	800-800-311	1-855-717-6198
Chile (Easter Island Spanish)	800-800-312	1-855-717-6198
China - North, Beijing CNCG	108-888	1-855-717-6198
China - North, Beijing CNCG (Mandarin)	108-710	1-855-717-6198
China, PRC - South, Shanghai (China Telecom)	10-811	1-855-717-6198
China (Telecom-Mandarin)	108-10	1-855-717-6198
France (Hotels 1)	0-800-99-1011	1-855-717-6198
France (Hotels 2)	0-800-99-1111	1-855-717-6198
France (Hotels 3)	0-800-99-1211	1-855-717-6198
France (Hotels-Paris Only)	0-800-99-0111	1-855-717-6198
France (Telecom)	0-800-99-0011	1-855-717-6198
France (Telecom Development)	0805-701-288	1-855-717-6198
India	000-117	1-855-717-6198
Japan (KDDI)	00-539-111	1-855-717-6198
Japan (NTT)	0034-811-001	1-855-717-6198
Japan (Softbank Telecom)	00-663-5111	1-855-717-6198
Mexico	001-800-462-4240	1-855-717-6198
Mexico	01-800-288-2872	1-855-717-6198
Mexico (Spanish)	001-800-658-5454	1-855-717-6198
Netherlands	0800-022-9111	1-855-717-6198
Singapore (SingTel)	800-011-1111	1-855-717-6198
Singapore (StarHub)	800-001-0001	1-855-717-6198
United Kingdom (British Telecom)	0-800-89-0011	1-855-717-6198
United Kingdom (NTL)	0-800-013-0011	1-855-717-6198



## 1.4 HOW TO CONTACT THE CHIEF LEGAL OFFICER

You may contact the Chief Legal Officer directly with any questions or concerns regarding issues of ethics and business conduct, or to report violations of the Code, by any of the following methods:

In writing (by internal mail, by U.S. or international mail, as appropriate, or by overnight courier), to:

Chief Legal Officer  
Manhattan Associates, Inc.  
2300 Windy Ridge Parkway, Tenth Floor  
Atlanta, Georgia 30339  
United States of America

By email to the Chief Legal Officer's published Manhattan Associates email address.

## 1.5 CONFIDENTIAL INVESTIGATIONS

If you identify yourself while making or after making a report or other communication under the compliance program, you may request that your identity be kept confidential. We will use reasonable efforts to keep your identity confidential. Our obligation to investigate the reported matter and take any remedial action may require your identity to be revealed, or the investigation or remedial action may result in your identity being ascertained by others. We also will use reasonable efforts to protect the identity of persons about or against whom an allegation is reported unless and until it is determined that a violation has occurred.

You should keep the contents of your report confidential after you make the report, except as otherwise required by the Code or where the law expressly allows disclosure.

## 1.6 PROTECTION FROM RETALIATION

Manhattan Associates prohibits, and will not engage in, any retaliation against a person because of that person reporting, in good faith, possible misconduct. Any person who participates in retaliation on that basis is subject to disciplinary action, up to and including termination of employment.

## 1.7 FALSE REPORTING AND REPORTING IN BAD FAITH

It is a violation of the Code for any person to make a report that the person knows is false or that the person makes with reckless disregard as to whether the report is true.

## 2 GLOBAL ETHICS AND COMPLIANCE CODE

This Code comprises a series of Policy Statements. Some of them are summaries of more complete Company policies. You must always comply with the Policy Statements and the underlying Company policies where applicable. Also, you must always comply with all applicable laws and regulations relating to your employment or service with Manhattan Associates. If an express provision of the Code conflicts with an applicable legal obligation, you must follow the law. Contact your supervisor or the Chief Legal Officer if you suspect a conflict. This Code supersedes prior versions of the Code.

Much of the activity prohibited by the Code is also illegal and can subject those who engage in that activity, and the Company, to liability including, in some cases, criminal liability. Persons who violate the Code or its underlying policies are subject to disciplinary action, up to and including termination of employment or other service relationship with the Company.

At the time of hiring, each new employee of the Company (and others with a service relationship with the Company, as appropriate) will be required to acknowledge that they have read and will be bound by the Code. The Company also may require attendance at ongoing educational and training sessions for employees on related topics.

The Company always encourages, and in some cases requires, you to report known, suspected, or potential violations of the Code to the Company. Making a false report, however, is itself a violation of the Code if you make the false report either knowing the report is false or with reckless disregard as to whether the report is true.

### 2.1 EQUAL OPPORTUNITY EMPLOYER

Manhattan Associates is committed to providing equal opportunity to all qualified individuals. We endeavor to create a workforce that reflects the diverse population of the communities in which we operate. We comply, in all our operations, with applicable law governing equal employment opportunities to assure that there is no unlawful discrimination against any employee or applicant, including, where applicable, with respect to recruitment, hiring, placement, promotion, transfer, compensation, benefits, training, education, social programs, and the use of our facilities.

We provide employees with a working environment that prohibits unlawful discrimination. If you believe you have been or are being subjected to wrongful discrimination, you should bring this matter to the attention of your immediate supervisor, Human Resources, or the Chief Legal Officer. Any supervisor receiving a complaint of discrimination should report the complaint immediately to Human Resources. Nothing in this Policy requires any employee complaining of discrimination to present the matter to the person who is the subject of the complaint. If you believe you have been or are being subjected to discrimination, or have observed discrimination, and you report the matter pursuant to this Policy, you will not be retaliated against or adversely treated because of making the report.

## 2.2 POLICY AGAINST HARASSMENT

We prohibit all forms of harassment of our employees, applicants, vendors, partners, contractors, customers, and other third parties. Prohibited harassment includes harassment related to an individual's background, characteristics, or legally protected status, such as race, color, sex, gender, religion, age, national origin, sexual orientation, gender identity, disability, citizenship status, veteran status, or any other status protected by applicable law. Harassment may include, but is not limited to, the following:

- Offensive remarks, stereotyping, jokes, slurs, or other verbal or non-verbal conduct regarding or showing hostility to a person because of the person's background, characteristics, or legally protected status;
- Unwelcome or offensive physical conduct, including sexual gestures, hitting, pushing, unwanted touching, blocking an individual's movement or threats to take such action, regardless of the identity of the persons involved;
- Verbal conduct such as offensive sexual remarks, jokes, nicknames, slurs, terms of endearment, flirtations, requests, or other verbal or non-verbal conduct of a sexual nature, regardless of the gender of the persons involved;
- Sexual advances, such as a supervisor's or manager's request that an employee provide sexual favors in return for a job-related benefit such as a promotion, career advancement, salary increase, favorable work assignments or working conditions, or other benefits; and
- Otherwise threatening, intimidating, or hostile acts.

The Company, in its discretion, may take disciplinary action against a Person who has violated this Policy, up to and including termination of employment. Supervisors and other members of management who learn of violations by others not otherwise being addressed must either address them directly with the parties involved where they deem it appropriate or report those violations.

If you believe you are being harassed, you should consider telling the offending party that you object to that conduct. However, if you are not comfortable confronting the offending party (or if the offending party's unwelcome conduct continues), you should follow the reporting procedures in the Global Ethics and Compliance Manual. You will not suffer adverse consequences from reporting in good faith any act of harassment, including sexual harassment. As provided in the Manual, the Company will conduct an impartial investigation of the reported conduct and address any misconduct found. We will handle the investigation confidentially to the extent we reasonably can.

## 2.3 POLICY AGAINST RETALIATION

We prohibit retaliation in the workplace. In particular, no employee acting on behalf of the Company may punish or take other adverse action against a Company employee or applicant for exercising a legally protected right. Examples of legally protected rights include alleging wrongful behavior, answering questions during a Company investigation, resisting sexual advances or intervening to protect others, or requesting accommodation for a religious practice. Examples of retaliation can include termination of employment, denial of a promotion, reduction in pay, unjustified negative performance evaluations, undesirable work assignments, threats, verbal or physical abuse, increased scrutiny, and

post-employment actions such as unsupported negative job references or informing the former employee's prospective employer about their protected activity.

## 2.4 HEALTH, SAFETY, AND ENVIRONMENT

Manhattan Associates is committed to protecting and maintaining the health and safety of its employees, customers, and the communities where it operates and the quality of the environment. To meet that commitment, the Company seeks to comply with all applicable laws and relevant industry standards of practice concerning the protection of health and safety in the work place and the protection of the environment. You must conduct your duties in full compliance with both the letter and spirit of health, safety, and environmental regulations. You should report any actual or potential health, safety, or environmental problems in, or caused by, the Company's work environment or business practices to your supervisor or to the Chief Legal Officer.

### 2.4.1 VIOLENCE OR AGGRESSIVE BEHAVIOR IN THE WORKPLACE

The Company does not tolerate intentionally causing physical injury to another, damaging another's personal property, or threatening, intimidating, bullying, or other aggressive or abusive behavior against colleagues or visitors.

## 2.5 HUMAN RIGHTS

We support and defend human rights, including by upholding the fundamental principles provided in the United Nations Universal Declaration of Human Rights adopted by the United Nations Generally Assembly in 1948. Conduct we prohibit in our business includes:

- Use of child labor
- Torture or other cruel treatment
- Unreasonable working conditions
- Violation of applicable wage and working hour requirements
- Slavery and human trafficking

### 2.5.1 MODERN SLAVERY AND HUMAN TRAFFICKING

We condemn any form of slavery or human trafficking. Modern slavery and human trafficking are crimes under various laws around the world, and we prohibit modern slavery or human trafficking in any part of our business operations. An example of an anti-modern slavery and human trafficking law, the UK Modern Slavery Act 2015, defines modern slavery or human trafficking to include (i) holding another person in slavery or servitude, (ii) requiring another person to perform forced and compulsory labor, and (iii) arranging or facilitating another person's travel for exploitation purposes. All Company employees must report any suspected practice of modern slavery or human trafficking within our business operations or those of our partners or suppliers.

## 2.6 SECURITY

To help foster a safe and secure working environment, Manhattan employees, contractors, and visitors must wear their company-issued security badges in plain view while on company premises. Further, each Manhattan employee (and contractors where appropriate) must upload an appropriate photo into their personal profile into the Company's Workday HR management system. (See the "Manhattan Global Badge Display Policy" and "Manhattan Global Workday Profile Photo Policy" for the complete details.)

## 2.7 ACCOUNTING INTEGRITY AND INTERNAL CONTROLS

Manhattan Associates' policy is to comply with all applicable accounting rules and regulations, and all applicable rules and regulations relating to public disclosure of information concerning the Company. Our Company's public filings and other public disclosures must be free of material misstatements and misleading omissions. Our financial books, records, and statements should reflect accurately all financial transactions of the Company and should present fairly in all material respects our financial condition, all assets and liabilities, results of operations, and cash flows. No false entries may be recorded in the Company's books or records for any reason.

We maintain a system of internal controls to ensure reliability and adequacy of our books and records, proper recording of all transactions, and compliance with applicable laws and regulations. Our internal controls include, but are not limited to, our "Manhattan Associates, Inc. and Subsidiaries Employee Travel & Expense Reimbursement Policy," standard procedures for approvals and authorizations of transactions, standard procedures for recording and coding transactions, limiting contracting authority to designated persons, verification of documents, written representations from employees, and physical and data security measures.

You are responsible for complying with internal controls applicable to your areas of responsibility. Further, if you suspect any of our publicly filed reports (such as our filings with the U.S. Securities and Exchange Commission) or other public disclosures contain material inaccuracy or omit material facts that render the disclosure misleading, you must report it through the reporting procedures in our Global Ethics and Compliance Manual. If your suspicion pertains to noncompliance with accounting rules or regulations, or inaccurate or misleading regulatory filings or public disclosure, or if the concern involves an accounting or auditing matter, you should make sure you report it to the Chief Legal Officer or report it through the Company's Compliance Reporting Line.

## 2.8 FRAUD, EMBEZZLEMENT, AND MISAPPROPRIATION

"Fraud" as used in this Code includes, but is not limited to: knowingly presenting, or causing to be presented, a false claim for payment or approval; knowingly making, using, or causing to be made or used, a false record or statement material to a false or fraudulent claim; certifying receipt of property on a document without completely knowing that the information is true; knowingly making, using, or causing to be made or used, a false record to avoid or decrease an obligation to pay or transmit property; forgery or alteration of negotiable instruments; misappropriation or embezzlement of our property, assets, or

services or the property, assets, or services of our customers or partners; intentional misstatements, mischaracterizations, or omissions in Manhattan Associates' financial statements, including intentional contravention of accounting principles; and manipulation, alteration, or falsification of our accounting records, financial statements, or supporting documentation. Fraud against the U.S. government is illegal under the U.S. False Claims Act.

Fraud is strictly prohibited. You must report any suspected fraud through the reporting procedures in our Global Ethics and Compliance Manual. Please note that any fraud involving loss exceeding \$10,000 will be reported to the Chief Financial Officer and the Chief Executive Officer, and that any fraud, regardless of the amount of loss, involving an officer of the Company will be reported to our Chief Executive Officer and the Chairman of the Audit Committee of our Board of Directors. All fraud investigations will be conducted promptly and discreetly under the authorization and direction of the Chief Legal Officer or their designee.

## **2.9 ANTI-BRIBERY AND ANTI-CORRUPTION POLICY**

The Company and its directors, officers, employees, agents, representatives, market partners, vendors, and customers are subject to various anti-bribery and anti-corruption laws around the world, including the U.S. Foreign Corrupt Practices Act (the "FCPA") and the U.K. Bribery Act 2010 (the "UK Bribery Act"). Several countries where we conduct business or have partners or customers, including the U.S. and the U.K., as well as Australia, France, Japan, New Zealand, and Russia, have signed the Organization for Economic Cooperation and Development's Convention on Combating Bribery of Foreign Public Officials in International Business Transactions. Anti-bribery and anti-corruption laws exist in jurisdictions such as China, India, and Singapore. These laws are significant not only because of the specific activities that are prohibited, but also because of the severe penalties provided for under these laws. Violations of these laws are punishable by both civil and criminal penalties, potentially involving large fines, imprisonment, or a combination of the two. Civil and criminal penalties may be levied against the companies, and the directors and officers of the companies, who employ, or in some cases do business with, those who commit violations of these laws. However, in general, where our management implements and maintains a robust compliance program to minimize the risk of violations of these laws, our Company and our directors and officers can mitigate the risk of civil and criminal penalties against us for violation of these laws by our employees and our other representatives and contracting parties.

While the various anti-bribery and anti-corruption laws are far too detailed to cover in significant depth in this Policy, our directors, officers, employees, contractors, and other representatives are responsible for complying with these laws to the extent applicable to them. The balance of this Policy summarizes the types of conduct that generally are prohibited by one or more of these laws, and describes certain specific activities strictly prohibited by this Policy.

### **2.9.1 PROHIBITED ACTIONS**

You must not directly or indirectly make, promise, authorize, or offer anything of value to a government official on behalf of the Company to secure an improper advantage, obtain or retain business, or direct business to any other person or entity. (This prohibition does not apply to lawful political contributions

made for purposes other than to secure an improper advantage, obtain or retain business, or direct business to any other person or entity.) Manhattan Associates also prohibits directly or indirectly making, promising, authorizing, or offering anything of value to suppliers, representatives, or customers in the form of bribes, kickbacks, or other payoffs. You also must not make a payment to a third party knowing that the third party will use any part of the payment for the prohibited purposes described above. It also is a violation of this Policy for you to receive, directly or indirectly, anything of value for the improper purposes described above regarding a transaction or business relationship entered by us.

Please be aware that, while the FCPA's anti-bribery provisions pertain to improper payments to government officials, other anti-bribery laws, including various U.S. state laws, the UK Bribery Act, and others, as well as this Policy, prohibit commercial bribes and other improper commercial payments as well.

Under this Policy, "anything of value" includes, but is not limited to, cash, gifts, travel, meals, lodging, entertainment, gift cards, loans, loan guaranties, extensions of credit, uncompensated or undercompensated services or products, and charitable donations. For purposes of the FCPA, "government official" includes: (i) officers or employees of a government or any government department, agency, or instrumentality (including national, state, provincial, regional, or local governments); (ii) officers or employees of a company or business owned in whole or in part by a government; (iii) officers or employees of public international organizations such as the United Nations or the World Bank; (iv) political parties or party officials; (v) candidates for political office; (vi) royal family members (where applicable); and (vii) immediate family members or representatives of any of the above.

### **2.9.2 PROHIBITED CASH PAYMENTS**

Cash payments of any kind to a third party, other than documented petty cash disbursements or other valid and approved payments, are prohibited. Company checks may not be written to "cash," "bearer," or anyone other than the party entitled to payment except to replenish properly used petty cash funds. You may not approve or make any payment for any purpose other than the purpose described in the document supporting the payment.

### **2.9.3 RECORDKEEPING REQUIREMENTS**

You may not establish any undisclosed or unrecorded fund of cash or assets for any purpose or make any false or misleading entries in any Manhattan Associates books or records. All expenses, and without exception any involving government officials, must be reported to the Company and recorded accurately in the Company's accounts, providing the purpose and amount of the expenditure. For additional information, refer to the "Manhattan Associates, Inc. and Subsidiaries Employee Travel & Expense Reimbursement Policy."

### **2.9.4 PERMITTED PAYMENTS AND TRANSACTIONS**

This Policy does not prohibit otherwise lawful expenditures of nominal amounts for meals, lodging, or travel of suppliers, customers' representatives, and employees that are reasonable and bona fide

expenditures directly related to the promotion, demonstration, or explanation of products or services or to the execution of a contract. These expenditures must be included on expense reports and approved under our standard procedures. Any questions concerning whether a particular payment or expenditure is permitted under this Policy is best directed to the Chief Legal Officer.

### 2.9.5 POLICY VIOLATIONS

Persons who violate this Policy, including but not limited to violations of the FCPA, the UK Bribery Act, or any other applicable anti-bribery or anti-corruption law, are subject to disciplinary action, up to and including termination of employment or, in the case of third-party representatives, of all commercial relationships with Manhattan Associates. Persons who violate this Policy also may be subject to civil or criminal penalties, including potential fines or imprisonment. If you suspect this Policy may have been violated, you must report the suspected violation immediately through the reporting procedures in the Global Ethics and Compliance Manual.

### 2.9.6 FACILITATING PAYMENTS

The FCPA provides an exception to its foreign bribery prohibitions for “facilitating payments,” which are payments to an official or employee of a non-U.S. government to expedite or secure the performance of routine (i.e., strictly ministerial and non-discretionary) governmental action. Whether a payment is a legal facilitating payment under the FCPA can depend on the specific circumstances of the payment; it may be difficult to distinguish a legal facilitating payment from an illegal bribe, kickback, or payoff. Further, under certain non-U.S. anti-bribery laws, facilitating payments may be illegal in any event. Accordingly, you are prohibited from making facilitating payments under this Policy unless the advance written approval of the Chief Legal Officer is obtained. Any facilitating payments must be recorded as such in the accounting records.

### 2.9.7 GLOBAL REACH OF ANTI-BRIBERY LAWS

The reach of a country’s anti-bribery or similar law may extend far beyond that country’s borders. For example, the FCPA applies to activities of a U.S. company’s foreign affiliates and their directors, officers, agents, and representatives even if their activities take place entirely outside the U.S. and they have never entered the U.S. The UK Bribery Act has “near-universal jurisdiction,” meaning it allows for prosecution of any individual or company with a close connection to the U.K., regardless of where the violation of the UK Bribery Act’s provisions occurs.

## 2.10 CONFLICTS OF INTEREST POLICY

In carrying out your responsibilities for the Company, you are expected to act in a manner that you intend to be in the Company’s best interests. This includes use of Company resources only for proper business purposes. You should avoid acting in a manner that allows competing interests, such as personal or family interests, to compromise the best interests of the Company.

There is a potential conflict of interest if you have any personal or family interest, financial or otherwise, in any other organization that might profit from your actions in the execution of Company



responsibilities, or from your knowledge of the Company's actions or plans. As a guide, the following are the principal areas in which you are likely to encounter a conflict of interest:

### **2.10.1 OUTSIDE BUSINESS ACTIVITY**

As an employee of the Company, Manhattan Associates expects you to render your full-time best efforts to the Company (if you are a part-time employee, we expect that you will render your full and best interest to the Company during your part-time service). You should not have any outside business interests that divert a significant amount of time or attention from your Company responsibilities, or that otherwise act to the detriment of the Company. You should refrain from undertaking business or financial transactions with others at the workplace unrelated to Company business.

### **2.10.2 INVESTMENT**

As a general rule, neither you nor any member of your immediate family should have any ownership or profit interest in a competing firm, or in any firm or supplier, vendor, customer, or partner with whom you deal in your employment. A nominal or portfolio investment in a listed firm or a small indirect ownership via an investment fund or trust would normally not represent a conflict of interest provided it would not affect your efforts on behalf of Manhattan Associates.

### **2.10.3 BUSINESS ACTIVITIES OF RELATIVES**

If you have a spouse or close relative who is an employee or owner of a customer, supplier, partner, or competitor, it is inappropriate for you to participate in decisions with respect to Manhattan Associates' business relationship with that firm. It is also inappropriate for you to discuss any confidential Company activity with those persons or disclose or otherwise provide them access to any confidential Company information relating to that relationship.

### **2.10.4 RELATIONSHIPS WITH BUSINESS COMPETITORS**

The Company's general policy is that you should have limited or no contacts with the Company's direct competitors. This enables the Company to maintain its full independence and freedom to act. Contact with competitors only may be for legitimate business purposes and is subject to our Antitrust, Trade Regulation, and Competition Policy contained in this Code.

### **2.10.5 OUTSIDE DIRECTOR AND OFFICER POSITIONS**

As with any other outside business activity, you should not serve as a director or officer of another business enterprise if it prevents you from rendering your full-time best efforts to the Company, if it diverts a significant amount of time or attention from your Company responsibilities, or if it otherwise acts to the detriment of the Company. In addition, where the other enterprise is publicly-held, your service as a director or officer may prompt questions from the public as to your roles with the Company and the other enterprise. Accordingly, you should not accept any invitation to become a director or officer of another publicly-held company, or any other company that could risk your full independence and devotion to our best interests, without prior approval from the Chief Executive Officer or the Chief Legal Officer.

### 2.10.6 RESPONSIBILITY IN CONFLICT OF INTEREST SITUATIONS

If you have a potential conflict of interest, you promptly must disclose it to your supervisor. The disclosure should be a written explanation of the facts giving rise to the potential conflict. When notified of a potential conflict of interest, the supervisor should investigate the matter, discuss it with appropriate levels of management, and consult with Human Resources and the Chief Legal Officer as appropriate. If it is determined that an actual conflict of interest unacceptable to the Company is occurring or is about to occur, you will be advised in writing of the conduct necessary to avoid the conflict. That conduct may include, among other things: refraining from entering, or terminating, an outside business relationship; avoiding, or disposing of, certain investments; modifying the job assignment that is causing, or would cause, the conflict; disassociating yourself from decisions being made with respect to the source of the conflict; or terminating your employment with the Company. An employee may be subject to discipline, up to and including termination of employment, if the employee insists on remaining in a position that the Company has determined to be compromising, the employee has deliberately concealed a conflict with the intent of personal gain, or the employee has engaged in unethical conduct based on the conflict.

### 2.10.7 GIFTS

Because an employee accepting gifts from, or giving gifts to, Company customers, prospective customers, or others with whom the Company does business or is considering doing business raises the potential of a conflict of interest, in most cases Manhattan Associates views the accepting or giving of those gifts as inappropriate. Unless an exception applies, you should not seek or accept any gifts, favors, entertainment, payment, or loans for yourself or your family members from any current or prospective customer, vendor, supplier, contractor, or other party doing business with Manhattan Associates. Receiving these gifts always is prohibited (without exception, even if listed below) if: (i) the gift is in cash or cash equivalents (*e.g.* gift cards); (ii) the gift could be construed as a bribe or payoff; (iii) the gift constitutes an attempt to influence fair and impartial judgment; or (iv) the gift violates any law or regulation. Soliciting gifts in any form or amount also is prohibited. Similarly, you should not offer or provide any gifts, favors, entertainment, payment, or loans to any current or prospective customer, vendor, supplier, contractor, or other party doing business with Manhattan Associates. Offering or giving these gifts always is prohibited (without exception, even if listed below) if: (i) the gift is in cash or cash equivalents (*e.g.* gift cards); (ii) the gift could be construed as a bribe or payoff; (iii) the gift constitutes an attempt to influence fair and impartial judgment; or (iv) the gift violates any law or regulation.

The following are exceptions to the above restrictions on receiving gifts:

- Non-cash gifts of nominal value (total annual cumulative value of \$25 or less);
- Sales novelty items or other promotional items generally regarded as advertising specialties on which the supplier's name or logo typically appears;
- Tickets to an event or entertainment where the representative of the outside firm attends the event or entertainment with you for the purpose of building a business relationship, and there is no actual conflict of

interest, and the value does not exceed \$200, or where you receive prior approval from the Chief Legal Officer;

- Loans from lending institutions at market rates;
- Lunches, dinners, or social events hosted and paid for by suppliers or business-related outside entities if there is no actual conflict of interest and the general value does not exceed \$200;
- Attending business-related conferences or seminars paid for by a third party, or accepting a waiver of registration fees for a business conference or seminar, but you may not have transportation, hotel expenses, or meals paid for (other than those included as part of the registration fee) without approval by your supervisor and the Human Resources Department; or
- Non-cash gifts exceeding \$25 if: (i) the gift is reasonable, customary, and appropriate for the occasion and presented openly and transparently; and (ii) you have approval the Chief Legal Officer. For additional information, refer to “Manhattan Associates, Inc. and Subsidiaries Employee Travel & Expense Reimbursement Policy.”

If you receive a gift that does not fall within one of the above exceptions, either return the gift, deliver it to the Human Resources Department, or write a personal check to the gift giver for its full value.

With respect to giving gifts to Company customers, prospective customers, or others with whom the Company does business or is considering doing business, you must adhere to the following principles:

- You may only offer or give a gift that, if you were the recipient, would be permissible for you to receive under one of the above exceptions; and
- Even if the gift falls within an exception listed above, the gift also must be consistent with our ethical standards, customary business practices, and applicable laws, including anti-bribery and anti-corruption laws.

If you have questions about the appropriateness of a gift, please discuss it with your supervisor or a Company officer.

## 2.11 INSIDE INFORMATION AND SECURITIES TRADING POLICY

From time to time, you may have access to “material” nonpublic (or “inside”) information, defined below, relating to the Company. Until it is released to the public, material information must be kept confidential and must not be used for personal gain. Using material nonpublic information for personal gain or releasing that information to others who may use it for personal gain, is a fraud against the Company and members of the investing public. These actions violate U.S. law and this Policy. Given the significant liabilities that may be incurred for violations of the laws governing improper use or disclosure of material nonpublic information, the Company has a vital interest in ensuring that material information about its business and affairs is disclosed in the proper way and at the proper time and that trading in its securities occurs in a fair and honest manner. This Policy supplements, but does not supersede or otherwise modify, the provisions of other standard procedures and agreements intended to protect confidential information and materials. If you have a question about this Policy, including whether information might be considered material and nonpublic, please contact the Chief Legal Officer or the Chief Financial Officer.

### 2.11.1 MATERIAL NONPUBLIC INFORMATION DEFINED

Information relating to the Company or its affairs, or, if applicable, another company, generally is considered “material” if release of the information would be likely to affect the market price of the Company’s stock or other securities (such as stock options or bonds) or the securities of another company, or if a reasonable investor likely would consider the information important in deciding whether to buy, sell, or hold those securities. Examples of material information may include the Company’s earnings estimates, completion of the Company’s development of a new and promising product, settlement of a major lawsuit, a new “buy” recommendation relating to our stock by a stock analyst, or our signing a significant new license deal with a customer. It does not matter whether the information is favorable or unfavorable to the Company.

Material information about the Company is nonpublic until it has been released to the public by the Company through appropriate, authorized channels, such as through a press release or a statement from one of the Company’s officers who is authorized to make that statement and enough time – normally 24 hours – has elapsed to permit the investment market to evaluate the information. The information also may become public because of the appropriate release of that information by a third party (*e.g.*, a stock analyst releases their “buy” rating on the Company). It is not sufficient for material information to have become known to just a few members of the public if it has not otherwise been made available in a manner designed to reach investors generally.

### 2.11.2 PROTECTION AND USE OF MATERIAL NONPUBLIC INFORMATION

The Company has established the following rules with respect to the protection and use of all material nonpublic information, unless specific exceptions are made:

- Except as otherwise designated by the Company’s Chief Executive Officer, the Company’s Senior Director Corporate Marketing is the sole contact for media seeking information about the Company. Any requests from the media must be referred to the Senior Director Corporate Marketing. They will deal directly with the media and make appropriate arrangements. The Senior Director Corporate Marketing or their designee must approve any articles, press releases, or other public communications on behalf of or pertaining to the Company prior to publication.
- You must not share or distribute material nonpublic information within the Company except as reasonably necessary or appropriate for you or your colleagues at the Company to fulfill your or their job responsibilities for the Company.
- You must not buy or sell, or advise anyone else to buy or sell, any stock or other securities of the Company at any time when you are in possession of material nonpublic information concerning the Company. If you have access to material nonpublic information concerning the Company, you are prohibited from buying or selling, or otherwise transacting in, any securities until at least 24 hours after the material information has been released to the public by the Company or otherwise becomes generally known by or available to the public. Note that an exercise of a Company-issued option to purchase Company stock is not considered a prohibited transaction for this purpose (although the sale of shares of stock obtained through such an exercise is considered a sale for purposes of the “insider” trading prohibitions).

If you are considering transacting in the Company’s securities and you have a concern that information in your possession may prohibit you from lawfully transacting in those securities, or if you otherwise are

concerned about the propriety of the transaction, then we encourage you to discuss the possible transaction and your concerns with the Chief Legal Officer.

Because of your employment or other relationship with the Company, you may have access to material nonpublic information pertaining to other companies. You must not trade or advise others to trade in the securities of those other companies while in possession of that information.

### **2.11.3 ADDITIONAL PROHIBITED AND RESTRICTED TRANSACTIONS**

Because of the substantial risk of a conflict of interest, you are prohibited from engaging in “short sales” of the Company’s securities, which are sales of Company securities that you presently do not own with the intention of purchasing shares of the Company at a later time to cover those sales. Similarly, you are prohibited from engaging in hedging or monetization transactions with respect to Company securities, such as purchasing or selling puts or call options, prepaid variable forward contracts, equity swaps, collars, exchange funds, or other similar transactions that misalign your interests with the interests of our public shareholders.

### **2.11.4 RESTRICTIONS ON TRANSACTIONS BY BOARD MEMBERS AND SENIOR PERSONNEL**

Members of the Company’s Board of Directors and “Senior Personnel” are subject to special prohibitions on trading in Company securities. Senior Personnel include Senior Director-level employees and above, Director-level employees in Sales, Finance, and Marketing, employees in the Company’s Legal Department, and other employees who may be designated and notified from time to time.

For Board members and Senior Personnel (together, “Covered Persons”), trading in Company securities is prohibited during the periods beginning at the close of the market on the 15<sup>th</sup> day of the last month of each fiscal quarter and ending 24 hours after the Company releases to the public its results of operations for that fiscal quarter. During those “quarterly blackout” periods, Covered Persons generally possess or are presumed to possess material nonpublic information about the Company’s financial results.

In addition to quarterly blackout periods, the Company may impose special blackout periods from time to time in response to specific instances of material nonpublic information regarding the Company (such as merger negotiations, acquisitions, or dispositions). If the Company imposes a special blackout period, the Company will notify affected persons who will be prohibited from trading Company securities while the material nonpublic information remains pending.

Board Members, “executive officers” (as defined in SEC rule 17 CFR 240.3b-7), and other officers at or above the Senior Vice President level are prohibited from engaging in “significant pledging” of Company stock. Whether a proposed level of pledged Company stock is significant will be determined by the Company’s Chief Legal Officer on a case-by-case basis, as part of the “pre-clearing” requirements discussed below, by considering the aggregate pledged shares in terms of common shares outstanding or market value or trading volume and other pertinent factors.

Covered Persons may only trade Company securities during “trading windows,” which are periods when no blackout period is in effect. The ability to trade Company securities during a trading window remains

subject to the prohibition on trading while in possession of material nonpublic information concerning the Company. Because Board Members, “executive officers,” and employees at or above the Senior Vice President level are in general more likely to possess material nonpublic information concerning the Company on occasion, they must “pre-clear” their proposed transactions in the Company’s securities, including any proposed pledging of securities, with the Company’s Chief Legal Officer. From time to time, the Chief Legal Officer may designate additional employees subject to the “pre-clearing” requirement.

## 2.12 PROTECTION OF CONFIDENTIAL INFORMATION

In carrying out our business, you often may possess or have access to confidential or proprietary information about Manhattan Associates or its customers, vendors, partners, employees, or others with whom the Company has relationships. As a general rule, unless you are duly authorized to do so by a Company officer, you must not disclose the information to others except as reasonably necessary or appropriate for you or your colleagues at the Company to fulfill your or their job responsibilities for the Company. It is equally important that you do not misuse confidential information of any other parties, such as for personal gain or on behalf of the Company in a manner inconsistent with the limited uses permitted by any agreements or other understandings we may have with the other party. All employees are required to sign an agreement that restricts disclosure of confidential information about Manhattan Associates and our customers, vendors, partners, employees, and others to which we may have access from time to time.

If you suspect this Policy may have been violated or is about to be violated, you must report the suspected violation immediately through the reporting procedures in the Global Ethics and Compliance Manual.

## 2.13 INTELLECTUAL PROPERTY

The Company’s intellectual property (“IP”) includes ideas, inventions, our software products, trade secrets, business methods, analytical models, trademarks, copyrights, patents, documentation pertaining to the above, and certain other proprietary rights. We seek to protect certain of our IP by filing applications for protection with governmental authorities, such as applications for patents, copyrights, and trademarks. Other of our IP we seek to protect by maintaining the confidentiality of the IP (*e.g.*, the code embodied in our software products, trade secrets such as analytical models, and various business methods). Our IP rights are very valuable to the Company. To protect the Company’s IP, you should use your best efforts to:

- Recognize the Company’s IP assets;
- Notify your supervisor or more senior levels of management if you recognize IP that may not be appropriately protected, or newly acquired or developed IP requiring special attention;
- Prevent misuse of the Company’s IP, or notify your supervisor (or other management in accordance with the procedures for reporting misconduct in this Global Ethics and Compliance Manual) if misuse of the Company’s IP is suspected; and
- Notify your supervisor or other appropriate senior Company personnel if you suspect potential infringement or other misuse of the Company’s IP by third parties so we may take appropriate action.

From time to time, the Company may seek your participation in the process of applying for or defending the Company's IP, and Company employees are expected to cooperate with the Company in that regard.

From time to time, you likely will have the opportunity to access or use certain IP of others, including proprietary software of our customers, vendors, or partners, in situations where we do not have the legal right to access or use that IP. You must not access or use the others' IP without the legal right to do so, such as through a Company license of the IP. For example, regarding third-party software, you must not download, copy, or use the software without a proper license to do so, and you must not use the software in contravention of any applicable license or use restrictions. Infringement of the IP of others is illegal and can subject you or the Company to claims for damage, and in some cases criminal liability. If you suspect this Policy may have been violated or is about to be violated, you must report it immediately through the reporting procedures in the Global Ethics and Compliance Manual.

## **2.14 INFORMATION TECHNOLOGY SECURITY**

In furtherance of our imperatives to protect confidential information and intellectual property as described in the two preceding Policy Statements, we urge our employees to make every effort to (i) adhere to the Company's various information security policies published by our information technology (ETS) department, including, among others, our "Manhattan Global IT Acceptable Use Policy" and our Manhattan Global IT Security Policy, and (ii) observe the IT practice recommendations the Company publishes from time to time, and (iii) complete all Company-mandated information security training as soon as reasonably possible.

## **2.15 INTERNATIONAL TRADE REGULATION**

### **2.15.1 EXPORTS**

Certain Company products and related technical data ("Controlled Technology") may be subject to U.S. export control laws, including the Export Administration Regulations and the International Traffic in Arms Regulations. Those laws are not limited to physical shipments; they include electronic transfers of software or technology. The Company will not export, re-export, or release, directly or indirectly, any Controlled Technology to a jurisdiction or country to which, or to any party to whom, the export, re-export, or release of any Controlled Technology is prohibited by applicable U.S. law, regulation, or rule. Countries other than the U.S. have their own export control laws that may apply to our operations. For questions concerning the application of those laws, please contact the Chief Legal Officer.

### **2.15.2 BOYCOTTS**

The Company is prohibited from boycotting or furthering another country's boycott of U.S. businesses and businesses of countries friendly to the U.S. The Company also is required to report to the U.S. government any request to support a boycott or provide information regarding a boycott. If you learn of or receive any boycott-related requests, report these requests to the Chief Legal Officer or their designee. Countries other than the U.S. have their own laws concerning boycotts that may apply to our operations. For questions concerning the application of those laws, please contact the Chief Legal Officer.

## 2.16 ANTITRUST, TRADE REGULATION, AND COMPETITION POLICY

We comply in all respects with applicable antitrust, trade regulation, and competition laws. Those laws are designed to ensure competition in the marketplace by prohibiting activities that unfairly or unreasonably restrict normal competition. In general, prohibited activities include, among numerous others, agreements among us and one or more of our competitors that would restrain fair and free competition, such as agreements to divide or allocate our markets among competitors, or fixing the prices the competitors will charge for our products or services in the marketplace. Other activities that we may seek to engage in by ourselves may be prohibited under certain circumstances, such as tying arrangements under which we require a customer to buy one product or service to obtain from us another product or service, and vertical price maintenance, where we require a retail reseller of our products to charge no less than a given minimum price for those products.

To protect yourselves and the Company from possible antitrust or other trade regulation violations, observe the following Policy guidelines:

Unless you have obtained prior approval to do so from the Chief Legal Officer, you should not enter into or discuss any understanding, agreement, plan, or scheme, express or implied, formal or informal, with any competitor regarding prices, terms, or conditions of sale or service, production, distribution, territories, or customers. Where our alliance or market partner, joint venture partner, our prime contractor or subcontractor, or vendor has a business that competes with ours, you should limit the exchange of information with that party to information not pertaining to our competing businesses or obtain prior approval from the Chief Legal Officer to share the information.

When representing the Company in trade association activities, you should not share pricing or other non-public competitive information, you should not engage in other activities that could reasonably be considered as restraining free trade, and where you have any doubt regarding permissible activity, you should seek the advice of the Chief Legal Officer or their staff.

## 2.17 POLITICAL CONTRIBUTIONS

No employee will apply any pressure, direct or indirect, on any other employee that infringes on their right to decide whether, to whom, and in what amount, a personal political contribution is to be made. Persons who represent us in political and governmental matters must comply with all laws that regulate corporate participation in such matters.

U.S. federal and state laws, and laws of certain other countries, limit the nature and extent of individual and corporate political participation. The Company may not make a political contribution, *i.e.*, a financial contribution, to a politician, a political campaign, a political party, or a political action committee, and one may not be made in the Company's name, except with the approval of the Chief Executive Officer or their designee. That approval is subject to assurance by the Chief Legal Officer or their designee that the contribution is legal and proper under applicable laws and regulations. When permitted by law and



authorized by the Chief Executive Officer or their designee, we may expend funds to inform or influence the voting public regarding an issue of importance to our business or our shareholders.