



Red Hat Business Partner Code of Conduct

Red Hat values integrity, respect and ethical conduct and expects its partners to uphold these values and to monitor their own compliance with this Business Partner Code of Conduct. We rely on our Partners to help us maintain the trust of our customers and broader community and, therefore, only work with Partners who we believe are honest and ethical, and who commit to do business ethically. This Business Partner Code of Conduct (the "Code") is intended to protect the value of our business together and the strength of our collective reputations, and was created with the following core values in mind:

FREEDOM to pursue appropriate business opportunities;
COURAGE to take action in the face of illegal or unethical behavior;
COMMITMENT to legal and ethical business conduct; and
ACCOUNTABILITY for all our actions.

This Code applies to all Red Hat Partners and their officers, directors, employees, independent contractors, and agents ("Partners"). We take ethics, integrity, and compliance with laws seriously and expect all Partners to adhere to this Code when conducting business with Red Hat and its customers, potential customers, and other Partners. Without limiting other rights and remedies that we may have under agreements with our Partners, if Red Hat believes that a Partner has failed or may fail to comply with this Code, Red Hat may immediately suspend or terminate its relationship with the Partner.

Compliance with Laws and Regulations Generally

Red Hat requires Partners to adhere to all applicable laws, including but not limited to laws relating to anti-corruption, public procurement, antitrust and competition, export, employment, data privacy, anti-discrimination, health and safety, human rights, and the environment.

Anti-Corruption Laws

Partners must comply with all applicable anti-corruption and anti-money laundering laws, including the U.S. Foreign Corrupt Practices Act and the UK Bribery Act. This means, among other things, that Partners must not pay or accept payment of bribes or kickbacks or otherwise seek to improperly influence any act or decision of a governmental official, employee, or

political candidate, including by offering, paying, or authorizing any direct or indirect payments or anything of value, for the purpose of improperly obtaining or retaining business or other advantages.

Preserving Fair Competition

Partners must comply with all applicable antitrust and competition laws. These laws may be known as monopoly, antitrust, fair trade, or cartel laws, and are intended to prevent interference with the functioning of a competitive market system and exist in almost all countries. Prohibited conduct may include: colluding with others to fix prices or divide territories, illegally monopolizing an industry, or unlawfully abusing a dominant position. We expect that Partners will not engage in conduct that unreasonably restrains trade or is deceptive or misleading.

Maintaining Financial Integrity

You must provide complete and accurate information in all your submissions to Red Hat. Partners must maintain their financial books, records, and accounts in accordance with applicable legal, regulatory, and accounting requirements, and in a manner that accurately reflects the true nature of the transactions they record. Such records must reflect the full extent of the Partners' commercial arrangements with Red Hat, end-users, and any other transacting parties. Outside of such official contracts and records, Partners may not make side agreements, including agreements to earmark, "park," or "pool" funds from one transaction for use in future transactions.

Since Partners order Red Hat products and services for the benefit of end-users, an order Red Hat receives from one of its Partners should -- except for certain types of partner deals in which there is no firm commitment from an end-user to purchase a firm quantity (e.g., OEM, CCSP, embedded deals) -- correspond to an existing, legally binding order from the end-user to purchase the same Red Hat products or services from the partner. As a result, Partners should not send premature orders to Red Hat, prior to a firm commitment from the end-customer, or otherwise agree to "pre-book" a deal.

Avoiding Insider Trading

As a Partner, it is possible that you may obtain material, non-public information about Red Hat, its affiliates, or other companies. You must use this information only for the purpose for which it was provided to you. Using such information for other purposes, such as to trade in securities or

to share the information to allow others to trade in securities, even if inadvertent, is improper, constitutes a violation of this Code, and may be a violation of law. These restrictions also apply to spouses and family members. You should be aware of these laws and consult your legal counsel for any related advice.

Preventing Conflicts of Interest

Fairness and honesty in dealings requires the ability to act free of any improper influence or distraction. If the ability to act with objectivity is compromised, there may be a conflict of interest. Red Hat requires its Partners to avoid any situations in which objectivity or the ability to conduct business honestly and ethically may be compromised. If a Partner is faced with a conflict of interest or a situation that could create the appearance of a conflict of interest in connection with Red Hat business, Red Hat expects the Partner to disclose the conflict to Red Hat.

Training and Compliance

Partners and their representatives who may be involved directly or indirectly in Red Hat business are expected, when requested, to (1) certify that they are aware of and are in full compliance with this Code; and (2) complete regular training intended to help ensure that they understand the issues described in this Code and comply with its terms. Red Hat may periodically review your compliance with this Code and ask you to certify that you have done so.

As outlined in the Terms and Conditions of our agreement, Partners are expected to maintain commercially reasonable written records regarding Partners' use and distribution of the Red Hat Products and Services and business activities. Red Hat reserves the right to, at its own expense, request information, documents or records, and/or conduct on-site visits. In such instances, Partners and their representatives are expected to act reasonably and cooperatively – Red Hat representatives are obligated to do the same. Further information about this process is available in the Terms and Conditions of the Partnership Agreement.

Export Regulations

Red Hat conducts global business in strict compliance with applicable international trade laws and sanctions and expects its partners to do the same. Red Hat products, services, and technology are U.S. origin items. United States export control laws govern all exports, re-exports, and use of U.S. origin products, services, and technology, wherever located. Partners may not export, re-export, or transship Red Hat products, services, or technical data (1) to any destinations subject to U.S. embargoes or trade sanctions; (2) to any entity or individual

specified on U.S. government-maintained exclusion lists, or (3) for prohibited end-uses or to prohibited end-users described in the U.S. Export Administration Regulations. As a U.S. company, Red Hat companies are prohibited from participating in or otherwise furthering economic boycotts or embargoes imposed by certain other nations that are not sanctioned by the U.S. government. Partners should not send boycott requests to Red Hat companies.

Government Entities

Partners must be aware of and comply with all laws, rules, regulations, including procurement regulations, that govern the acquisition of goods and services by and engagement with government entities to which you directly or indirectly market or recommend products and/or services provided by Red Hat. This includes federal, state, local, and other government-owned entities, as well as entities that are government-owned or -controlled or subject to government procurement rules. Bear in mind that those activities that may be appropriate when dealing with nongovernmental customers may be improper and even illegal when dealing with such clients.

Gifts & Amenities

Partners must ensure that offers of anything of value -- including meals, transportation, lodging, entertainment, conference entrance fees, gifts, or other payments ("Business Amenities") -- provided to customers and others comply with applicable laws, rules, and requirements (including internal policies of the recipient's employer).

Business Amenities must never be used to influence judgment, obtain unfair preferential treatment, or gain improper advantage. Business Amenities are proper only if reasonable, non-excessive, and are offered as part of a valid and approved program or promotion when related to Red Hat products and services. You shall not seek special favors, such as favorable treatment in connection with a deal, by offering or providing lavish gifts, kickbacks, or things of value which are out of proportion given the situation at hand.

Human Rights and Labor Practices

Red Hat strongly opposes illegal human trafficking and forced labor (and all other forms of modern slavery) in any form. Partners shall comply with slavery, human trafficking and child (and minimum age) labor laws of the country or countries in which they conduct business, shall ensure that slavery, servitude, forced or compulsory labor (including prison labor) and human trafficking are not taking place in their supply chains, and shall deal honestly, ethically, and fairly in these relationships.

Red Hat expects that its Partners will promote a workplace free of harassment, abuse, and unlawful discrimination. Although we recognize that what constitutes "unlawful" discrimination may vary by jurisdiction, we expect that Partners will treat people fairly in hiring, compensation, access to training, promotion, termination and retirement, and will not discriminate based on any protected characteristics (e.g., race, color, religious belief, sex, sexual orientation, gender identity or expression, ethnicity or national origin, physical or mental disability, or age).

Partners must also afford their workers humane working conditions and wages and working hours that comply with applicable laws, while also respecting the legal rights of workers to freely associate and bargain collectively, including by joining or refraining from joining trade unions.

Reporting Concerns

Working together to address potentially problematic behavior is essential to ensure both Red Hat's and its Partners' future success.

Partners are required to promptly report to PartnerConcerns@redhat.com any unlawful or unethical conduct of their or Red Hat's employees and representatives. They also must report conduct that is or is believed to be an actual, alleged, or potential violation of this Code.