



## **RED HAT CODE OF BUSINESS CONDUCT AND ETHICS**

**This Code of Business Conduct and Ethics (the “Code”) sets forth legal and ethical standards of conduct for employees of Red Hat, Inc. and its subsidiaries (the “Company” or “Red Hat”). Red Hat, Inc.’s “subsidiaries” are entities it directly or indirectly, through one or more intermediaries, controls. This Code is intended to deter wrongdoing and to promote the conduct of all Company business in accordance with high standards of integrity and in compliance with all applicable Company policies, laws, and regulations. This Code applies to all Red Hat employees.**

**If you have any questions regarding this Code or its application to you in any situation, you should contact your manager or the Legal Department.**

### **COMPLIANCE WITH THE CODE AND ALL LAWS, RULES AND REGULATIONS**

The Company requires that all employees comply with this Code, Company policies, and all laws, rules, and regulations applicable to the Company wherever it does business, including with respect to the conduct of business with governments and the protection of classified information. You are expected to be familiar with the laws, rules, regulations, and Company policies applicable to your work and workplace as well as additional laws, rules, and regulations that may apply.

You are expected to use good judgment and common sense in seeking to comply with all applicable laws, rules, regulations, and Company policies, and to ask for advice from your manager or the Legal Department when you are uncertain about them.

If you become aware of or suspect a violation of this Code or other unethical or unlawful conduct by the Company, whether by its employees or any third party in connection with Red Hat’s business, Red Hat expects you to promptly report the matter to your manager or the Legal Department (see “Reporting and Compliance Procedures” below). The Company will promptly review your report of actual or potential violations of the Code or other unlawful or unethical conduct. While it is the Company’s desire to address matters internally, nothing in the Code prohibits you from communicating directly with any government agency or entity, without prior consent of, or notification to, the Company to the extent permitted by law and applicable rules of professional responsibility. Employees shall not terminate, demote, suspend, threaten, harass, or in any other manner discriminate against any other employees because they in good faith reported any such violation.

## HONEST AND ETHICAL CONDUCT

### Respect in the Workplace

Red Hat strives to create an environment of belonging, respect, and mutual support where everyone feels valued, and will not tolerate unlawful discrimination, harassment, bullying, favoritism, or retaliation of any kind. Red Hat prohibits any discrimination or harassment on the basis of age, physical or mental disability, race, color, ethnicity or national origin, sex, gender, pregnancy, sexual orientation, gender identity or expression, religious belief, marital status, genetic information, military or veteran status, or any other characteristic protected by law. The Company will not tolerate unwelcome sexual advances or comments, racial or religious slurs or jokes, or any other conduct, such as bullying, that creates or encourages an offensive or intimidating work environment. Please also consult Red Hat's [Global Policy Prohibiting Discrimination, Harassment, Bullying, Favoritism and Retaliation](#), which is available in the Global Legal Policies page of The Source. If you believe you are the victim of prohibited workplace conduct, contact the Legal Department (see "Reporting and Compliance Procedures" below) or the People Team ([peoplerelations@redhat.com](mailto:peoplerelations@redhat.com)).

### Conflicts of Interest

Employees are expected to act in the best interests of the Company with integrity and high ethical standards, and avoid conduct that creates, or appears to create, a conflict of interest.

A "conflict of interest" exists when a personal interest – which can be a direct benefit to you or a benefit to a family member or close friend – interferes with the best interests of the Company and its stakeholders. A conflict of interest may arise whenever you, as an employee of the Company, take action or have an interest that impairs your ability to perform your duties and responsibilities honestly, objectively, and effectively.

For example, a conflict of interest may arise from your business or personal relationship with a customer, supplier, competitor, business partner, or other associate, if that relationship impairs objective business judgment or your ability to perform your duties for the Company effectively. A conflict of interest may also arise from personal investments, outside consulting or employment, service on the board of another entity, starting your own business, giving or receiving business amenities or gifts from a current or future supplier or business partner, romantic relationships with co-workers or business partners, and other activities or relationships that Red Hat may reasonably determine to constitute a conflict.

In addition to avoiding actual conflicts of interest, employees must avoid conduct that would reasonably present the appearance of a conflict of interest to others. Remember that sometimes a situation that previously did not present a conflict of interest may develop into one.

If you are aware of a conflict of interest, have a concern that a conflict of interest may exist, or have a concern that a situation creates even the appearance of a conflict of interest, it is your responsibility to promptly notify the Legal Department (see “Reporting and Compliance Procedures” below) and provide the information you have about the situation and cooperate in its review.

The Company will consider the facts and circumstances of the situation to determine whether an actual or apparent conflict exists, after taking into consideration any corrective or mitigating action that has been or will be taken.

Participation in an open source community project, whether maintained by the Company or by another commercial or non-commercial entity or organization, does not constitute a conflict of interest even where you may make a determination in the interest of the project that is adverse to the Company’s interests.

## **Honesty and Fair Dealing**

**Be Honest.** Employees should endeavor to deal honestly, ethically, and fairly with the Company’s suppliers, customers, competitors, and employees. Statements regarding the Company’s and competitors’ products and services must not be untrue, misleading, deceptive, or fraudulent. You must not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice. Both making false statements and omitting important facts are wrong.

Do not engage in or facilitate any improper or illegal practices, such as wiretapping, surveillance, hacking, bribery, theft, trespassing, misuse of social platforms or pretexting, to gather intelligence or to obtain trade secrets or confidential or sensitive information. Do not hire or pay a competitor’s employees to obtain such information. Do not accept or use information if you have reason to believe it may have been obtained improperly or illegally. If you receive a competitor’s confidential information (such as a pricing proposal), by mistake or intentionally, from a client or other party, do not review it, distribute it, or otherwise use it. Instead, immediately call the Legal Department for guidance on how to proceed.

The Company’s internal processes and controls are implemented to help ensure we do business the right way. Make sure you understand which Company processes and controls apply to what you do. If you’re unsure, ask! If you think a process or control is unclear or could be improved, talk about it with your manager, the process owner, or Red Hat Business Controls.

Don’t bypass a Company process or control without an authorized exception, and if you see others bypassing, say something. If a customer or other third party asks you to bypass the Company’s (or their own) controls, or assist them in doing so, notify your manager or the Legal Department.

**Reporting and Recording Information.** Employees regularly provide to the Company and others information and data, such as requests for reimbursement of business expenses, hours worked on customer projects, or certifications.

The Company relies on employees to record and report accurate, complete, and honest information. Under various laws, the Company is required to maintain accurate books and records. Misrepresentation can lead to civil and criminal penalties for both you and the Company, and the loss of business privileges, such as the right to bid on business, export or import products or even remain in business.

Record and report only accurate, complete, and honest information. Never report information in a way that is intended to mislead or misinform those who receive it. If you are unsure about the accuracy or completeness of any information, don't guess. Ask for help. If you believe any information you've recorded or reported to the Company or others is incorrect or has been misunderstood, promptly notify your manager and the Legal Department to determine the appropriate next steps.

Some examples of dishonest or fraudulent reporting include:

- Submitting false or inaccurate expense reimbursement requests;
- Inaccurately recording the number of hours worked or failing to report time (or overtime in accordance with Company guidelines) worked, whether or not charged to a customer;
- Submitting inaccurate information to the Company's tools or processes;
- Providing inaccurate or incomplete information to the Company or other parties, including during investigations, audits, or other reviews; and
- Making false or misleading statements in (or omitting material information from) external reports or other documents submitted to government agencies.

**Understanding Financial Controls and Reporting.** As a subsidiary of a public company, the Company must follow strict accounting principles and standards, report financial information accurately and completely, and have appropriate internal controls and processes to ensure that our accounting and financial reporting comply with all applicable laws. Violating accounting and financial reporting laws can result in significant fines, penalties, and imprisonment.

The rules for accounting and financial reporting require the proper recording of, and accounting for, revenues, costs, expenses, assets, liabilities, and cash flows. The Company must recognize revenue accurately. Be sure to discuss with Accounting all factors that could impact revenue recognition, such as deviations from standard payment terms, non-standard warranties, contingencies in deals, or deviations from customary ordering procedures. If you have responsibility or involvement in these areas, you must understand and follow these rules. These rules also prohibit you from assisting others to record or to

report any information inaccurately or to make false or misleading financial reports. Never provide advice to others, including customers, suppliers, or business partners, about how they should record or report their own revenues, costs, expenses, assets, and liabilities.

If you are aware of or suspect any improper or unethical accounting or financial reporting, you should immediately inform the Legal Department at [legal@redhat.com](mailto:legal@redhat.com) or by calling Red Hat's Compliance and Ethics Hotline at **800-224-9902** or **678-999-4553**. You may do this anonymously, except where anonymous reporting is prohibited by law, if you wish.

## **Making Commitments and Obtaining Approvals**

The Company has established approval processes and delegation levels to help us protect our assets, maintain appropriate controls, and run our business effectively. Understand and follow the approval processes and delegation levels that apply to your role. Do not make business commitments, including modifications to pricing, contract, or service terms, without appropriate approvals or contrary to delegation limits. All commitments must be reported to Accounting to ensure the accuracy of the Company's books and records. Unless you are specifically authorized by Red Hat's signature authority policies, you do not have authorization to enter into any agreement on behalf of the Company. Do not make verbal arrangements or commitments, or enter into unapproved written commitments or side deals.

## **Human Rights**

Red Hat, as a global company, considers respect for human rights to be an integral part of its corporate social responsibility commitments. The Company prohibits child labor, human trafficking, forced labor (and all other forms of modern slavery) in any guise in its operations and supply chain. All employees are expected to help identify and prevent modern slavery in Red Hat's operations and supply chain and immediately report any concerns to the Legal Department.

# **SAFEGUARDING CONFIDENTIAL INFORMATION AND COMPANY ASSETS**

## **Confidentiality**

Employees must maintain the confidentiality of confidential information entrusted to them by the Company, IBM, or other companies, including the Company's suppliers and customers, except when disclosure is authorized by a manager or legally mandated. Unauthorized disclosure of any confidential information is prohibited. Additionally, employees should take appropriate precautions to ensure that confidential or sensitive business information, whether it is proprietary to the Company or another company, is not communicated within the Company except to employees who have a need to know such information to perform their responsibilities for the Company.

Be careful to avoid inadvertent disclosure of proprietary and confidential information, whether owned by the Company or others. Do not discuss this information with, or within hearing range of, any unauthorized person, including family members or friends. They might – innocently or otherwise – pass the information on to someone else.

Third parties may ask you for information concerning the Company. Employees (other than the Company's authorized spokespersons) must not discuss internal Company matters with, or disseminate internal Company information to, anyone outside the Company, except as required in the performance of their Company duties and after an appropriate confidentiality agreement is in place. This prohibition applies particularly to inquiries concerning the Company from the media, market professionals (such as securities analysts, institutional investors, investment advisers, brokers and dealers), and security holders. All responses to inquiries on behalf of the Company must be made only by the Company's authorized spokespersons. If you receive any inquiries of this nature, you must decline to comment and refer the inquirer to your manager or one of the Company's authorized spokespersons. The Company's policies with respect to public disclosure of internal matters are described more fully in the Noncompetition, Confidentiality, and Assignment of Inventions Agreement that you signed at the time you joined the Company.

You also must abide by any lawful obligations that you have to your former employer. These obligations may include restrictions on the use and disclosure of confidential information, restrictions on the solicitation of former colleagues to work at the Company, and non-competition obligations.

Finally, if you are involved in conducting business in government marketplace(s) at any level, you may be subject to other obligations regarding the use, disclosure, safeguarding, or receipt of particular types of information, including restrictions regarding competition-sensitive information such as government "source selection" or contractor bid and proposal information.

## **Insider Trading**

During your employment with the Company, you may become aware of information about the Company, its parent company IBM, or other companies that has not been made public. Using or disclosing this inside information for your financial or other personal benefit is unethical and against the law. Inside information is material information that is not available to the general public that could influence a reasonable investor to buy, sell, or hold a company's securities. Information can be material even if it would have only a small impact on the price of the securities. Violation of these laws may result in civil and criminal penalties, including fines and jail sentences. The Company will not tolerate the improper use of inside information. These prohibitions apply anywhere in the world where we do business. The rules are simple: do not improperly use or disclose inside information; and do not evade these guidelines by acting through anyone else or by giving inside information to others for their use, even if you will not financially benefit from it. If you have any questions about what you can or cannot do, consult the Legal Department.

Do not disclose to anyone outside of the Company, including your family members, or to your Company colleagues who do not have a business need to know:

- Inside information about the Company's or IBM's financial performance, including unannounced earnings and dividend actions, acquisitions or divestitures, and other significant activities affecting the Company or IBM; or
- Inside information about the Company or any other company.

Do not buy or sell IBM securities or securities of a customer, business partner, or other party based on inside information you have about IBM, the Company, or that company. For example, if you know that the Company or IBM is considering a significant relationship with a business partner, do not buy or sell the securities of that company until after the information becomes public.

### **Managing Personal Information**

The Company takes your privacy seriously. Not all countries have data protection laws, but the Company has privacy and data protection policies intended to protect personal information wherever we use, process, or store it. Always comply with applicable privacy laws and Company privacy policies applicable to you. You acknowledge that the Company may collect, use, disclose, and otherwise process your personal information as provided in the Employee Personal Information Privacy Statement.

### **Guarding Against Cyberthreats**

Third parties, like our customers, trust the Company with their data and other assets, and we rely on you to protect them – as well as the Company's own data and assets.

Follow the Company's information security policies, controls, and processes. Violating the Company's information security policies puts the Company's assets, and assets belonging to others, like customer data, at risk. Even well-intentioned actions, such as creating work-arounds and shortcuts to improve service delivery or downloading unapproved third-party software, can violate the Company's and customers' security policies, and result in IT or data breaches.

If you are aware of or suspect an IT or data security issue or incident, or any loss of assets, including data, belonging to the Company or others, report it immediately by contacting [infosec@redhat.com](mailto:infosec@redhat.com).

### **Protection and Proper Use of Corporate Assets**

Employees should seek to protect the Company's assets. Theft, carelessness, and waste have a direct impact on the Company's financial performance. Other than limited personal use of Red Hat's systems as specifically allowed by Red Hat's [Policy on Acceptable Use of Red Hat Information Technology Systems](#), employees must use the Company's assets and

services solely for legitimate business purposes of the Company and not for any personal benefit or the personal benefit of anyone else.

Employees must advance the Company's legitimate interests when the opportunity to do so arises. You must not take advantage of opportunities for yourself or another person that are discovered through your position with the Company or the use of property or information of, or entrusted to, the Company.

### **Retaining Records**

Our records are valuable assets. Always follow applicable Company records management policies and document retention orders issued by the Legal Department for retaining and disposing of Company records. Keep in mind that these policies apply to information in any media, including hard copy and electronic records, email, wikis, blogs, apps, and records in collaboration tools (whether on the Company network or one operated by others).

## **WORKING ACROSS BORDERS - INTERNATIONAL TRADE & ANTIBOYCOTT REQUIREMENTS**

### **Exports**

Because Red Hat is a U.S. company, its products, services, source code, technical data, and technology are subject to both U.S. and local export laws and regulations, regardless of your work assignment or location. Export laws and regulations affect many Company transactions, including intra-Company transactions; technology transfers; transactions with other parties, including clients and suppliers; and use of business partners or others to complete a delivery or provide a service.

Before Company products, services or technology can be exported, re-exported, or delivered anywhere, the Company must validate that it has the authorization to export under U.S. export regulations and any applicable non-U.S. laws and regulations. For help, contact the Export Compliance Team at [exportcompliance@redhat.com](mailto:exportcompliance@redhat.com).

### **Defense Articles and Services**

If the Company's business with government agencies or contractors involves the provision (including brokering) of products, technical data, or services relating to military applications or defense articles, additional Company policies and government regulations may apply to your activities. U.S. Government authorization is required prior to any transfer or disclosure of U.S. defense articles or services outside the U.S. or to non-U.S. persons. Other countries apply similar restrictions on transfers and disclosures of their defense articles and services. If you have any questions about what you can or cannot do, consult the Legal Department.



## **Imports**

The Company must also comply with all import laws, regulations, and requirements when engaging in international trade. In addition to the cross-border movement of physical items, import implications may result from other activities, such as:

- Client activity requiring cross-border delivery;
- Calculation of product intra-Company prices for sales to a Company location in another country;
- Determination of product country of origin; and
- Maintenance of accurate data and records for product inventory, sales, and distribution.

## **Antiboycott Requirements**

Red Hat and those acting on its behalf are prohibited from complying with or supporting a foreign country's boycott of a country that is friendly to the United States. Red Hat is required to report promptly to the U.S. Government any request to support a boycott or to furnish information regarding a boycott.

## **WORKING WITH ORGANIZATIONS OUTSIDE THE COMPANY**

Whether you are selling, buying, or representing the Company in any other capacity, you must be ethical and lawful in your business dealings. Your actions can directly affect the Company's competitiveness, reputation, and compliance with applicable laws.

The Company regularly works with other organizations – subcontractors, suppliers, consultants, agents, business partners, and competitors – and frequently has multiple relationships with these companies. You must understand these relationships and act in accordance with our guidelines.

Working with other parties can present risks – the Company can be held liable for the misconduct of others, such as agents, consultants, or business partners. For example, if we know or have reason to believe a partner will offer or accept a bribe or kickback, the Company may be held accountable, even if the Company does not authorize or condone it. We require other parties with whom we interact to comply with many Company guidelines and meet our high standards of integrity in their work for us. If you are aware of or suspect another party is acting unethically or illegally, immediately report your concern to the Legal Department.

## **Dealing with Competitors**

Competition laws, also known as monopoly, antitrust, fair trade, or cartel laws, are intended to prevent interference with the functioning of a competitive market system and exist in almost all countries where we do business. Prohibited conduct may include: colluding with others to fix prices or divide territories, illegally monopolizing an industry, or unlawfully abusing a dominant position.

Contacts with competitors require extra care. For example, exchanging competitive information with employees of a competitor can be a crime in certain circumstances.

Avoid discussion of or collaboration on proprietary or confidential information, including pricing policies, contract terms, costs, inventories, marketing and product plans, market surveys and studies, production plans and capabilities, and allocating customers or territories. Such discussions may be illegal. If a competitor raises a prohibited subject, stop the conversation immediately and inform the competitor that you will not discuss these matters. If the competitor continues to discuss the prohibited subject, leave the meeting. Immediately report such incidents to the Legal Department. Collaborating with competitors creates risk. It is your responsibility to understand the rules that apply to such activities and to avoid prohibited subjects. Obtain prior approval of your manager and seek advice from the Legal Department before collaborating with competitors, including competing business partners.

The Company and its competitors may attend conferences or trade association meetings where subjects of general interest are discussed without violating the law. Other acceptable contacts include sales to and purchases from other companies in our industry and approved participation in joint bids. You may also participate in Open Source communities and standards development organizations with competitors, provided proper care is taken with Company confidential information.

## **Working with Government Entities and Other GOEs**

The Company engages with government-owned or -controlled entities (which we will refer to as GOEs) in many ways – for example, as customers, suppliers, consultants, or business partners. GOEs include both government entities and state-owned enterprises. Dealing with GOEs, their representatives, and government officials or their family members raises unique business and compliance issues, and you must follow the Company's established processes and controls to address them.

Before you engage in any business activity, including marketing or sales activities, it is your responsibility to determine if the party you are dealing with is a GOE or a government official (or a family member of one).

GOEs include government entities and state-owned enterprises. "Government entities" include government agencies, departments, branches, instrumentalities, and public enterprises, whether regional, national or local, as well as:

- Government-owned or -controlled schools, hospitals, utilities, and other organizations that provide public services;
- Public international organizations, such as the United Nations or World Health Organization; and
- Entities that procure under public procurement laws and regulations.

"State-owned enterprises" can be any other type of entity – even those that are privately held or publicly traded – if they are owned, controlled, organized, or sponsored by a GOE or a government official. A government official is an officer or employee of a GOE as well as any private individuals or entities acting in an official capacity on behalf of one.

If you are uncertain, don't guess; ask the Legal Department for help.

## **PROTECTING AGAINST CORRUPTION, ESPECIALLY WHEN WORKING WITH GOES**

The Company prohibits bribery and kickbacks of any kind. Never offer or give anyone, or accept from anyone, anything of value that is, or could be viewed as, a bribe, kickback, or other improper benefit. Also, never improperly attempt to influence that person's or entity's relationship with the Company, whether to obtain or retain business, or receive some other benefit. You may not make such payments or offer such benefits through others, such as agents, contractors, consultants, business partners, trade associations, or suppliers.

Likewise, we expect everyone we interact with – including suppliers, business partners, resellers, agents, contractors, and consultants – not to accept or offer bribes or kickbacks. Anti-corruption laws around the world make bribery a crime. Some laws, like the U.S. Foreign Corrupt Practices Act and Brazil's Clean Company Act, focus on bribery of government officials. Other laws, like the UK Bribery Act, prohibit bribery of employees of commercial entities as well.

When working with business partners, suppliers or others, watch for warning signs of corruption and bribery, such as:

- Discrepancies in records or unexplained payments;
- Deep discounts, high margin, or abnormally high prices;
- Lack of skills or resources to do the job;
- Parties with no legitimate purpose in the deal;

- Extravagant expenses;
- Suspicious personal relationships or business arrangements.

Remember, you can violate anti-bribery laws by offering or providing anything of value to obtain or retain business or secure some other improper benefit. "Anything of value" means just that: *anything*, including money, meals, gifts, entertainment, transportation, travel, accommodations, event entrance fees, charitable contributions, and even employment or internships (paid or unpaid).

## **Giving and Receiving Business Amenities and Gifts**

In our day-to-day business activities, we may offer and receive customary business amenities or gifts (like meals, transportation, lodging, entertainment, event entrance fees, referral fees and, in limited circumstances, gifts) to promote Company products and services, build goodwill, and strengthen working relationships. You must follow Company processes and obtain any required pre-approvals before giving or receiving business amenities or gifts. Review and follow [Red Hat's Policy on Business Entertainment and Amenities](#) for additional guidance.

**Giving.** Get your manager's approval before giving business amenities or gifts to others. Consult Red Hat's Policy on Business Entertainment and Amenities and obtain any required approvals from the Legal Department before giving business amenities or gifts to government officials, employees of government entities, GOEs or, in some countries, employees of commercial entities. Red Hat employees may not give an external party any cash, gift cards, gift certificates, or any other cash equivalents other than an award (generally a gift card) that is offered as part of an event or as a prize with the Legal Department approval.

Many jurisdictions restrict giving business amenities or gifts, directly or through others, to a government official or an employee or representative of a government entity, state-owned entity or, in some cases, commercial party. Make sure you understand the anti-bribery laws, ethics rules, and gift and other laws that apply where you work before offering anything of value to anyone. If you have any questions, don't guess. Ask your manager or the Legal Department – they can help.

**Employment and Internships.** Never promise or provide employment or internships for the purpose of obtaining a business advantage or other preferential treatment for the Company. Hiring must be done in accordance with applicable Company policies and processes.

**Charitable Contributions.** Follow the section on charitable contributions included in the Company's Policy on Business Entertainment and Amenities before giving a charitable contribution, grant, or donation on behalf of the Company. This includes sponsoring events hosted by non-profits, purchasing tables at events, and making other contributions of any

kind. Never make, or ask someone else to make on the Company's behalf, a charitable contribution to obtain a business advantage or preferential treatment for the Company.

**Receiving.** Neither you nor any member of your family may, directly or through others, solicit or accept from anyone money or any other business amenity, other than items of nominal value in the circumstances and, for business entertainment where both you and the provider are present, reasonably modest amenities permitted by Red Hat's Policy on Business Entertainment and Amenities. In no case may you solicit or accept a business amenity or gift of any value where doing so could influence or reasonably give the appearance of influencing the Company's business decisions. If you or your family members receive any such business amenity (including money), even if unsolicited, notify your manager and take appropriate measures, which may include returning or disposing of what you received. Red Hat employees may not receive from an external party any cash, gift cards, gift certificates, or any other cash equivalents other than a gift card of nominal value. A gift will be considered of "nominal value" if it is \$100 USD or less, provided that, in the case of gift cards, the value must be \$20 USD or less. If you are uncertain whether a gift or other business amenity may be accepted, please contact the Legal Department.

It is not unusual for software and hardware companies in the Company's industry to offer free software and/or hardware to employees for testing purposes. If you are offered such equipment, you may accept it on behalf of the Company provided the equipment is necessary to your performance of your job or an open source project in which you participate and you notify the Legal Department of the hardware or software contributed. All such donated hardware and software shall be the property of the Company.

### **Avoiding Money Laundering and Funding Terrorist Activities**

We must comply with applicable laws prohibiting money laundering and terrorism financing. The Company has implemented policies and processes to help prevent and detect inappropriate or suspicious activities. Employees who are responsible for making or receiving payments on behalf of the Company must guard against the use of our funds, products, and services for purposes of money laundering, terrorism financing, or other criminal activity. Report any suspicious transactions or payments, or raise questions to your manager or the Legal Department (see "Reporting and Compliance Procedures" below).

Be alert for suspicious transactions, such as:

- Payments made in currencies other than the currency specified in the contract;
- Over-payments and requests for refunds; and
- Unusual fund transfers to or from parties or countries not involved in the deal.

## Selling in the Public Sector

Public sector procurement laws are designed to ensure that products and services sold to, or for the benefit of, a government entity or other GOE are procured at fair and reasonable prices. The regulations and procedures around public sector procurement are complex and vary widely. It is your responsibility to identify and comply with applicable regulations and procedures.

**Sole Source.** Comply with all laws and Company policies concerning sole source procurements and contact the Legal Department with any questions.

**Access to Information.** Do not, directly or indirectly, obtain oral or written information (including advance copies of solicitation or tender documents and government planning and budgetary documents) that has not been made available to the general public or to all bidders, or that is subject to restrictions regarding its use. Do not seek or obtain non-publicly available information regarding competitors' bids or the decision-making process of the GOE. It is your responsibility to make sure you have only appropriate information. If you are uncertain about any information, consult with the Legal Department.

**Pre-Bid Activities.** Be careful when communicating with government agencies on procurement matters – contact the agency only through the person(s) designated by the government for a solicitation. Do not prepare a solicitation document on behalf of a public sector customer, even at the customer's request; submit any anonymous documents, such as white papers, to a public sector customer; or encourage a public sector customer to sign an agreement before an award is made to the Company. Doing so may prevent us from subsequently bidding.

**Hiring and Business Opportunities.** Do not discuss business or employment opportunities that could personally benefit any public sector employees involved in procurement planning or decisions (or their family members) before or during the course of a bid. Ethical and legal restrictions may apply – before and after the Company wins the bid and on an ongoing basis during and after government employment.

**Pay-to-Play.** Some jurisdictions have “pay-to-play” laws that impact public sector contractors, like the Company. If you are in a senior position within the Company or if you have responsibility for negotiating or overseeing government contracts, you and your family members may be restricted from giving personal political donations in some jurisdictions. Understand and comply with all restrictions that apply to you and contact the Legal Department with any questions.

**Fulfilling Contract Requirements.** Do not ship, provide, or invoice products and services to a GOE until the Company receives a valid order (e.g., purchase order) containing terms and conditions acceptable to the Company. A limited exception to this rule may be approved by the Legal, Accounting, and Services Departments pursuant to Red Hat's established processes.

**Using Agents And Consultants; Teaming With Competitors.** Approval of the Legal Department is required before using any agents or consultants for Red Hat (which does not include partners reselling Red Hat offerings) on public sector procurement deals. Teaming with competitors on public sector deals (e.g., bidding as a consortium with a competitor) presents several risks – consult with the Legal Department.

**Contingent Fees.** A contingent fee is a fee paid by one party to another party for securing business for the first party. Some jurisdictions prohibit paying or receiving contingent fees for sales to a GOE. Get approval from the Legal and Accounting Departments before agreeing to contingent fees or other incentives.

If you have any questions, need help or are aware of or suspect any violation of these public sector guidelines or of a public sector procurement law, consult the Legal Department.

### **Other Interactions with Government Personnel or Candidates for Public Office**

**Lobbying.** You must obtain prior written approval from Red Hat Legal Department's Government Affairs and Global Public Policy team to engage in such contacts (which may include lobbying) or to authorize anyone else – like a consultant, agent, trade association, or business partner – to engage in such contacts on the Company's behalf either directly or through a third party. Any contact with government personnel to influence any legislation, regulation, policy, or government action is strictly reviewed by the Legal Department's Government Affairs and Global Public Policy team and may be considered lobbying, including possible responses to government requests for comments on any public policy matter. Under some laws, lobbying even includes normal marketing, procurement, and sales activities directed to government customers. You are responsible for knowing and complying with all relevant lobbying and associated gift laws and reporting requirements.

**Use of Company Property – Government Officials and Candidates for Public Office.** Company resources, including but not limited to Red Hat email addresses, telephones, messaging systems, premises, or Brand assets, may not be used to engage in electioneering, for endorsement of or campaigning on behalf of candidates for public office, ballot initiatives, or efforts to influence government action on legislation, regulation, or any policy without prior approval of Red Hat's General Counsel or Vice President of Government Affairs and Global Public Policy. You must obtain approval from the Legal Department's Government Affairs and Global Public Policy team before inviting current or former public officials and candidates for public office to a Company office or Company-sponsored event.

If permitted by applicable law and with prior approval of the Legal Department, the Company may reimburse the actual and reasonable travel expenses incurred by a public official in connection with an approved Company speaking engagement, but the Company generally does not pay honoraria.

**Hiring Current and Former Government Employees.** Current and former government employees may need government clearance before discussing employment with the Company. Requirements differ by jurisdiction – check with the People Team.

## REPORTING AND COMPLIANCE PROCEDURES

Every employee has the responsibility to ask questions, to seek guidance, to report suspected violations, and to express concerns regarding compliance with this Code. If you know or believe that any other employee or representative of the Company has engaged or is engaging in Company-related conduct that violates applicable law or this Code, you should report such information to your manager (if you feel comfortable doing so) or to the Legal Department. You may report such conduct openly or anonymously without fear of retaliation, as further described below.

The Company will not discipline, discriminate against, or retaliate against any employee for reporting such conduct in good faith, whether or not such information is ultimately proven to be correct, or for cooperating in any investigation or inquiry regarding such conduct. Any manager who receives a report of a violation of this Code must immediately inform the Legal Department. If you believe you have been retaliated against for such a report, please share your concern with the Legal Department.

You may notify the Legal Department and report violations of this Code on a confidential or anonymous basis, except where anonymous reporting is prohibited by law, by calling Red Hat's Compliance and Ethics Hotline at **800-224-9902** or **678-999-4553**. Your message will be directed to the Legal Department. While we prefer that you identify yourself when reporting violations so we may follow up with you as necessary for additional information, you may leave messages anonymously. You may also contact the Legal Department by email at [legal@redhat.com](mailto:legal@redhat.com) or by mail at the following address: Red Hat, Inc.; Attn: Red Hat Legal Department; 100 East Davie Street; Raleigh, NC 27601.

If you have a similar concern involving conduct by an IBM representative outside of Red Hat, or otherwise wish to contact Red Hat's parent company, IBM, you may do so by sending an email to [confidentiallyspeaking@us.ibm.com](mailto:confidentiallyspeaking@us.ibm.com).

When the Company's customer is in the public sector, the Company is that customer's "contractor." U.S. law provides for certain rights, remedies, and protections for contractor employees who, in connection with U.S. government contracts or funds, report internally or to certain government officials or entities information the employee reasonably believes is evidence of gross mismanagement or waste, abuse of authority, violation of law, or a substantial and specific danger to public health and safety.

In the United States, trade secrets are protected under both federal and state law. It will not be a violation of the Code, and you will not be held liable under any U.S. federal or state trade secret law, if you disclose a trade secret in confidence to the government or an



attorney solely for the purpose of reporting or investigating a suspected violation of law, or if you disclose a trade secret under seal in a complaint or other filing or in response to a court order in a lawsuit or other proceeding.

If the Red Hat Legal Department receives information regarding an alleged violation of this Code or of law, it shall, as appropriate, initiate an inquiry or investigation and take any appropriate responsive action. Employees shall cooperate fully with any such inquiry or investigation – for example, promptly, completely, and truthfully comply with all Company requests; participate in meetings and interviews in a timely manner when requested; and provide, keep, and make available for inspection all relevant information relating to Red Hat’s business (from any device or location, electronic or otherwise, within their possession or control) as directed or determined by the Company. Failure to cooperate with any such inquiry or investigation may result in disciplinary action, up to and including termination of employment by Red Hat.

Failure to comply with the standards outlined in this Code, as determined by the Company in its discretion, will result in disciplinary action including, but not limited to, reprimands, warnings, probation or suspension without pay, demotions, reductions in salary, termination, and restitution. Certain violations of this Code may require the Company to refer the matter to the appropriate governmental or regulating authorities for investigation or prosecution.

Moreover, any manager who directs or approves of any conduct in violation of this Code, or who has knowledge of such conduct and does not immediately report it, also will be subject to disciplinary action, up to and including termination of employment by Red Hat. All such disciplinary actions are to be taken in accordance with the laws pertaining to the place of employment of the subject party, including laws governing due process and employment, and such other agreements of employment as may exist between the Company and the subject employee.

## **DISSEMINATION AND AMENDMENT**

This Code shall be distributed annually to each employee of the Company, and all employees shall certify that they have received, read, and understood the Code and have complied with its terms.

The Company reserves the right to amend, alter, or terminate this Code at any time for any reason. The most current version of this Code can be found in the Legal Policies and Guidelines section of the Company’s intranet.

This document is not an employment contract between the Company and any of its employees or officers and does not alter any existing employment contract, if any, or, where no such employment contracts exists, the Company’s at-will employment policy.

## CERTIFICATION

I, \_\_\_\_\_ do hereby certify that:

*(Print Name Above)*

1. I have received and carefully read Red Hat's current Code of Business Conduct and Ethics.
2. I understand the Code of Business Conduct and Ethics.
3. I will comply with the terms of the Code of Business Conduct and Ethics.

\_\_\_\_\_

*(Date)*

\_\_\_\_\_

*(Signature)*

*Each employee is required to return this certification to the company within 14 days of request. Failure to do so may result in disciplinary action up to and including termination.*