



SOFTWARE AG

SUPPLIER CODE OF CONDUCT

Version 1.0 | December 1, 2015

Our understanding of responsible and sustainable supplier management activities

As one of the leading companies in the software sector we see it as our privilege to positively and continuously impact our environment by conducting our business in an economical, ecological and social manner. Therefore we find it natural to involve our suppliers in this important process.

Employee Conduct

We expect from our suppliers to conduct their daily business in a manner congruent with our Code of Conduct whilst observing the following principles:

- Conventions of the International Labour Organization (ILO)
- Universal declaration of human rights of the UN
- UN-convention on the rights of children and on the Elimination of All Forms of Discrimination against Women
- OECD guidelines for multinational corporations
- Applicable national laws

We as Software AG place a great value on ensuring that our suppliers as well as their connected affiliate's commit to not only meet our requirements but to exceed them whenever possible.

Child Labor

We expect from our suppliers that they do not tolerate or engage in any kind of child labor or exploitation of children and youth.

Discrimination

We expect from our suppliers that they support equal treatment and provide equal chances and that they refrain from any kind of discrimination in regards to selection of employees, granting of promotions, as well as granting of training. No employee shall be discriminated against due to difference of sex, age, skin color, culture, ethnic heritage, sexual identity, handicap, religious affiliation or world view.

Forced Labor

We expect from our suppliers that they do not tolerate or conduct any form of forced or obligational labor, debt bondage, serfdom or slave labor or slavery like conditions.

Employee Rights

We expect from our suppliers that they honor the rights of their employees in accordance with national laws to form a workers representative and to hold collective negotiations. Alternatively, in case that the

domestic norms limit the right to assembly and the right to collective negotiations, employees should at least be allowed to form a free and independent collective for the purpose of contract negotiations.

Compensation and Working Hours

We expect from our suppliers that they observe the applicable national law outlining the working hours. Furthermore it is expected that the employees receive a compensation which is in accordance with the applicable national laws.

Protection of Health and Job Safety

We expect from our suppliers that they observe the applicable national laws regarding protection of health and job safety. This includes the establishment and application of an adequate job safety management encompassing the reduction of existing and potential health/work risks on the one hand and training of employees to prevent accidents and occupational illness on the other hand.

Environmental Protection

We expect from our suppliers that they observe the respective applicable national environmental laws, regulations and standards. Furthermore we expect that the suppliers maintain an environmental management system suitable to their business purpose in order to minimize environmental strain and limit dangers as well as improve on environmental protection in the daily business.

Daily Business Conduct

Ban on Corruption and Bribery

We expect from our suppliers that they do not tolerate corruption and that they ensure that the conventions of the United Nations (UN) and the organization for economic co-operation & development (OECD) for the fighting against corruption and the corresponding anti-corruption laws are being upheld. In particular they ensure that their employees, subcontractors or agents do not offer, grant or promise any advantages to Software AG employees or close third parties with the intent to secure an order or gain preferential treatment.

Invitations and Gifts

We expect from our suppliers that they do not abuse invitations and gifts for influential purposes. Invitations and gifts for Software AG employees are only allowed, if the circumstance and extent are

appropriate i.e. they are of little worth and can be considered a token of common business practice. Likewise the suppliers do not ask Software employees for inappropriate advantages.

Prevention of Conflict of Interest

We expect from our suppliers that any decisions they make regarding their business with Software AG are based solely on professional criteria. Conflict of interest due to private interest or other economical or various activities, from relatives or other close people or organizations are being avoided from beginning.

Free Competition

We expect from our suppliers that they engage in competition in a fair manner and that they observe the applicable antitrust laws. Suppliers are neither to engage in agreements in violation of antitrust laws nor do they exploit a possible existing market leader position.

Money Laundering

We expect from our suppliers that they uphold the applicable local legal standards for the prevention of money laundering and that they abstain from participating in any money laundering activities.

Supplier Relationships

We expect from our suppliers that they communicate all principles and requirements described herein to their respective suppliers and subcontractors and to take them into consideration during the supplier selection. Furthermore the suppliers support their suppliers and subcontractors to uphold the principals regarding human rights, working conditions, prevention of corruption and environmental protection described herein in the context of fulfilling their contractual obligations.

Observation of the Software AG Supplier Code of Conduct

Software AG reserves the right to periodically check the observation of the principles and requirements of the Software AG Supplier Code of Conduct utilizing a Supplier Self-Assessment.

Each violation by the supplier of the principles and requirements laid out in the Software AG Code of Conduct will result in a considerable impairment of the contractual relations. In case of suspected violation of the described principles and requirements of the Software AG Supplier Code of Conduct (i.e. negative press) Software AG reserves the right to collect relevant information outside of the supplier self-assessment intervals. Furthermore Software AG has the right to immediately cease single or all contractual relationships with suppliers that verifiably fail to fulfill the Software AG Supplier Code of Conduct and do not implement any improvement measurements within a given timeframe.

References

Universal Declaration of Human Rights

<http://www.un.org/en/universal-declaration-human-rights/index.html>

Conventions of the International Labour Organization (ILO)

http://www.ilo.org/empent/Publications/WCMS_094386/lang--en/index.htm

OECD guidelines for multinational corporations

http://www.oecd.org/document/28/0,3746,en_2649_34889_2397532_1_1_1_1,00.html

Software AG Supplier Code of Conduct

Supplier Declaration

1. The supplier has received the „Software AG Supplier Code of Conduct“.
2. In addition to the obligations laid down in the delivery contracts with Software AG, the supplier makes a binding commitment to uphold and acknowledge the obligations and rules laid down in the Software AG Supplier Code of Conduct.

Date:

Company Name:

Company Seal:

Company Address:

Name (PRINT):

Signature:

Title/Function:

ABOUT SOFTWARE AG

Software AG offers the world's first Digital Business Platform. Recognized as a leader by the industry's top analyst firms, Software AG helps you combine existing systems on premises and in the cloud into a single platform to optimize your business and delight your customers. With Software AG, you can rapidly build and deploy Digital Business Applications to exploit real-time market opportunities. Get maximum value from big data, make better decisions with streaming analytics, achieve more with the Internet of Things, and respond faster to shifting regulations and threats with intelligent governance, risk and compliance. The world's top brands trust Software AG to help them rapidly innovate, differentiate and win in the digital world. Learn more at www.SoftwareAG.com.

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