



Avaya Inc.

Channel Partner Code of Conduct

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I. INTRODUCTION

As a leading global provider of business communications applications, systems and services, Avaya strives to maintain compliance with all laws and applicable regulations and high ethical standards in all of its business dealings. As such, we expect that those with whom we do business—including our distributors and resellers (“Avaya Channel Partners”)—do the same.

II. PURPOSE & APPLICATION

To reinforce its support of compliant and ethical standards and practices, Avaya has adopted this Channel Partner Code of Conduct (“Code”). Avaya Channel Partners are required to acknowledge and remain compliant with this Code, and ensure that their employees, directors, officers, agents and subcontracted parties (who work with Avaya personnel or with our products or services) are informed of and comply with this Code. This Code supplements existing agreements, sales engagement principles and other channel policies that are also applicable to Avaya Channel Partners.

It is expected that all Avaya Channel Partners will operate in full compliance with the applicable laws, rules and regulations of the countries in which they operate. If local laws and regulations are more restrictive than this Code, you must always comply with those local requirements.

Violation of this Code may result in disciplinary action or termination of your status as an Avaya Channel Partner.

(Note: This Code does not apply to Avaya employees. Avaya’s Code of Ethics and Business Conduct, *Operating with Integrity*, sets out the behaviors expected from Avaya employees, which may be more stringent than the provisions set forth below.)

III. PROVISIONS

- A. Anti-Bribery/Anti-Corruption.** Avaya Channel Partners must comply with all applicable anti-bribery and anti-corruption (ABAC) laws and regulations. This includes, most notably, the Foreign Corrupt Practices Act (FCPA) and the UK Bribery Act, and also the increasing number of ABAC laws in other jurisdictions. Most prohibit the provision of gifts, entertainment and other advantages to government officials or employees (including those of a state-run enterprise), but some statutes also prohibit commercial bribery, e.g., the offer or use of

money, gifts, kickbacks, etc. to a prospective non-governmental customer or partner designed to improperly influence or obtain an unfair competitive advantage to obtain or retain business. Avaya prohibits bribery and corruption in all forms, whether it is directed to governmental or non-governmental customers or to Avaya employees, such as receiving kickbacks. Avaya also prohibits facilitation payments, or the payment of fees to secure routine government action. Many laws also have provisions regarding the maintenance of accurate books and records for all sales and related activity. As an Avaya Channel Partner, you must also comply with each applicable law's provisions and Avaya's rules regarding onboarding, bidding/quoting and sales, as these are all elements of Avaya's ABAC compliance program. All partners must successfully complete the Avaya Anti-Bribery /Anti-Corruption Compliance training within 6 months of the Reseller Agreement Date, which is available online at:

<https://www.avaya-learning.com/lms/#/training/catalog/offering/20007>

Search for: **1Z000100 – Anti-Bribery/Anti-Corruption (ABAC) Compliance Training Module for Business Partners**

Avaya's internal policies prohibit gifts and entertainment given by or received from our employees that are considered lavish, not reasonable under the circumstances and designed to influence decision-making or judgment. Please be mindful of these standards when considering providing such a benefit to an Avaya employee.

- B. Boycotts and International Trade Laws.** Avaya Channel Partners must comply with all applicable export control, boycott and economic sanctions laws, including U.S. and local laws that impose controls on the transfer of goods, technology, technical information, software, and services to certain destinations and parties, and for certain intended purposes. Avaya Channel Partners must also fully comply with all applicable customs laws, which subject virtually every import in any country to prohibitions or restrictions or duties, taxes or fees that are payable by the importer. All imports must be reported to all relevant customs agencies.
- C. Competition and Antitrust.** Avaya is committed to compliance with all competition and antitrust laws and regulations in all geographies. Although these laws and regulations vary, they generally prohibit activities that reduce competition without benefitting our customers. Avaya Channel Partners must therefore comply with the relevant laws and regulations; generally, activities that are prohibited include, but are not limited to: (1) joining with other partners to fix or control prices for Avaya offerings, (2) organizing or



joining a partner boycott of specific suppliers or customers, (3) dividing or allocating markets or customers among partners, or (4) coordinating competing bids.

- D. Conflicts of Interest.** Avaya Channel Partners must avoid engaging in any business activity that would cast doubt on their ability to act objectively when conducting business with Avaya or on Avaya's behalf. Conflicts of interest may include, but are not limited to, contracting with other companies that are owned or controlled by employees of that Avaya Channel Partner; engaging an Avaya employee as an officer, director, owner or significant shareholder (i.e., holding greater than 1% of all outstanding shares or voting rights) of the Avaya Channel Partner; paying incentives to Avaya employees; or having an economic or family relationship with an Avaya employee. Avaya Channel Partners must notify Avaya as soon as possible after the discovery of an actual or potential conflict of interest.

An Avaya Channel Partner may employ or otherwise conduct business with a member of an Avaya employee's immediate family, so long as that family member (i) is not an officer or director of the Avaya Channel Partner and (ii) does not possess more than 1% of all outstanding shares or voting rights of the Avaya Channel Partner. If either of these criteria is met, this conflict must be disclosed as soon as possible to the Avaya Channel Account Manager. In any event, the related Avaya employee will be required to recuse him or herself from any decision-making activity relating to this Avaya Channel Partner.

- E. Data Privacy and Protection of Information.** Avaya has established protocols to safeguard Avaya customer and employee information in accordance with applicable personal data privacy requirements around the world. Avaya Channel Partners also must implement adequate protocols and controls to comply with data privacy legislation.

Avaya Channel Partners must take steps to protect information regarding Avaya's business activities, structure, technical information, intellectual property, financial situation, performance, and any other information deemed proprietary and confidential. Such information may be disclosed only in accordance with applicable non-disclosure agreements, laws and regulations.

- F. Environment, Health & Safety.** Avaya Channel Partners must maintain a safe and healthy work environment and treat their workers with dignity and respect. Avaya Channel Partners must conduct their operations in ways that are environmentally responsible and in compliance with all applicable environmental laws, regulations, and standards.

- G. Financial Integrity and Accounting.** Avaya Channel Partners must provide complete and accurate information and submissions to Avaya and our customers. Such information includes, but is not limited to, purchase orders, sales reporting, special bid or pricing requests, customer proposals or invoices, rebate requests and reimbursement requests. Avaya Channel Partners must avoid any action, whether that is the provision or omission of information, which could have an adverse impact on the accuracy of Avaya's financial reporting.
- H. Discount Integrity.** As an Avaya Channel Partner, when requesting from Avaya a special bid for a specific customer, you must provide complete and accurate information to Avaya about: the ultimate discount that you intend to flow through to the customer; the identity of the customer; the product delivery address and the quantity and type of product needed by the customer. Products sold by Avaya at a specified discount can only be resold by an Avaya Channel Partner to the customer it has represented to Avaya they were intended for, and at no higher a price than it has represented to Avaya it will sell to the customer.
- I. Government Sector Procurement Rules.** If you sell to government customers, you must observe all applicable laws, rules and procurement regulations and contract clauses that relate to the acquisition of goods and/or services by such customers. Activities that may be appropriate when dealing with non-government customers may be improper and even illegal when dealing with the government.
- J. Intellectual Property and Confidentiality.** Avaya respects the intellectual property rights of others and expects Avaya Channel Partners to respect its intellectual property rights and those of third parties. Avaya Channel Partners must comply with applicable license and other contractual terms and adhere to Avaya's policies regarding usage of Avaya trademarks and other intellectual property rights.

Avaya Channel Partners must avoid sharing confidential or proprietary information belonging to our competitors with Avaya. Avaya Channel Partners must safeguard Avaya's confidential information and not transfer, publish, use or disclose it other than as necessary in the ordinary course of business, but in any event subject to applicable non-disclosure agreements or otherwise as directed or authorized by Avaya. Materials that contain confidential information should be stored securely and shared only internally with those employees who need to know. Confidential information may include, but is not limited to: source code, software, software commands that facilitate the maintenance or repair of any product, other inventions or developments developed or licensed by or for Avaya, marketing and sales plans, competitive analyses, product development plans, non-public



pricing, potential contracts or acquisitions, business and financial plans or forecasts, internal business processes and practices and customer and employee information.

- K. Marketing and Communications.** Avaya Channel Partners that advertise, promote or market Avaya, the Avaya name, logo, or services in any manner must do so in accordance with Avaya Connect program rules and policies. Advertising, marketing, or promotional materials may not be false, inaccurate, misleading, or have a tendency to deceive, and all claims in advertising, marketing, or promotional materials must be substantiated by adequate supporting documentation. All Avaya Channel Partners' advertising must clearly disclose the material terms and limitations of advertised offers. Avaya Channel Partners may not misrepresent products, services, and prices, or make unfair, misleading, inaccurate, or false claims about, or comparisons with, competitor offerings.

IV. CONTROLS, MONITORING AND REPORTING

- A. Business Controls.** Avaya Channel Partners must maintain effective business controls that are capable of preventing and detecting unlawful conduct by their employees and counterparties or conduct that, while lawful, breaches their contractual obligations.
- B. Monitoring, Auditing and Training.** Avaya Channel Partners must provide reasonable assistance to any investigation by Avaya of a violation of this Code, or of Avaya's internal employee Code of Conduct (*Operating with Integrity*), or of its contractual obligations with Avaya. This may include reasonable access to all documentation in so far as it relates to the Avaya Channel Partner's sale and distribution of Avaya products and services. Avaya may also require certain Avaya Channel Partner personnel to take certain training courses, and may also request access to data related to internal Avaya Channel Partner training on related topics.
- C. Reporting.** Avaya Channel Partners should promptly notify Avaya if they suspect, observe or learn of any violation of this Code or other unethical business conduct, particularly as they relate to an Avaya transaction. Please direct any questions or concerns to Avaya's Global Ethics & Compliance department at compliance@avaya.com. You can also call Avaya's Ethics Hotline at 1-877-99-ETHIC (1-877-993-8442) or 1-908-953-7276 (for non-U.S. calls). Calls placed to the hotline can be made anonymously, and Avaya will not tolerate any retaliation against those who report in good faith suspected violations of Avaya's policies.