

The background of the image shows a large warehouse with high ceilings and industrial shelving. Two men, both wearing high-visibility yellow safety vests over black polo shirts, are standing in the aisle. The man on the left is holding a clipboard and a pen, and they appear to be in conversation. The shelves are filled with numerous white cardboard boxes, many of which have labels with the Sage logo and product information. The lighting is bright and even, typical of a warehouse environment.

# Sage Supplier Code of Conduct

## About us

As a global technology company we energise the success of businesses and their communities through the use of smart technology and the imagination of our people. We work with a thriving community of accountants, partners, developers and entrepreneurs, the engine room of economies around the world.

We work with suppliers all over the world. It is essential that our suppliers hold similar values to us, act responsibly and operate to the same high ethical standards as those we have adopted.

## Our expectations of our suppliers

This Code of Conduct ("**Code**") is designed to clearly set out the minimum standards of behaviour we expect from all of the suppliers with whom we work. We expect our suppliers to meet all of the requirements set out within this Code and to reflect these principles within their own supply chain.

Where we submit a request to a supplier to review its own supply chain standards and practices to ensure they reflect the principles of this Code, the supplier will be required to provide us with appropriate access to enable us to fulfil this objective.

# Minimum Standards of Conduct

As a minimum, our suppliers must at all times comply with the following standards:

## Compliance with Laws

Suppliers must comply with all applicable laws and regulations in the countries in which they operate or conduct business. Where there is any conflict between applicable law and the principles set out in this Code, applicable law shall apply.

We expect suppliers to notify us promptly where they become subject to material criminal or civil legal action or sanctioned in any way by a regulator.

## Anti-Bribery and Corruption

Suppliers must act in a manner consistent with good ethical practices. Suppliers must not engage in any activity which invites any suggestion of impropriety. In particular, our suppliers must comply with all applicable laws, regulations and standards concerning bribery, corruption or fraud. We expect all of our suppliers to adopt a zero tolerance approach to fraud, bribery and corruption.

At a minimum, our suppliers and their employees must not: (i) offer, promise or giving an advantage in return for any improper behaviour by any third party; (ii) request, agree to receive, or accept an advantage in return for any improper behaviour by any third party; or (iii) bribe a foreign public official. In each case this applies to encouraging others to do so and also to direct or indirect conduct (e.g. through an intermediary).

Our suppliers must not make any payments to political candidates or parties and they should disclose to us any close connections that they may have with government officials.

We expect our suppliers to adopt and maintain appropriate practices, policies and procedures to prevent bribery and corruption.

Suppliers should put in place and at all times maintain comprehensive whistleblowing procedures and ensure that their recruitment processes are robust and that their employees are made aware of and understand the need to comply with anti-bribery laws.

## Gifts and Hospitality

We recognise that appropriate low value gifts and entertainment is generally considered acceptable conduct. Modest hospitality such as social events or meals may be offered if there is a legitimate business purpose and the cost is reasonable and proportionate.

Suppliers must not offer or provide lavish gifts or entertainment to Sage's employees, other than those of modest value. We also expect our suppliers to report to Sage any lavish gifts or hospitality offered by our employees to their own employees.

Suppliers must not offer or give cash or cash equivalents to our employees. Suppliers must not offer gifts and entertainment to any government officials on behalf of Sage

Under no circumstances must suppliers offer or provide to our employees any hospitality, expenses or gifts during active contract negotiations or tender processes (including up to and soon after contract award).

## Insider Trading

Suppliers must ensure that robust systems are in place at all times to ensure that their employees and advisors do not undertake insider trading or dealing in Sage shares.

## Money Laundering

Suppliers must not accept, process or otherwise become concerned in any arrangement(s) involving any funds known or suspected to be associated with criminal activity. Our suppliers must only deal with reputable parties involved in legitimate business activities and whose funds are derived from legitimate sources. All suppliers to Sage must take reasonable steps to prevent and detect any illegal form of payments and prevent its financial transactions being used by others to launder money.

## Sanctions

Suppliers must ensure that they (and those within their supply chain) fully comply with applicable sanctions regimes (for example, United Nations EU and OFAC sanctions) and that they do not transact with sanctions targets (being applicable countries, entities or individuals). We expect all of our suppliers to adopt and maintain appropriate processes to ensure compliance with applicable sanctions regimes.

## Competition

Suppliers must act in full compliance with applicable anti-trust and competition laws as they apply to Sage's and the supplier's respective business activities. For example, suppliers must not attempt to lock competitors out of the supply chain, fix prices or illegally share markets.

## Conflicts of Interest

When doing business with us, we expect our suppliers to inform us of any potential conflicts of interest between us or otherwise related to the transaction. For example, if there is a personal connection between parties in our respective organisation involved in the transaction.

## Fair Treatment of Supply Chain

We expect suppliers to treat their supply chain fairly. Suppliers should make payments on or ahead of time except in the case of genuine dispute.

## **Employees and working conditions**

### **Human Rights**

Our suppliers must respect International standards on human rights.

### **Equal Treatment**

Suppliers must ensure that all workers are treated fairly and equally. For example, suppliers must select workers based on ability and not on any personal characteristics such as sex, race, colour, ethnic origin, sexual orientation, gender identity, pregnancy, religion, trade union activity, political beliefs, disability or age.

We expect suppliers to adopt a zero tolerance approach to violence, bullying, intimidation and abuse at work and to any other form of verbal, non-verbal or physical harassment or discrimination.

### **Slavery, Human Trafficking and Forced Labour**

Suppliers must not participate in any form of human slavery or human trafficking and they and their directors must prohibit the same within their own supply chain. Our suppliers must strictly comply with any laws or conventions relating to the same and they must not engage workers involuntarily or adopt practices that suggest forced or compulsory labour. Suppliers must ensure that workers are not required to hand over passports, ID cards or work permits as a condition of employment and they must be free to leave their employment on giving reasonable notice.

Our suppliers must establish and implement appropriate systems to ensure that no involuntary or forced labour, or slavery or human trafficking is employed or otherwise used within its own supply chain.

### **Child Labour**

In no circumstances shall child labour (young people 15 or under, unless acceptable to the International Labour Organisation) be utilised by our suppliers or within their supply chain. We expect our suppliers to respect and comply with applicable law and regulation concerning the minimum age of workers. Where young workers are lawfully employed they shall be guaranteed proper working hours, wages and safe working conditions. Suppliers must ensure that persons under the age of 18 do not carry out hazardous work i.e. work which exposes the child to physical, psychological or sexual abuse, work underground or underwater, at dangerous heights, in confined spaces or with dangerous machinery, equipment or tools.

### **Working Hours and Payment**

All of our suppliers' workers (and those within a supplier's supply chain) must be paid at least the minimum wage in the country of employment and paid overtime in accordance with local legal requirements or applicable collective agreements. Suppliers shall ensure workers are not, except in exceptional circumstances, required to work excessive hours during their working week and are given regular rest days in accordance with local laws and conventions.

### **Terms of Employment**

Suppliers must ensure that workers must be provided with a written employment contract prior to commencing work, in a language understood by the worker. Workers must also be given access to grievance systems to enable employment related matters to be fully investigated to fair resolution.

### **Freedom of Association**

Suppliers should ensure that workers are allowed to associate freely and bargain collectively consistent with local laws and regulations. In countries where the right to freedom of association or to bargain collectively is restricted under local law, suppliers must allow workers to freely elect their own representatives.

Workers shall be able to communicate with management regarding working conditions without fear of harassment, reprisal or intimidation.

### **Health & Safety**

Suppliers must provide safe working conditions for all workers in line with International standards so that workers are protected from hazards. Suppliers must adopt and maintain appropriate health and safety management systems and monitor and report against health and safety incidents. Our suppliers should conduct regular risk assessments to evaluate health and safety matters and take appropriate action to manage identified risks and make improvements.

### **Environment**

Our suppliers must adopt responsible practices for managing environmental impacts and comply with applicable law and internationally recognised standards. They must strive to minimise their environmental impact and continuously work to improve their environmental and climate performance and work towards resource efficiency and sustainable waste management.

### **Conflict Minerals**

To the extent applicable to the supplier's activities, the supplier must have in place appropriate policies and procedures to prevent against the acquisition of conflict minerals or unsustainable mined minerals in its supply chain.

### **Land rights**

We expect our suppliers to respect the land rights of indigenous communities.

## **Data privacy and security**

### **Privacy**

Suppliers shall use due skill, care and diligence to prevent the unauthorised or unlawful processing of data. Where suppliers process personally identifiable data they shall ensure that they meet the required standards under law and regulation to safeguard the interests of the individual.

### **Security**

Our suppliers must ensure that they adopt and maintain appropriate governance structures to support a framework of applied controls that ensure the confidentiality, integrity and availability of information assets.

We expect suppliers to fully comply with all legislative requirements as they relate to information assets.

Information assets encompass: (i) all of the supplier's own information; (ii) information provided by Sage to the supplier; or (iii) information that our suppliers gain access to through interaction with Sage, our systems and our people (including but not limited to any information regarding Sage's customers and other third parties).

## **Demonstrating compliance**

We expect suppliers to respond transparently to any reasonable request we or our professional advisors make of them to demonstrate the supplier's compliance with all or any part of this Code.

## **Consequence of non-compliance**

Where we reasonably believe that a supplier is not in compliance with this Code, we will seek to raise the matter with the supplier in an attempt to rectify the issue.

Any non-compliance with this Code by a supplier will be considered a material breach of contract by the applicable supplier. In addition, we reserve the right to end our business relationship with any supplier who is in non-compliance with this Code where (i) such non-compliance has a potentially serious adverse impact on our business (for example damage to our reputation, employees, customers, shareholders or supply chain) or the communities that we serve; or (ii) the supplier has repeatedly breached this Code and has failed to take appropriate steps to raise standards to ensure compliance with this Code.

## How do suppliers report concerns?

Our suppliers should raise any suspected or actual breaches of this Code with us at the earliest opportunity so that we can take appropriate action. We support a culture of speaking up and take seriously all such notifications raised to us in good faith. The sooner breaches of this Code are notified to us the quicker we can investigate them to enable us to take appropriate corrective action.

Suppliers should report concerns to their local Sage Procurement contact or VP Procurement, Ray Packe (email: ray.pack@ sage.com). Severe concerns should be reported to our EVP Group Property & Procurement (email: paul.mharris@sage.com) or Group General Counsel & Company Secretary, Vicki Bradin (email: vicki.bradin@sage.com).

Alternatively, suppliers can use our free, confidential service, Safecall, to report breaches of our Code.

### Europe

Austria	00 800 72332255
Belgium	00 800 72332255
France	0 800 72332255
Germany	00 800 72332255
Ireland	1 800 812740
Italy	00 800 72332255
Netherlands	00 800 72332255
Poland	00 800 72332255
Portugal	00 800 72332255
Spain	00 800 72332255
Switzerland	00 800 72332255
UK	0800 9151571

### AAMEA

Australia	0011 800 72332255
Botswana	0044 191 516 7764
Brazil	0800 8921750
Kenya	0044 191 516 7764
India	000800 4401256
Malaysia	1800 220054
Morocco	0044 191 516 7764
Namibia	0044 191 516 7764
Nigeria	0044 191 416 7764
Saudi Arabia	800 8442067
Singapore	001 800 72332255 (Singtel) 002 800 72332255 (M1) 008 800 72332255 (Starhub)
South Africa	00 800 72332255
Thailand	001 800 72332255
UAE	8000 4413376

### North America

Canada	1877 5998073
USA	1866 9013295

## Updates

We may update this Code from time to time. It is the responsibility of the individual supplier to ensure that it has read, understands and complies with the most up to date version of this Code.

## Version

This Code was last updated on 1 October 2016.