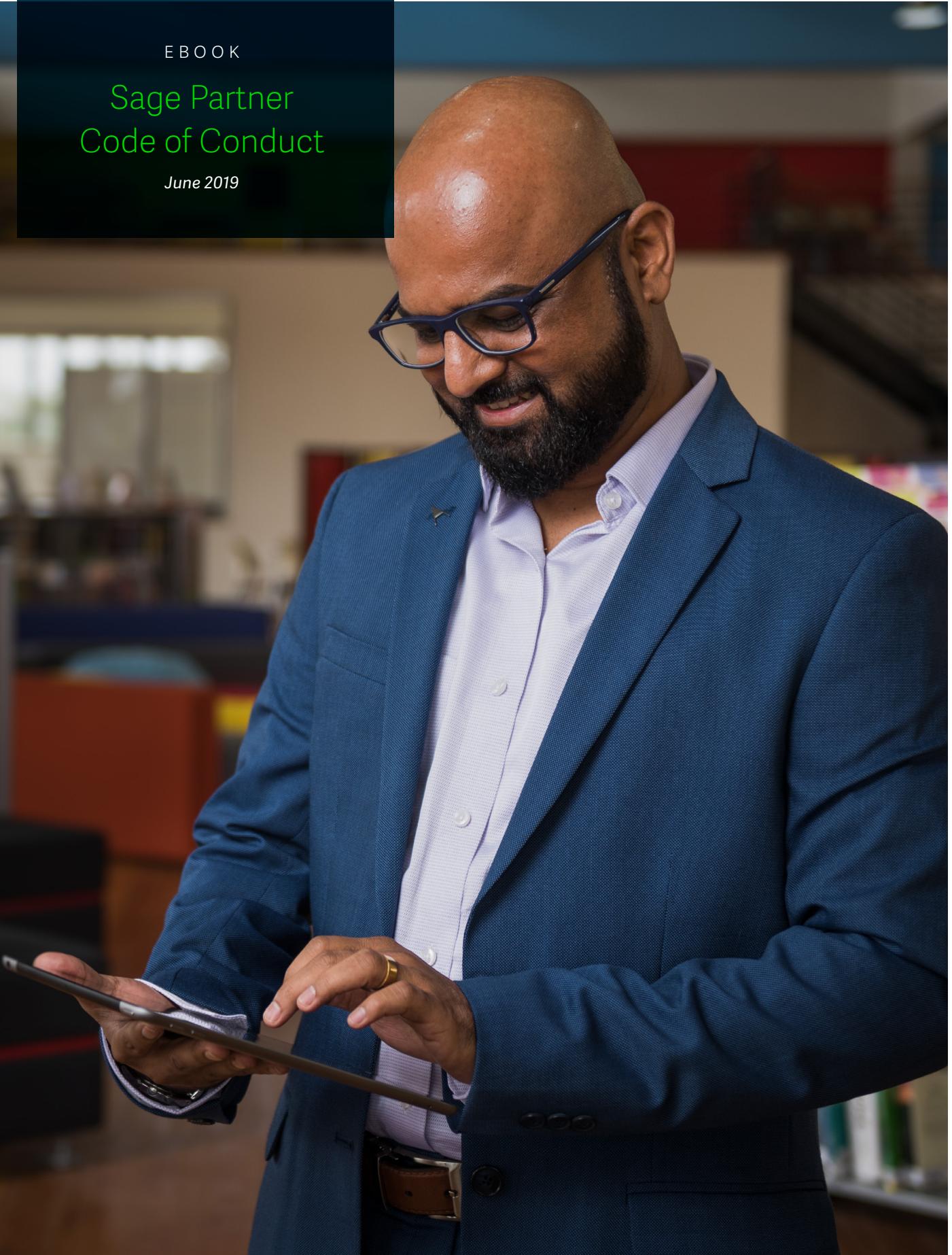


sage

EBOOK

Sage Partner Code of Conduct

June 2019



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About us

Sage is the global market leader for technology that helps businesses of all sizes manage everything from money to people – whether they're a start-up, scale-up or enterprise. 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.

Our vision is to become a great SaaS business for customers and colleagues alike, and our values and behaviours help support this. One of our core values is to 'do the right thing' and we make sure we put this commitment into practice by ensuring that the way we do business always represents the highest possible standards of ethical conduct. We also expect our partners to share our commitment to ethical conduct.

Our expectations of you

This Partner Code of Conduct ("**Code**") is designed to clearly set out the minimum standards of behaviour we require from you as a Sage partner. We ask you to comply with the standards set out within this Code and to reflect them within your own business.

From time to time, we may ask to review your business standards and practices to ensure they reflect the principles of this Code and we require you to provide us with appropriate access to enable us to fulfil this objective.

Minimum Standards of Conduct

As a minimum, we require you to comply with the following standards at all times:

Compliance with laws

All of your dealings must comply with all applicable laws and regulations in the countries in which you operate or conduct business.

We require you, subject to applicable law, to notify us promptly if you become subject to material criminal or civil legal action or are sanctioned in any way by a regulator.

Anti-Bribery and Corruption

It is important to do the right thing to maintain trust with each other and with our customers. You should not engage in any activity which invites a suggestion of impropriety as it can damage this trust and may be unlawful. In particular, you must comply with all applicable laws, regulations and standards concerning bribery, corruption or fraud.

We require all of our partners to adopt a zero-tolerance approach to fraud, bribery and corruption.

Sage is a global company and it is subject to anti-bribery, corruption and fraud laws in many countries. In particular, the parent company of the group is a UK company, and the whole of the Sage group is therefore subject to the UK Bribery Act 2010 (the **Bribery Act**). This is a wide-ranging law which impacts all businesses, colleagues and partners of Sage, no-matter where in the world they are located. This means that we must require our partners not to engage in bribery, corruption or fraud.

As a minimum, you and your employees must not: (i) offer, promise or give a financial or other advantage in return for any improper behaviour by any third party; (ii) request, agree to receive, or

accept a financial or other advantage in return for any improper behaviour by any third party; or (iii) bribe a foreign public official. In each case this applies to direct or indirect conduct (e.g. through an intermediary or encouraging others to do so).

A "financial or other advantage" covers not only monetary payments, such as kickbacks or facilitation payments, but also includes lavish gifts or entertainment, donations and employment opportunities.

You must not make any payments to political candidates or parties and you should disclose to us any close connections that you may have with government officials/ heads of state.

You must adopt and maintain appropriate practices, policies and procedures to prevent fraud, bribery and corruption in your business.

Measures we expect you to take include :

- putting in place and at all times maintaining comprehensive whistle blowing procedures;
- ensuring that your employees and associates are made aware of and understand the need to comply with anti-bribery and corruption laws; and
- putting appropriate policies and procedures in place to ensure that your employees and associates do not engage in bribery, corruption or fraud in connection with Sage and other partners and customers.

Gifts and Hospitality

We recognise that gifts and hospitality on a modest and infrequent scale can sometimes be a legitimate tool in building good relationships. Modest hospitality such as social events or meals may be offered if there is a genuine business purpose and the cost is reasonable and proportionate.

Before offering or accepting a gift or hospitality, you should make sure it is unlikely to improperly influence the business relationship or your own, or the other party's, decision making.

Under no circumstances should you offer money, gifts or hospitality to any government officials/heads of state on behalf of Sage.

You must not offer or provide cash, cash alternatives (such as gift vouchers), or lavish gifts or hospitality to Sage employees. Under no circumstances must you offer or provide any hospitality, expenses or gifts to our employees during active contract negotiations or tender processes (including up to and soon after contract award).

We also expect you to report to us any lavish gifts or hospitality offered by our employees to you or your employees, and you should not accept any such gifts or hospitality.

Insider Trading

You must ensure that you have robust systems in place at all times to ensure that your employees and advisors do not engage in insider dealing. In particular you and your employees must comply with the EU Market Abuse Regime and similar insider trading laws, and must not trade or deal in Sage shares (or the shares of any other company) based on inside information.

'Inside information' is precise information that is not yet publicly known and would, if made public, be likely to have a significant effect on the price of a company's shares. The buying or selling of shares in a company by somebody who is in possession of 'inside information' about the company is known as 'insider trading'.

Money Laundering

You must not accept, process or otherwise become concerned in any arrangement(s) which involve funds that are known or suspected to be associated with criminal activity.

You must only deal with reputable parties who are involved in legitimate business activities and whose funds are derived from legitimate sources. You must take reasonable steps to prevent and detect any illegal forms of payment and you should have robust processes in place to prevent the financial transactions you engage in being used by others to launder money.

Sanctions

You must ensure that you (and those within your supply chain) fully comply with applicable sanctions laws, regulations and regimes (including but not limited to, the United Nations, EU, UK and US Office of Foreign Assets Control (OFAC) sanctions). You must not transact with persons who are on a targeted sanctions list (being applicable countries, entities, governments or individuals), nor transact in any country which is subject to comprehensive territorial sanctions.

We expect all of our partners to adopt and maintain appropriate processes to ensure compliance with applicable sanctions regimes.

Competition

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

Conflicts of Interest

When we do business together, we expect you to inform us of any actual or potential conflicts of interest between you and us, or otherwise related to the transaction. For example, you should inform us if there is a personal connection between the individuals in our respective organisations who are involved in the transaction.

Employees and working conditions

Human Rights

You must respect international standards on human rights.

Equal Treatment

You must ensure that all workers are treated fairly and equally. For example, you should 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 you 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

You must not participate in any form of human slavery or human trafficking and you and your directors must prohibit the same within your own supply chain. You must strictly comply with any laws or conventions relating to the same and you must not engage workers involuntarily or adopt practices that suggest forced or compulsory labour.

Workers should not be 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.

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

Child Labour

In no circumstances shall you use child labour (young people 15 or under, unless acceptable to the International Labour Organisation) within your business. We expect you to respect and comply with applicable laws and regulations concerning the minimum age of workers. Where young workers are lawfully employed they should be guaranteed proper working hours, wages and safe working conditions.

You must ensure that persons under the age of 18 do not carry out hazardous work (for example work which exposes them 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 your workers (and those within your supply chain) must be paid at least the minimum wage in their country of employment and paid overtime in accordance with local legal requirements or applicable collective agreements. You must ensure that 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

You must ensure that workers are provided with a written employment contract prior to commencing work, and that the contract is written 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

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

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

Health & Safety

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

Environment

You must adopt responsible practices for managing environmental impacts and comply with applicable laws and internationally recognised standards. You should strive to minimise your environmental impact and continuously work to improve your environmental and climate performance. You should also work towards resource efficiency and sustainable waste management.

Conflict Minerals

To the extent applicable to your business activities, you must have in place appropriate policies and procedures to prevent against the acquisition of conflict minerals or unsustainable mined minerals in your supply chain.

Land rights

We expect you to respect the land rights of indigenous communities.



Data Privacy and Security

Privacy

You must ensure that you manage data that you hold carefully and always use due skill, care and diligence to prevent the unauthorised or unlawful processing of data. Where you process personal data you must ensure that you meet the required standards under applicable laws and regulations to safeguard the interests of the individual, including the EU General Data Protection Regulation (GDPR).

Security

You must ensure that you 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 you to fully comply with all legislative requirements as they relate to information assets.

Information assets encompass: (i) all of your own information; (ii) information provided by Sage to you; or (iii) information that you 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 you to respond transparently to any reasonable request we or our professional advisors make of you to demonstrate your compliance with all or any part of this Code.

Consequences of non-compliance

Where we reasonably believe that you are not acting in compliance with this Code, we will seek to raise the matter with you to try and rectify the issue.

Your non-compliance with this Code will be considered a material breach of contract. In addition, we reserve the right to end our business relationship with you if you are non-compliant with this Code in circumstances where: (i) such non-compliance has or may have an adverse impact on our business (for example damage to our reputation, employees, customers, shareholders or supply chain) or the communities that we serve; (ii) you have repeatedly breached this Code and have failed to take appropriate steps to raise standards to ensure compliance with this Code; (iii) you have undertaken any illegal activity or failed to comply with applicable laws and regulations.



How do partners report concerns?

You must 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.

You should report concerns to your local Sage contact or Sage account manager. Serious concerns should be reported to our VP Risk and Assurance, Chris Lauder (chris.lauder@sage.com) or Group General Counsel & Company Secretary, Vicki Bradin (vicki.bradin@sage.com).

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

Europe

Austria	00 800 72332255
Belgium	00 800 72332255
France	00 800 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

North America

Canada	1877 5998073
USA	1866 9013295

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 191 516 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

Updates

We may update this Code from time to time. It is the responsibility of each partner to ensure that it reads, understands and complies (and ensures that its business and employees comply) with the most up to date version of this Code.

Version

This Code was last updated June 2019.



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