

**opentext™**

# **Code of Business Conduct and Ethics**

February 2023



Trust is one of our core values and to maintain our Company's position as a market leader, it is crucial for us to earn the trust of our customers, our employees, our investors, and the communities in which we operate. Gaining that trust starts with understanding the Code of Business Conduct and Ethics and then putting it into practice every day. Our Company is known for conducting business with integrity. The OpenText Code of Business Conduct and Ethics explains our ethical standards, and it is important for all of us to become familiar with it and use it as a guideline as you conduct business on behalf of OpenText.

OpenText is committed to complying with all applicable laws and regulations. We are equally dedicated to establishing a workplace where every employee is afforded opportunities to succeed. As an employee of OpenText, we are expected to obey the letter and spirit of all applicable laws and regulations, and we are expected to conduct ourselves with integrity and respect. We can only keep these commitments if we work together, and the Code of Business Conduct and Ethics explains how we can do our part.

If you have questions or you suspect there has been a violation of our Code of Business Conduct and Ethics, you should report such violation through one of the various communication channels described in this Code. You are encouraged to ask questions, and we are all obligated to report compliance violations. We will not tolerate retaliation against anyone who asks questions or reports violations in good faith.

The Code of Business Conduct and Ethics is intended to be a living document that will be updated from time to time to accommodate our ever-changing world. As an ambassador for OpenText, you are encouraged to review it often.

Thank you for joining OpenText in its unwavering commitment to conduct business ethically and honestly.

/s/ Mark J. Barrenechea

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## INTRODUCTION

### Purpose and Scope

#### Important Contact Information:

[Compliance Officer](mailto:complianceofficer@opentext.com)  
[complianceofficer@opentext.com](mailto:complianceofficer@opentext.com)

OpenText is committed to conducting its business ethically and in compliance with the letter and spirit of all applicable laws. As an employee, officer or director of OpenText, each one of us is responsible for maintaining this standard of excellence by conducting ourselves with Courage, Integrity, Honesty and Respect. This Policy has been established not only to promote such behavior but also to empower you to raise good faith concerns on a confidential basis and free from retaliation.

This Policy is not intended to be a one-time read. This Policy and the other OpenText policies referenced herein are living documents that may be updated from time to time. As you conduct business on behalf of OpenText, you are encouraged to use this Policy as a guideline for doing the right thing. If you are ever unsure about how this Policy applies to you or your situation or if you have concerns or questions, you should seek clarification from your manager or the Compliance Officer as outlined herein.

This Policy applies to all employees, officers and directors of OpenText Corporation and its affiliates and subsidiaries around the world. Adherence to this Policy is a condition of employment, and failure to adhere to this Policy is considered a serious violation of the employment relationship and may lead to disciplinary action that may include dismissal.

We also expect all our vendors, contractors and partners to conduct themselves in a manner consistent with this Policy.

**Important Notice:** *This Policy and the other policies and guidelines described herein are not contracts of employment. OpenText does not create any contractual rights by issuing this Policy.*



**Q:** My colleague told me that her husband accompanied her on a business trip, and she expensed all their meals and activities to the Company. She is good friends with our manager, and our manager approved all the expenses. When I asked my manager about it, he said he had the authority to approve the expenses and if I know what's best, I won't question his authority again. Can my manager get me fired or penalize me if I report the matter?

**A:** Your manager cannot get you fired or penalize you for reporting the matter. OpenText will not tolerate retaliation against you for speaking up.

### Important Contact Information:

[Chair of the Corporate Governance & Nominating Committee](#)

Compliance Hotline:  
1-800-361-8540

## COURAGE

We understand that speaking up might not always seem easy, but it is always the right thing to do. OpenText is proud of every employee who decides to speak up in good faith if they observe a violation of this Policy, other Company policies, or any law, regulation, or accounting practice, or any misconduct that may adversely impact our Company, employees, or stockholders. Our reputation and high ethical standards are of the utmost importance. Therefore, we encourage all employees to report violations of this Policy. Retaliation against an employee who reports a violation of this Policy in good faith will not be tolerated.

### Zero Tolerance for Retaliation

If you retaliate, directly or indirectly, against a person who has reported a violation in good faith, you will be subject to disciplinary action that may include dismissal. No one who raises a concern, asks for advice or submits a report under this Policy in good faith should suffer retaliation, harassment, or an adverse employment consequence because of these actions. OpenText takes all claims of retaliation very seriously. Allegations of retaliation will be thoroughly investigated, and appropriate disciplinary action will be taken.

### Asking Questions and Reporting Violations

If you have knowledge of a potential, suspected or actual violation of this Policy, other Company policies or any law, regulation or accounting practice, or know of any misconduct that may adversely impact our Company, employees or stockholders, you must promptly report relevant information. We have a number of communication channels that you may use to ask a question or to report such information. The **Report Incident Flowchart** attached as **Appendix A** to the Code of Business Conduct & Ethics may guide you in selecting the communication channel, which is most appropriate for you. If you raise a concern with one of these contacts and the issue is not resolved, you should raise it using one of the other channels.

The Compliance Hotline is a 24-hour reporting hotline service. Your call will be answered by a third-party service that will submit your concern to the Compliance Officer or to the Chair of the Corporate Governance and Nominating Committee. Outside of North America, you can still access the toll-free number by using AT&T USA Direct

Access Numbers. A listing of these numbers by country can be found at AT&T USA Direct Access Numbers.

If permitted by the law of your country, your report may be made anonymously. Confidentiality of the reporting person will be maintained to the fullest extent possible consistent with applicable law and the need to conduct an adequate investigation.

### Examples of Conflicts of Interest:

- Employment by a competitor, regardless of the nature of the employment, while simultaneously being employed by OpenText, unless approved in advance by the CEO.
- Giving OpenText business to another entity in which you or a close family member has a substantial ownership or management interest.
- Acting independently as a consultant to a known competitor, customer, or supplier.
- Using Company assets, intellectual property, or other resources for personal gain.
- Accepting any cash, gift, or benefit that is intended to, or could be interpreted as being intended to, influence the performance of your duties.
- Personal relationships in the workplace that present a conflict of interest or the appearance of impropriety.
- Accepting payments, gifts, or benefits in violation of OpenText's Corporate Anti-Bribery and Anti-Corruption Policy.

## INTEGRITY

OpenText is committed to conducting business with integrity and we expect each of our employees to hold themselves to an equally high ethical standard. This means you should avoid engaging in activities like insider trading or acts that result in a conflict of interest. You are expected to obey all applicable laws and protect OpenText's and a third party's assets, confidential information and intellectual property. It is a top priority to earn and keep the trust of those with whom we do business.

### Conflicts of Interest

Employees are expected to be loyal to OpenText and act in the best interest of the Company. Conflicts of interest arise where your private interest interferes in any way, might interfere, or might reasonably appear to interfere, with the best interests of the Company. Conflicts can arise where you take actions or have interests that may make it difficult to perform your duties to the Company objectively and effectively, where your personal interests and the best interests of the Company are not aligned, or where you or a member of your family receives improper personal benefits as a result of your position in the Company.

You should avoid activities or relationships that may cause potential conflicts with your job or OpenText's best interests or that may reflect negatively on OpenText's image. Furthermore, you should avoid acquiring financial interests in an entity that is a competitor, customer of or a supplier to OpenText, or that is in a partnering alliance with OpenText, including those entities known to you to be considering any such relationship. This does not apply to investments in mutual funds or pension plans which themselves invest in any such entities as part of their portfolios.

## Examples of Conflicts of Interests through outside activity:

- Serving as an officer/director for an organization where there is any potential interference with job performance at OpenText.
- Accepting a board position with a not-for-profit entity if there is, or may be, a business relationship between OpenText and the entity or an expectation of financial or other support from OpenText.
- Doing business for OpenText with a party with whom you or an immediate family member have an association.
- Creating an invention for personal gain (i) on company time, (ii) using Company assets and/or (iii) which competes or reasonably could compete with OpenText.

**Q:** My best friend needed some money to start an office supply business. I lent him the cash, and I became a silent partner in the business, and I'm not really involved in the operations of the business. I am in the Procurement Department, and my manager recently asked me to recommend a new office supply company. Can I recommend my best friend's business?

**A:** You can recommend your friend's business as long as you fully disclose your interests in the business and receive the proper approvals according to this Policy. You should also recommend other competitive office supply companies to your manager.

OpenText directors and executive officers must notify the Chairman once he or she has determined to accept any invitation to serve on another corporate board or with any governmental advisory or charitable organization. The Corporate Governance and Nominating Committee shall evaluate the continued appropriateness of OpenText board membership under the new circumstances and, if necessary, make a recommendation to the Board as to any action to be taken with respect to continued board membership. Other possible outside involvement by members of the Board of Directors must be referred to the Executive Chairman and the Chair of the Corporate Governance and Nominating Committee.

## Disclosing Conflicts of Interest

You must disclose any matter that may present a conflict of interest. This disclosure is made for the purpose of determining whether or not a conflict of interest exists and whether or not you can proceed with the proposed activity or conduct.

If you are not an officer or director, you should disclose any such situation to the ELT member responsible for your department who will refer the matter to the Compliance Officer or the Chair of the Corporate Governance and Nominating Committee of the Board of Directors, as appropriate. Prior written approval from the appropriate ELT member will be required before you can proceed.

Directors and officers should disclose any such situation that reasonably could be expected to give rise to a conflict of interest or the appearance of a conflict to the Chair of the Corporate Governance and Nominating Committee of the Board of Directors. Prior written approval from the Chair of the Corporate Governance and Nominating Committee will be required before the individual can proceed.

## Outside Employment

Employees are prohibited from engaging in outside business or employment if doing so competes with, conflicts with, or compromises the Company's interests, adversely affects your job performance at OpenText, requires a commitment of time during your regularly scheduled or expected work hours, materially interferes with the time or attention you are expected to devote to the Company, and/or violates any restrictive covenant or other agreement with the Company. Employees must receive approval

from your ELT member before engaging in any outside business or employment, so that the Company can determine, *inter alia*, whether an actual, potential, or perceived conflict exists. Outside business or employment is not an excuse for absenteeism, tardiness, leaving early, refusal to travel or work overtime or hours necessary to meet the Company's operating needs. Employees may not use paid time off for outside employment, to the extent permitted by applicable law.

## Loans and Guarantees

Except where credit may be extended as part of the Company's ordinary course of business, OpenText does not provide loans, advances or guarantees of personal obligations to any employees, officers, directors, or their family members. In all cases personal loans to executive officers and directors are prohibited.

## Anti-Corruption/Anti-Bribery

**Q:** I am in Sales. I've been trying to win business with a strategic customer for months now. The customer's procurement manager said she's very close to making a decision whether to buy our solution, but another company offered a better discount on their products and also offered her a few hundred dollars in gift cards. She asked, "So what can you do for me?" What should I tell her?

**A:** OpenText offers competitive pricing and will consider discounts on a case-by-case basis. You should consult the Approvals and Authorities Policy for more information about discounts. You are not permitted to offer any personal incentives. Cash, gift cards and other gifts could be considered a bribe to win the business. Offering a bribe is illegal and a violation of this Policy.

You must treat customers, suppliers, competitors, regulators and all other persons with complete impartiality and according to OpenText's best interests. No payments, gifts, kickbacks, employment or benefits may be offered to any person in an attempt to gain an advantage in any situation or to influence improperly that person's performance of duties. In addition, you are strictly prohibited from offering money, merchandise, favor, or services (other than as accepted in general business practice and for which you have received approval in advance from the ELT member responsible for your department) to any agent or organization in a position to benefit OpenText.

You are not permitted to accept any cash, gift, kickback or benefit that is intended to or could be interpreted as intended to influence the performance of your duties. This prohibition extends to members of your immediate family. If you are offered any cash, gift, or benefit, notify the ELT member responsible for your department or the Compliance Officer. If it is more than a common business courtesy of nominal value, return the gift or refuse the benefit immediately.

All commissions, rebates, discounts, credits, and allowances must be in the form of written instruments made out to the business entity involved and approved in accordance with the Approvals and Authorities Policy or other relevant Company policies. Courtesies to external parties are to be detailed on a Business Expense Report.

Please review OpenText's Corporate Anti-Bribery and Anti-Corruption Policy for more information on this important topic.

**Q:** I got some information that OpenText is acquiring a company, but the information has not been publicly announced yet. Can I buy or sell stock, options or other securities of the company being acquired?

**A:** No. You would be purchasing or selling securities while in possession of material non-public (or "inside") information you gained as a result your position at OpenText. It is illegal and a violation of this Policy to purchase or sell stock or other securities while in possession of inside information.

## Insider Trading

There are strict laws prohibiting the buying and selling of securities of a company while being aware of material corporate information relating to that company that has not been disclosed. Trading securities while in possession of material non-public information (i.e., "insider information") is called "insider trading" and is prohibited by law. Severe penalties can be imposed on persons who violate insider trading laws. You must not disclose inside information to any other person and must not buy or sell OpenText shares or the securities of any other company when in possession of inside information concerning OpenText or such other company. Recommending or suggesting that anyone else buy or sell shares of OpenText when you are aware of inside information about OpenText (also known as "tipping") is also prohibited by law, by OpenText's Insider Trading Policy and by this Policy. Directors, officers, and certain employees are subject to strict trading restrictions to avoid any appearance of trading based on non-public inside information.

Please review OpenText's Insider Trading Policy for more information on this important topic.

## Compliance with Trade Laws

OpenText is a global company and is required to comply with trade laws governing international transactions, including the import and export of goods, software and services. Trade laws, which include U.S. and Canadian export controls and sanctions laws and the laws of other jurisdictions that OpenText is operating within, may: (i) require our products to have special licenses, designations or identification numbers before they can be imported or exported; and (ii) restrict or prohibit activities with, in, involving, or relating to certain countries, territories, and individuals or entities subject to economic or trade sanctions.

We all are responsible for complying with trade laws, which are complex and can vary by country. You must not proceed with a transaction if you are aware of or suspect that a violation of any export, customs, sanctions, or anti-boycott trade laws could occur, and you should report any known violations to the Law Department or Compliance Officer. Violations of trade laws could result in serious

**Q:** Why do I have to ask my customers whether they plan to export the software they are licensing and where they plan to use it?

**A:** Trade laws prohibit the sale of software to certain countries and designated nationals, so it is important for us to verify that we will not be selling our products in violation of these laws.

civil and criminal penalties against OpenText and individual employees and their management chain, as well as significant disruptions to our operations from supply chain disruptions, loss of trade privileges, or loss of sale and service opportunities.

If your duties include providing services, selling products or fulfilling orders across international borders, you should contact the Law Department or Compliance Officer to ensure compliance with applicable trade laws. You are responsible for understanding how trade laws apply to your job and strict compliance is required.

## Compliance with Laws

We are committed to compliance with all applicable laws, rules and regulations in the jurisdictions where we conduct business. We have specifically addressed some of those laws in this Policy; however, this Policy is not intended to be an exhaustive list of the laws with which we must comply. If you have questions about whether an act or omission violates the law, you should contact the Compliance Officer.

## Confidentiality

You are required to maintain the confidentiality of non-public information obtained in the course of your duties. This information may belong to OpenText or its partners or customers. You cannot use the information for personal benefit or release it to inappropriate parties including a new employer should your employment end with the Company. Nor may you share this non-public information with any former employees of OpenText. Partners, customers or other third parties may have a non-disclosure agreement with OpenText which subjects their information to additional restrictions and procedures. Before disclosing any information to a third party, you are responsible for ensuring such disclosure is made in accordance with any such non-disclosure agreement and this Policy.

You occupy a position of trust within the Company. Never disclose confidential information in any form (e.g., records, reports, financial and sales information, project details, acquisitions or plans involving OpenText or its customers, suppliers, or competitors, such as customer names that have not been publicly announced) to an outside party or to an employee who does not have authorized access. Use of confidential information for personal gain or to influence business transactions is not permitted.

## Practical Measures You Can Take:

- Always lock your computer when you leave your workstation.
- Always double-check email recipients before sending emails, especially when using "reply all".
- Never discuss confidential information on a conference bridge line while you are waiting for individuals outside the Company to join or after you believe those individuals have dropped off.
- Always mark confidential documents "OpenText Confidential".
- If you have questions about a particular customer, contact the Law Department to see if there are any specific contractual obligations.

**Q:** Can I work from home on my personal computer?

**A:** No. You must only work from a secure workstation. Contact your manager if you wish to work from home and OpenText IT can set you up with a secure home office workstation.

**Q:** I am in Marketing. I'm working on a press release, and I want to describe the success that one of our biggest customers has had using our solution. Is that OK?

**A:** It depends. Some of our contracts prohibit us from mentioning the other party in our publications. You should check with the Law Department so they can review the relevant contract. You will likely need to get written permission from the customer too.

Confidential information should only be discussed in a secure environment and only amongst employees with authorized access and on a "need to know" basis. Care should be taken while having business discussions in public environments such as on airplanes, elevators, in restaurants and other public venues that are not considered secure.

If you receive an external request for confidential OpenText information, refer such requests to the ELT member responsible for your department. If a government agency has issued notice that by law it is required to release confidential OpenText information to a third party, you must escalate the matter by providing written notice to the ELT member responsible for your department, the Compliance Officer, and OpenText Legal Counsel prior to the release of the information.

You must safeguard confidential documents, laptop computers, and other OpenText property that is required to be taken outside the workplace for legitimate business reasons.

Regarding matters of litigation, or potential litigation, the details must be forwarded to the Law Department without delay.

#### **NOTICE TO U.S.-BASED EMPLOYEES OF IMMUNITY FROM LIABILITY FOR CONFIDENTIAL DISCLOSURE OF A TRADE SECRET TO THE GOVERNMENT OR IN A COURT FILING:**

Notwithstanding anything herein to the contrary, under the *Federal Defend Trade Secrets Act of 2016*, an individual (U.S.-based employee) may not be held criminally or civilly liable under any Federal or State trade secret law for the disclosure of a trade secret that (A) is made (i) in confidence to a Federal, State, or local government official, either directly or indirectly, or to an attorney; and (ii) solely for the purpose of reporting or investigating a suspected violation of law; or (B) is made in a complaint or other document filed in a lawsuit or other proceeding, if such filing is made under seal. An individual who files a lawsuit for retaliation by an employer for reporting a suspected violation of law may disclose the trade secret to the attorney of the individual and use the trade secret information in the court proceeding if the individual files any document containing the trade secret under seal and does not disclose the trade secret except pursuant to court order. Nothing herein is intended, or should be construed, to affect the immunities created by the *Defend Trade Secrets Act of 2016*.

## Data Privacy

**Q:** I am in Professional Services, and I am on-site for a large customer in the health insurance industry. I don't need any PII to perform my duties. Do I need to worry about data privacy rules in this Policy?

**A:** Yes. You should always consider how the guidelines in this Policy affect you. You should always limit your access to PII. OpenText may also have additional contractual obligations to the customer. You should consult with your manager and the Law Department according to this Policy.

**Q:** I am in Human Resources, and I have access to all employee records. A friend of mine in the Marketing Department has been working on a project for months and wanted to send a gift basket to some co-workers who have been helping her. She asked me to send her their home addresses. It seems harmless to share the information, so can I do that?

**A:** No. Even if your friend's intentions are genuine and seem harmless, the information she has requested is PII, and you are obligated to maintain the confidentiality of every employee's PII.

**Q:** A new customer wants to see a demonstration of our software, but the Law Department says we need a Non-Disclosure Agreement (NDA) in place first. It's just a demo, so why do we need an NDA?

**A:** During demonstrations, we often reveal intellectual property like technical product information, product roadmaps, pricing, and other customers' names. If we do not have an NDA in place with your customer, you will not be able to share this information, which would significantly impact the effectiveness of the demonstration.

OpenText regards the lawful and correct treatment of personal information as very important to perform its functions successfully and efficiently, and to maintain the confidence of its customers and partners. Many countries have laws protecting personally identifiable information ("PII"). PII can include an individual's name, telephone numbers, social security number, email addresses or home address. Certain PII, including, but not limited to, information about an individual's medical records, financial records, employment history, religious background, political affiliations or sexual orientation may be subject to additional legal protections.

All PII should be considered confidential information and should be treated as such according to this Policy. You are required to handle, store and dispose of PII in compliance with the relevant laws that apply to the information. To the extent possible, you should limit your exposure and access to PII. You should only access PII to the extent necessary to perform your job duties.

Please review OpenText's Global Information Security Policy for more information on this important topic. If you suspect PII is being treated in a manner that is in violation of this Policy, you should report it immediately to the Compliance Officer at [complianceofficer@opentext.com](mailto:complianceofficer@opentext.com) or call the Compliance Hotline at +1-800-361-8540. If you have questions about how this section of the Policy applies to you, contact the ELT member responsible for your department immediately.

## Safeguarding Intellectual Property

You are responsible for protecting OpenText's intellectual property (IP), which includes not disclosing or otherwise using the Company's Intellectual Property for your personal benefit should your employment end with the Company. Also, you may not share any Company intellectual property with any former employees of OpenText. OpenText's IP may include, but is not limited to, patents, software code, technical product information, information regarding research and development, confidential market research, customer names, customer lists, pricing information, and trade secrets. A trade secret is information, including formula, pattern, compilation, program, method, technique, or process, that:

**Q:** If I help create software, customer lists, or sales/process plays while I'm employed at Open Text, may I use any of those items at a future employer if I don't disclose them to anyone at my future employer?

**A:** Definitely not. Software, customer lists, sales/process plays, and any other tangible or non-tangible things created during employment are owned by the Company and may not be used for your personal benefit or for the benefit of others outside of OpenText.

**Q:** I am in Marketing. I am working on a whitepaper series, and I want to include a diagram I found in another publication. Can I include the diagram?

**A:** It depends. The other publication is likely protected by copyright laws, meaning you can't just cut and paste the diagram into your work. Most publications allow you to republish their contents subject to specific copyright terms and conditions. If you want to republish something that doesn't belong to OpenText, you should consult with the Law Department to be certain you have the necessary permissions.

(i) derives its value from not being known by others, especially competitors and (ii) is the subject of reasonable efforts to maintain its secrecy. Trade secrets by their nature derive their value from remaining secret. Therefore, when a trade secret is stolen, it immediately loses its value.

As a software company, OpenText's entire business rests upon the value of its intellectual property and trade secrets. Therefore, you should use the utmost care in protecting OpenText's IP and trade secrets, including treating such information as confidential according to this Policy. You must use OpenText IP for its intended purpose: supporting and conducting Company business. Please review OpenText's Global Information Security Policy for more information on this important topic.

OpenText's IP also includes its logos, trademarks and copyrights. Before using or allowing a third party to use any of OpenText's logos, trademarks or copyrights you should check with the Law Department. More information about authorized use of OpenText's logos, trademarks and copyrights is available on OpenText's website.

In addition to protecting OpenText's IP, you must also respect the intellectual property rights of others. OpenText will not knowingly use the intellectual property of a third party without permission. This means you should not use software or other copyright-protected content without a proper license to do so. You may only use licensed materials in conformity with the terms and conditions of the applicable license agreement.

If you suspect the IP rights of OpenText or a third party have been violated, contact the Law Department immediately.

## Company Property

Company property include telephones, copy machines, leased premises, Company credit cards and email accounts. You must reasonably protect Company property from misuse, damage or theft. You can only use OpenText property and opportunities for the intended purpose of supporting and conducting Company business.

## Anti-Trust and Competition Laws

Many countries have adopted anti-trust or competition laws intended to protect fair competition by prohibiting activities that result in monopolies or price fixing or otherwise limit competition. OpenText

### Examples of agreements that could limit competition:

- Partner agreements not restricted to a certain territory.
- Agreement not to sell to, market to or divide certain customers, groups or territories.
- Agreements with competitors to establish prices.

is proud of its formidable position in the competitive marketplace and is committed to adhering to all applicable anti-trust laws.

Anti-trust and competition laws are complicated, so you should always consult with the Law Department before entering into agreements or understandings, whether formal or informal, with customers, partners or competitors that could have the effect of limiting competition in the marketplace. Even the appearance of impropriety could raise concerns under those laws. As such, you should not discuss Company information like pricing, research and development, contract terms and conditions, prospective customer and partner opportunities, employment practices, marketing strategies with competitors unless you have received management approval and approval from the Law Department.

### Dealing with Competitors

You are forbidden from sharing information with competitors about matters such as our pricing and conditions of sale, costs, our products and service offerings, market conditions or other confidential information, from which competitors could gain benefit over OpenText or that would violate this Policy. In order to avoid violating this Policy or giving the appearance of impropriety, you should use extra caution when interacting with competitors. You must only accept, read, use or obtain information about competitors through lawful means.

### Government as a Customer

The procedures for contracting with foreign, federal, state and local governments, government-owned enterprises or through government resellers often differ from traditional commercial contracting processes and may be subject to special requirements or restrictions specific to a particular governmental agency. You should discuss any opportunity to sell directly or indirectly to the government with the Law Department. It is illegal to offer a direct or indirect benefit to a public official or government employee for the purpose of obtaining, retaining, or directing business. You are responsible for complying with all such laws.

## **SUSTAINABILITY**

OpenText is committed to working toward sustainability in our operations and meeting the social and environmental expectations of our stakeholders. We are a signatory to the United Nations Global Compact.

### **Environment**

OpenText is committed to minimizing the adverse impacts of our business activities on the local and global environment, while meeting the needs of our customers and enabling their digital transformations and supporting their sustainability efforts. Committed to meeting or exceeding our regulatory requirements, we actively measure and manage our energy, waste and carbon footprints in our operations.

## **SOCIAL RESPONSIBILITY**

Our business operations are conducted in ways that respect human rights, support our workforce, and interact with our clients and suppliers with integrity.

### **Anti-Human Trafficking**

OpenText is committed to taking action against human trafficking, child labor and forced labor in our operations and supply chain. OpenText employees are prohibited from engaging in trafficking in persons, which includes but is not limited to the illegal movement of people, trafficking in persons, sexual exploitation, and the use of forced or child labor of any form. Any employee believing he or she has been a victim of human trafficking, child labor or forced labor, or has knowledge of such offenses should report any such incident to his or her manager, the next level of management, Human Resources or the Compliance Officer.

### **Human Rights**

Respecting human rights is embedded in the way OpenText does business. Human rights are the fundamental rights, freedoms and standards of treatment to which all people are entitled. OpenText focuses on respecting labor rights, treating all people with dignity and respect, enabling healthy and safe work environments, promoting ethical behavior and respecting privacy. OpenText believes respect

for human rights is integral to advancing sustainability.

## HONESTY

OpenText conducts business honestly and fairly. This means you are expected to do things like keep accurate and complete records and avoid activities like theft, fraud and money laundering.

### Books and Records

OpenText is committed to providing full, fair, accurate, timely, and understandable disclosure in all public communications including the reports and documents that it files with the United States Securities and Exchange Commission and other applicable regulatory bodies.

You should never modify records, omit important information or make statements that are intentionally misleading, including, but not limited to creating or maintaining undisclosed or unrecorded funds of money or other assets. All OpenText employees are required to maintain accurate records and reports including, but not limited to, expense reports, sales quotes, invoices, customer information, product information and Company financial records.

When transacting business on behalf of OpenText, you must strictly adhere to the Approvals and Authorities Policy, which is designed to ensure that all transactions meet internal approval requirements and are properly recorded and supported as required by law and good business practice.

OpenText maintains internal controls and procedures designed to provide reasonable assurance of achieving (i) efficiency of operations; (ii) safeguarding and proper management of Company assets; (iii) reliability of financial reporting that is in compliance with generally accepted accounting principles; and (iv) compliance with applicable laws and regulations.

Compliance with these controls and procedures is of paramount importance. If you believe that OpenText's books or records are not being properly maintained, or that information is not being properly disclosed in accordance with these controls and procedures, you should report the matter immediately in accordance with the *Report Incident Flowchart*.

**Q:** Where can I find more information about acceptable expenses and travel?

**A:** You can find more information in OpenText's Global Travel & Expense Policy posted to our intranet.

## Legal Hold

There may be times when the Law Department will require you to retain documents longer than usual; this is referred to as a “legal hold”. Usually, a legal hold is issued regarding legal matters such as litigation. If you receive notice of a legal hold, you will be required to safeguard any and all potentially relevant documentation and data as described in the legal hold notice. Once you receive notice of a legal hold, it will remain in effect until the Law Department issues an express written release of the legal hold.

## Preventing Theft and Fraud

We all understand that theft means taking something that doesn't belong to you without permission. It is unlawful to take, use or disclose Company property for your personal benefit for the benefit of third parties including former employees of OpenText. This includes Company computers, phones, supplies, intellectual property and other confidential and proprietary information. It is also prohibited to disburse funds, dispose of assets, or commit the Company to liabilities without proper authorization.

Theft can also be perpetrated by taking someone else's tangible property or money, or by committing fraud. Fraud is intentionally misleading someone in order to make them do (or not do) something based on the misleading statements or actions you made and which results in that person sustaining economic harm. OpenText does not tolerate theft or fraud. Individuals who commit theft or fraud will be disciplined and may face criminal prosecution or civil penalties.

## No Money Laundering or Terrorist Financing

Money Laundering is the process of concealing illegitimate funds by moving them through legitimate businesses, in other words, washing dirty money through clean companies. A related concern is the use of legitimate funds to finance or support terrorist groups or activities. Money laundering and terrorist financing are illegal. You must never knowingly participate directly or indirectly in money laundering or terrorist financing. Report suspicious activity, such as requests to transfer funds to or from countries or companies unrelated to your particular transaction, to the Compliance Officer immediately.

## Corporate Giving

Being a good corporate citizen and investing in the communities we serve is an important part of the way we do business at OpenText. In addition to granting donations to organizations, we encourage our employees to become active members in our communities through volunteering. You can find out more about corporate giving at OpenText on our website.

## Publicity

OpenText has authorized only specific individuals to make statements on behalf of the Company. OpenText must ensure that all public statements adhere to legal requirements and Company objectives. If you are contacted by a member of the media, a securities analyst or investor, you should refer them to OpenText Public Relations at [publicrelations@opentext.com](mailto:publicrelations@opentext.com).

## RESPECT

**Q:** My co-workers and I recently finished a big project. We went out for a few drinks after work to celebrate. While we were hanging out, one of my co-workers asked me out on a date. I politely turned him down, but he seemed really angry. Ever since then he has been rude and condescending to me. He's really become difficult to work with, even other people in the office have started to notice. Is this really something I should bother my manager about?

**A:** You should never feel like you will be bothering your manager by following Company policies. You should report the matter in accordance with the Report Incident Flowchart. Remember, OpenText will not tolerate any form of harassment.

**Q:** I believe my manager is discriminating against a co-worker based on his sexual orientation. When I asked my co-worker about it he said he didn't want to make things worse by reporting it. Even though my manager isn't targeting me, should I report the matter?

**A:** If you believe in good faith that there is a violation of this Policy, you have an obligation to report it.

OpenText is committed to maintaining a work environment that is grounded in respect for each individual and their personal dignity. This includes creating a work environment that is safe and a company culture that promotes success for all OpenText employees.

### No Discrimination and No Harassment:

Each individual has the right to work in a professional organization that promotes equal opportunities and prohibits discriminatory practices. Discrimination means placing someone at a disadvantage. You cannot discriminate against someone based on their race, ancestry, religion, place of origin, color, ethnic origin, citizenship, creed, gender, gender identification, pregnancy, sexual orientation, age, marital status, veteran status, family status, mental or physical disability, genetic information, social conditions, political belief or any other basis protected by applicable laws.

Harassment is a form of discrimination. Harassment can take on many forms including jokes, slurs, unwelcome touching, assault, threats, unwelcome requests for sexual favors or dates, and derogatory comments, gestures, cartoons, photographs.

Harassment and discrimination are illegal and strictly prohibited. Any form of harassment or discrimination is unacceptable and will not be

tolerated by OpenText. Violation of this policy could result in immediate termination. You are required to comply with all laws and Company policies regarding discrimination and harassment. Employees are required to review OpenText's Respect in the Workplace Policy and other applicable OpenText policies related to discrimination and harassment.

### **No Substance Abuse**

OpenText is committed to providing a safe work environment and to fostering the well-being and health of its employees. OpenText seeks to foster a community where substance abuse is not condoned and where those with substance abuse problems are provided with assistance. OpenText's primary approach to preventing substance abuse is to educate its employees regarding the medical and psychological hazards of substance abuse.

All U.S. employees are required to review OpenText's Substance Abuse Policy.

### **Equal Opportunity Employer**

The goal of OpenText is to provide a working environment that is inclusive of everyone regardless of race, ancestry, religion, place of origin, color, ethnic origin, citizenship, creed, gender, gender identification, veteran status, culture, national origin, pregnancy, sexual orientation, age, marital status, family status, mental or physical disability, genetic information, social conditions, political belief or any other basis protected by applicable laws.

OpenText believes that a diverse workforce has significant positive results in attracting and retaining talent. For more information about this important topic, please review OpenText's Equity, Diversity and Inclusion Policy, which has been created to help employees understand, support, and comply with guidelines developed to promote diversity and inclusiveness at OpenText.

### **Health and Safety**

We provide employees with a safe and healthy working environment, and we recognize that an effective health and safety program is an integral part of every job activity in all of its operations. We have developed an Occupational Health and Safety Policy for you to

review which outlines our commitment to providing a safe working environment.

## **Privacy**

OpenText respects the privacy of its employees and encourages a collaborative work environment. All employees should be aware that email, internet use, instant messaging, wikis and all forms of social computing are business tools and as such may be monitored and recorded by OpenText to ensure compliance with this Code. OpenText reserves the right to monitor its facilities and equipment in order to ensure safety, prevent illegal activity, investigate any reports of misconduct, monitor compliance with Company policy, comply with applicable laws, manage information systems, and for other reasonable business purposes in accordance with the Privacy Policy for Employees.

Company access to individual employee systems will be managed in accordance with local legislation and OpenText will cooperate fully with local, state/provincial and federal authorities in any investigation concerning or related to any illegal activities and activities not in compliance with Company policies conducted through the Company network. Employees should be aware that data and other materials in files maintained on the network may be subject to review, disclosure or discovery. Please review the Email, Internet and Social Media Policy for more information.

## **ADMINISTRATION AND RESOURCES**

OpenText is committed to ensuring the success of this Policy. As such, we have established procedures for administering and enforcing this Policy, and we have made many resources available to help you understand and apply this Policy.

### **Investigations and Disciplinary Action**

The Corporate Governance and Nominating Committee of the Board of Directors of the Company are responsible for administering this Policy. An Ethics Committee and a Compliance Officer have also been designated to assist in the administration of this Policy and the receipt of submissions made under this Policy. The Corporate Governance and Nominating Committee will make recommendations to the Board regarding any violations of this Policy.

All issues and concerns specifically related to accounting, internal financial controls, and/or auditing will be reviewed and forwarded to the Audit Committee of the Board of Directors.

If a suspected violation is reported concerning an employee who is neither a director nor an officer of the Company, Company contractor or other third party, then the Compliance Officer will promptly review the suspected violation and appoint an investigation team, which will be authorized to have access to all functions, records, property and personnel within the confines of the law. The Ethics Committee will make any final decisions with respect to the investigations and make recommendations to the Chief Executive Officer or the Board of Directors, as appropriate, for action.

If a suspected violation is reported concerning a director or officer, then the matter shall be referred directly to the Chair of the Corporate Governance and Nominating Committee who will promptly convene a meeting of the Corporate Governance and Nominating Committee to review the suspected violation.

If you are contacted by OpenText personnel who are investigating a suspected violation, your full cooperation is required, and you must always provide truthful, complete and accurate information. If you are contacted by an external investigator, you must notify the Law Department immediately. You must never alter or destroy documents or evidence, breach the confidentiality of, or otherwise compromise or interfere with any investigation.

Deliberations of the Corporate Governance and Nominating Committee and of the Ethics Committee will be conducted with professionalism and decisions will be documented. Findings may also be shared with the reporting employee as appropriate at the sole discretion of the Compliance Officer in compliance with local law.

Disciplinary action for violation of this Policy will correspond to the gravity of the offense. If you violate this Policy, appropriate corrective action will be taken, which may include loss of access to system accounts and/or other disciplinary action up to and including termination of employment.

### **Compliance Officer and Ethics Committee**

The Compliance Officer shall report to the Chief Legal Officer & Corporate Secretary. The Chief Legal Officer shall chair the Ethics

Committee, which is composed of at least three people. The Ethics Committee will have one representative from the Law Department, one representative for Human Resources, and one representative from the Finance Department. Members of the Ethics Committee may be rotated each fiscal year. The Ethics Committee is responsible for communicating this Policy and assisting the Corporate Governance and Nominating Committee in administering this Policy.

The Ethics Committee will meet at least quarterly, and the Chair of the Ethics Committee will convene special meetings if required.

### **Waivers of this Policy**

OpenText does not expect that waivers of this Policy will be granted.

Only the Board of Directors or a Committee of the Board of Directors may grant a waiver of any provision of this Policy. OpenText officers and directors must submit a request for such a waiver to the Corporate Governance and Nominating Committee of the Board of Directors in writing. If you are not an officer or director, you must submit a request for a waiver to the Compliance Officer. OpenText will publicly disclose any substantive changes to this Policy that apply to certain executive officers, or any waivers of a provision of this Policy that apply, in the manner and to the extent required by law or applicable regulations.

### **Certificate of Compliance**

All directors, officers, and employees will be required to certify that they have read this Policy and will comply with it.

### **Related Company Policies**

OpenText maintains separate, detailed policies regarding such matters as securities trading, public disclosure, health and safety, sexual harassment, employee theft, internet and email usage, and employee substance abuse that can be obtained by employees on the corporate Intranet. These separate policies are consistent in all aspects with the spirit and the letter of this Policy.

### **Definitions**

“Business Unit” means one or more of the functional areas of the Company such as: Law Department, Finance, Research and

Development, Human Resources, Global Services, IT, Marketing, and Sales.

“Compliance Officer” means the Vice-President & General Counsel Americas HR & Litigation; Chief Compliance Officer.

“ELT” means the Executive Leadership Team of the Company as determined by the Company CEO and CTO and identified in writing to the employees.

### **Department Responsible for this Policy**

Compliance Officer

### **Questions or Concerns with this Policy**

All questions, requests for clarification or concerns regarding this Policy should be directed to the Compliance Officer at [complianceofficer@opentext.com](mailto:complianceofficer@opentext.com).

# Appendix A

## Report Incident Flowchart

