

## 1 Introduction

The BMC Code of Conduct (the “Code”) provides guidance about business behavior expected of the BMC community as you work and interface with fellow employees, customers, suppliers, business partners and other stakeholders.

The Code is supported by corporate-level policies, which are available on BMC’s [Corporate Policy Site](#). You may also be subject to additional regional and/or departmental policies. However, this Code and the policies cannot answer every question or address every possible business situation. Therefore, you are expected to use good judgment and seek guidance from the resources identified in [Section 3.1.1](#) when you have questions about the appropriate course of action.

## 2 Scope and Compliance

The Code is applicable to all officers, directors, and employees of BMC Software (consisting of all global BMC entities; (“BMC”). The [Third-Party Code of Conduct](#) governs the conduct of contingent workers and business partners acting on BMC’s behalf.

Failure to comply with the Code, including not reporting actual or suspected violations of which you are aware, may result in disciplinary action, including but not limited to termination of employment.

## 3 Policy Statement

BMC’s business success depends on our ability to build trusted relationships—with each other, as well as with our customers, suppliers, governments and communities. This means that you have a responsibility to:

- Ask Questions and Report Concerns;
- Conduct Business with Honesty and Integrity;
- Follow the Letter and Spirit of the Law;
- Treat Each Other with Dignity and Respect; and
- Protect BMC’s Assets and Reputation.

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### 3.1 ASK QUESTIONS AND REPORT CONCERNS.

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#### 3.1.1 RAISE YOUR CONCERNS PROMPTLY.

The BMC Compliance & Ethics Office is dedicated to giving you the support and advice you need to comply with this Code, corporate-level policies and applicable laws and regulations.

If you have any reason to believe this Code, corporate policies or applicable laws and regulations have been or may be violated, you are expected to immediately report such activity to any of the following resources:

- Local Management;
- Human Resources;

- Compliance & Ethics Office [compliance\\_ethicsoffice@bmc.com](mailto:compliance_ethicsoffice@bmc.com);
- Legal Department;
- Assurance Department;
- Global Security; or
- [BMC Ethics HelpLine](#).

The BMC Ethics HelpLine, a confidential reporting option provided by a third-party service, is available via phone and online:

- [www.bmcHelpLine.com](http://www.bmcHelpLine.com)
- 1-800-461-9330
- Local telephone numbers and languages are available in many countries and can be found at [www.bmcHelpLine.com](http://www.bmcHelpLine.com).

### 3.1.2 **RETALIATION IS NOT TOLERATED.**

BMC does not tolerate retaliation against any employee who, acting in good faith, reports suspected misconduct, asks questions or raises concerns. Please refer to the [Whistleblower Policy](#) for additional information.

### 3.1.3 **COOPERATE WITH INVESTIGATIONS, LAWSUITS AND LEGAL PROCEEDINGS.**

BMC's commitment to conducting business with integrity requires that we take all credible good-faith reports of suspected misconduct seriously, investigate them fairly and confidentially, and take action where needed. You must cooperate fully in BMC-authorized internal investigations and audits, which may be conducted by representatives from Legal, Compliance and Ethics, Internal Audit, Security and Human Resources, as well as members of BMC's external audit and legal firms.

Lawsuits, legal proceedings and investigations by government or regulatory agencies involving BMC must be handled promptly and in an appropriate manner. You should bring all such matters immediately to the attention of the Legal Department.

You should retain documents relevant to any lawsuit, legal proceeding or investigation as explained in the [Records Management Policy](#). All external requests for information must be forwarded to the Legal Department. The Legal Department will oversee information gathering and coordinate BMC's response to the external party. When you are asked to provide relevant records, you must promptly provide them to the Legal Department.

You are to avoid discussing any lawsuit, legal proceeding or investigation with anyone inside or outside of BMC without prior approval of the Legal Department.

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## 3.2 CONDUCT BUSINESS WITH HONESTY AND INTEGRITY.

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### 3.2.1 FOLLOW ACCEPTABLE CONTRACTING PRACTICES TO PREVENT SIDE AGREEMENTS.

Side agreements are strictly prohibited. BMC policy is to contract with customers and other parties only through formal, written agreements that have been approved by BMC's Legal Department and that have been executed by authorized signatories, as further described in the [Contract Approval and Signature Authority Policy](#) and the [Procurement Policy](#).

Side agreements include any commitment, whether verbal or written (including by electronic transmission, e.g., email), that was not part of the original agreement with the counterparty in order to complete a sale or purchase or applicable transaction. Side agreements often substantially change the terms of the original agreement and potentially expose BMC to a risk of breaching the agreement and impacting the agreement's accounting treatment. Any modifications to an original agreement must be reflected either in: (i) a new written agreement, or (ii) a written amendment to the original agreement, either of which must be properly approved and executed by an authorized signatory.

### 3.2.2 AVOID CONFLICTS OF INTEREST.

You should avoid any activity that conflicts with, or appears to conflict with, the interests of BMC. A conflict of interest is a situation in which you or a member of your family has professional or personal interests that could affect your objectivity in making decisions as a BMC employee. Conflicts of interest may arise when you or a member of your family receives improper personal benefits as a result of your position with BMC. Loans to, or guarantees of obligations of, an employee or an employee's family member may also create conflicts of interest.

It is usually a conflict of interest for a BMC employee to work simultaneously for a competitor, customer or supplier. Employees are not allowed to work for a competitor as a consultant or board member. The best practice is to avoid any direct or indirect business connection with BMC competitors, customers or suppliers, except on behalf of BMC.

Conflicts of interest may not always be immediately evident. If you have questions or if you become aware of a conflict of interest or a potential conflict of interest, you should contact the Compliance & Ethics Office.

### 3.2.3 FACILITATE ACCURATE FINANCIAL REPORTING.

BMC is a global company and must comply with various securities laws, regulations and reporting obligations, as well as applicable statutory laws and regulations for local country financial and tax reporting. BMC must disclose full, fair, accurate, timely and understandable information regarding our business, financial condition and results of operations to our shareholders and debtholders as well as to other statutory agencies. Accordingly, you must maintain accurate business records, respect all internal controls and cooperate in all internal and external audits.

Under our [Whistleblower Policy](#), any concerns that may involve a violation of U.S. securities laws or a fraud against BMC shareholders or debtholders should be raised to management, the Finance Department, Internal Audit, the Legal Department or the Compliance & Ethics Office.

You may also contact the [BMC Ethics HelpLine](#) as set forth in Section 3.1.1, Raise Your Concerns Promptly.

### 3.2.4 **MAINTAIN BMC RECORDS APPROPRIATELY.**

BMC is responsible for ensuring that its business records, including paper and electronic records, are created, managed and disposed of properly. An effective, efficient records management program allows BMC to meet its business needs and to comply with all legal and regulatory obligations. You are responsible for periodically reviewing the records in your possession and assuring you are in compliance with the [Records Management Policy](#) and any pending preservation orders.

### 3.2.5 **MONEY LAUNDERING**

BMC prohibits all forms of money laundering and complies with regional anti-money laundering laws. BMC maintains internal controls designed to ensure compliance with applicable anti-money laundering regulations further described in the [Anti-Corruption Policy](#).

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## 3.3 **FOLLOW THE LETTER AND SPIRIT OF THE LAW.**

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Obeying the law, both in letter and in spirit, is the foundation of BMC's ethical standards. We must act in accordance with the applicable laws and regulations where BMC does business. If you believe the requirements of the Code conflict with local law, please consult the Compliance & Ethics Office or the BMC Legal Department.

### 3.3.1 **UPHOLD APPLICABLE ANTI-CORRUPTION LAWS.**

#### *Improper Payments*

BMC takes a zero-tolerance approach to bribery and corruption and is committed to operate and enforce systems and policies to detect and deter bribery, as further described in the [Anti-Corruption Policy](#). You may never give or promise to give anything of value directly or indirectly to any third party in connection with any BMC business to assist BMC in obtaining an improper business advantage, whether or not any benefit is received.

#### *Offering Gifts, Entertainment and Other Hospitality*

Normal, occasional and appropriate gifts, entertainment or other hospitality offered to customers, potential customers, suppliers, or other persons connected to BMC business to foster goodwill and enhance business relationships is generally permissible, as fully described in the [Anti-Corruption Policy](#). However, the following gifts, entertainment and other hospitality are strictly prohibited, even if you do not submit the expenditures for reimbursement from BMC:

- A "quid pro quo" (offered for something in return);

- Gifts in the form of cash or cash equivalents (e.g., gift cards);
- Gifts, entertainment or other hospitality immediately prior to, during or immediately following an expected or actual tender issued by a government entity or other similar formal bidding process if (i) prohibited by the tender or formal bid documents or recipient's employer's policies, guidelines or standards; (ii) prohibited by local law; or (iii) doing so would give rise to the appearance of impropriety;
- Entertainment of an unsavory or potentially offensive nature; or
- Gifts, entertainment or other hospitality that are knowingly in violation of the recipient's employer's policies, guidelines or standards.

You may not require or encourage a third party acting on behalf of BMC to make any of the above-referenced prohibited gifts, entertainment or hospitality. For additional information regarding acceptable and unacceptable gifts, entertainment and other hospitality, as well as the related approval process, please refer to Section 4.2 of the [Anti-Corruption Policy](#). You should contact the Compliance & Ethics Office to discuss and resolve ambiguous situations.

#### ***Receiving Gifts, Entertainment and Other Hospitality***

All business meals and entertainment must be customary, unsolicited, infrequent, in good taste, reasonable in value and provided for legitimate business purposes. Additionally, except as noted below, you may accept occasional, unsolicited gifts of nominal value, such as promotional or commemorative items. You must receive advance approval from your vice president for any gifts, entertainment or hospitality in excess of \$100USD (or equivalent), including, for example, travel and conference fees. If you are a vice president or above, you must receive advance approval from your direct supervisor before accepting any gift, entertainment or hospitality in excess of \$100USD (or equivalent). If you purchase goods and services for BMC (e.g., Procurement employees), you may not accept gifts from suppliers in excess of \$25 USD (or equivalent).

You should never accept:

- Tangible or intangible personal benefits that are given—expressly or impliedly—in exchange for securing BMC business;
- Tangible or intangible personal benefits that might create or give the appearance of creating a sense of obligation on your part;
- Cash or cash equivalents (e.g., gift cards); or
- Personal discounts for a supplier's or customer's products or services, unless such discounts are offered to all BMC employees or members of the general public.

#### ***Restrictions on Political Contributions and Activities***

You may not contribute funds, assets or services for or on behalf of BMC to any political candidates, political party, charity or similar organizations, unless such contribution is expressly permitted by law and authorized by BMC, as set forth in the [Anti-Corruption Policy](#).

### 3.3.2 **PROMOTE FAIR COMPETITION.**

BMC will succeed in a fair and competitive marketplace by providing customers with superior products and services at reasonable prices. We follow laws designed to preserve free and open competition, often referred to as “antitrust laws.”

Generally, applicable antitrust laws prohibit the following conduct:

- Price fixing, which includes verbal, tacit or implied agreements among competitors about prices;
- Bid rigging, through which a party agrees to not bid, bid at a certain price or submit a bid that is intentionally less favorable than a competitor’s bid;
- Territorial or customer allocation, through which competitors divide or allocate customers or territories to be served; and
- Market division among competitors to allocate customers, territories or products.

Antitrust and trade regulation laws in various countries may differ, and any question about specific conduct or a specific situation should be directed to the BMC Legal Department.

### 3.3.3 **COMPLY WITH EXPORT CONTROLS.**

BMC engages with a global audience. We therefore comply with applicable country laws regarding the import and export of goods, services, software and technology.

Anyone associated with BMC who is involved with the export, re-export and import of goods, services, technology or software is responsible for knowing and following the export control regulations that apply to their job responsibilities. Please consult [BMC’s Export Compliance Site](#) for additional information.

### 3.3.4 **AVOID INSIDER TRADING.**

From time to time, you may obtain material, non-public information (e.g., unannounced financial data, mergers or acquisitions, stock splits, unannounced products, marketing plans, vendor contracts or procurement plans) concerning BMC or other companies. You may never use or share inside information to trade or influence the trading of stock or otherwise use or share the information for personal advantage or the advantage of others, as further detailed in the [Securities Trading Policy](#).

### 3.3.5 **PROTECT THE PRIVACY OF PERSONAL INFORMATION.**

BMC complies with applicable data protection and privacy laws in all countries where BMC does business. BMC has received approval of the Binding Corporate Rules both as Controller and Processor (BCR) by European data protection authorities. You have a responsibility to safeguard the privacy, confidentiality and security of personally identifiable information and other private information of our

employees, customers, partners and other third parties in BMC's possession. It is your responsibility to follow the [Confidential Information Protection Policy](#), [Data Privacy Binding Corporate Rules Policy](#) and other relevant [data privacy policies](#) to protect personal information of others and prevent its unauthorized use or disclosure. You may share it only for legitimate business needs within the scope of your duties with authorized persons and in accordance with applicable laws.

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### **3.4 TREAT EACH OTHER WITH DIGNITY AND RESPECT.**

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#### **3.4.1 VALUE DIVERSITY AND EQUAL OPPORTUNITY.**

BMC values the diversity of its workforce. The BMC approach to diversity is defined by inclusiveness, respect and fostering a culture that allows each individual to contribute to his or her fullest potential. BMC leaders must set a strong, ethical example and create a civil, professional work environment. As set forth in the [Equal Employment Policy](#) and the [Non-Harassment Policy](#), BMC does not tolerate any form of harassment, discrimination or retaliation.

#### **3.4.2 ENSURE A SAFE WORKPLACE.**

A workplace free of violence, weapons and other disruptive behavior keeps all employees safe and able to concentrate fully on business. Violence or other deliberate acts intended to harm another person or their property, including threatening, menacing or intimidating comments and behavior, is prohibited. Violence or threats of violence should be reported immediately to [Global Security](#).

Where legally enforceable, BMC prohibits the possession, concealment, use or transfer of the following items on BMC premises, whether owned or leased: any firearm or other weapon, including knives, clubs, explosives or other devices that are primarily used to inflict injury.

#### **3.4.3 MAINTAIN A WORKPLACE FREE FROM SUBSTANCE ABUSE.**

Alcohol, illegal drugs and controlled substances can adversely affect safety, productivity, reliability and judgment. We are prohibited from consuming or being under the influence of alcohol or possessing, distributing or being under the influence of illegal drugs while engaging in BMC business, with the exception of lawful, moderate and prudent alcohol consumption during legitimate business entertainment. You can find more details in our [Substance Abuse Prevention Policy](#).

#### **3.4.4 FAIR LABOR**

BMC supports the freedom of association and the right of our employees to be a member of a trade union or workers' council.

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## 3.5 PROTECT BMC'S ASSETS AND REPUTATION.

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### 3.5.1 USE COMPANY ASSETS AND SYSTEMS APPROPRIATELY.

BMC assets, including but not limited to equipment, supplies, facilities and systems, should be used for BMC's benefit. As set forth in the [Communications Systems Use and Security Policy](#) and subject to applicable law, BMC reserves the right to monitor BMC systems and there should be no expectation of privacy. You must follow BMC guidelines for protecting BMC systems including following password guidelines and incorporating BMC-approved virus protection.

Additionally, posting content about your job at BMC, the jobs of others at BMC, BMC's business or BMC's customers on social media and networking sites must always be done in accordance with the [Social Media and Networking Policy](#).

### 3.5.2 PREVENT THEFT AND FRAUD.

Theft and fraud are crimes and will not be tolerated. Fraud is a type of theft by deception that results in your personal gain, profit or advantage or harm or loss to another person or entity. You are expected to report any suspicious activity immediately, as described in Section 3.1.1, Raise Your Concerns Promptly.

### 3.5.3 SAFEGUARD INTELLECTUAL PROPERTY AND CONFIDENTIAL INFORMATION.

The BMC [Information Security Policy](#) serves as the foundation for BMC's information management policies, standards, and procedures. Employees are personally accountable for ensuring that their BMC information assets are adequately secured and for complying with BMC information security policies, standards and procedures.

BMC owns all inventions, conceptions, discoveries, improvements, ideas, works of authorship and trade secrets created by you on the job or created using BMC's assets. You are a steward of the trade secrets and confidential information owned by BMC or third parties that are entrusted to you. Accordingly, you are expected to take appropriate administrative, physical and technical measures to properly safeguard them and prevent their unauthorized access, use or disclosure, as further described in the [Confidential Information Protection Policy](#) and on the BMC [Legal Department Site](#) relating to the protection of intellectual property.

When it is necessary to share BMC confidential information with customers, partners or other third parties, you are responsible for ensuring that the proper confidentiality agreements are signed and properly executed in accordance with the [Contract Approval and Signature Authority Policy](#) before the information is shared.

Moreover, you may not use without authorization or make unauthorized copies of another person's or company's confidential, non-public information, content, documents or materials, whether written or electronic, or computer software. Additionally, most countries now have laws governing trade secrets and confidential information. There are serious legal repercussions for anyone who violates these laws by



misusing BMC's or another person's or company's trade secrets for the economic benefit of anyone other than the owner.

**3.5.4 TRAVEL RESPONSIBLY.**

You must ensure that business travel is intended to further BMC business interests, and that travel and entertainment expenditures are reasonable, prudent and in accordance with the corporate [Travel and Business Expense Policy](#).

**3.5.5 BE A RESPONSIBLE CORPORATE CITIZEN.**

For BMC, corporate responsibility means achieving business success in ways that demonstrate respect for our communities. BMC prohibits the use of child labor, physical punishment or forced or compulsory labor, as well as any other forms of human abuse including human trafficking. BMC is committed to respecting the environment and to conserving resources. Accordingly, BMC promotes compliance with all applicable environmental laws and regulations in the countries where we do business.

BMC is committed to creating strategic partnerships with community organizations. Charitable contributions on behalf of BMC, including donations of computer equipment, cash donations or the purchase of tickets for fundraising events, may only be committed by and should be directed through the [Community and Government Relations Department](#).

**4 Related Information**

All corporate policies are available on the [Corporate Policy website](#).

**5 Document Information**

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Oversight Executive:	Patrick Tagtow, Senior Vice President, General Counsel and Secretary
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