

# Partner Code of Conduct

## SOLARWINDS' CORE VALUES

SolarWinds is committed to maintaining the highest ethical standards and conducting business in full compliance with all applicable laws and regulations. It's essential that business partners, including but not limited to resellers, distributors and Managed Service Providers, and others who act in partnership with SolarWinds to market and sell SolarWinds products ("Partners") are also committed to upholding these principles. Therefore, our Partner Code of Conduct ("Code") reflects the business practices and principles of behavior that support this commitment.

## WHO MUST FOLLOW THIS CODE?

All Partners delivering, or any that may be invited to deliver, SolarWinds products and/or services on behalf of SolarWinds and its affiliated companies must abide by this Code. This Code is intended to complement, but not replace, SolarWinds policies and procedures that may be applicable to Partners. If any SolarWinds policy or procedure conflicts with this Code, you must comply with this Code. Any breach of this Code must be reported to SolarWinds, and, in any event, any breach may result in action up to and including termination of your business relationship with SolarWinds.

## WHAT ARE YOUR DUTIES AND RESPONSIBILITIES?

Responsibility for the SolarWinds commitment to integrity extends to each Partner.

We expect every Partner to adhere to high ethical standards, promote ethical behavior, and be honest and forthright in its business dealings.

Partners are expected to:

- Read and understand our Code and its application to the performance of your business responsibilities
- Comply with both the letter and the spirit of our Code
- Be alert to potential violations of our Code
- Provide access to a protected mechanism for Partner employees and/or other representatives to report possible violations of this Code

## COMPLIANCE WITH PARTNER PROGRAM TERMS

SolarWinds expects its Partners to comply not only with the specific terms of any SolarWinds' partner programs made available to Partners, but the spirit and intent of such programs as well. Partners may not engage in behavior under any SolarWinds' partner program which, as

determined in SolarWinds' sole discretion, is intended to circumvent, or results in the circumvention of, the terms or intent of the program, and/or which may be to the detriment of other Partners and/or the program more generally.

## **COMPLIANCE WITH LAWS**

SolarWinds expects its Partners to obey all applicable laws and regulations that affect its business. Some of the more common standards, laws, and regulations are set forth in this Code.

## **NO TOLERANCE FOR HARASSMENT OF ANY KIND**

Partners are at all times expected to act in a professionally courteous manner in their interactions with SolarWinds and with those they communicate with on SolarWinds' behalf and harassment or unprofessional or defamatory interactions or communication of any kind must not be tolerated or conducted by Partner. In addition, without limiting the previous sentence, Partner must strictly prohibit sexual harassment and/or any harassment based on any protected characteristics or beliefs or any other characteristics or beliefs protected under applicable law.

## **EQUAL EMPLOYMENT OPPORTUNITY**

Partner will treat its employees fairly and with respect and will provide equal opportunities to all employees. Discrimination based on race, color, religion, national origin, gender, sex, sexual orientation, gender identity, age, physical or mental disability, or veteran or any other protected status must not be tolerated by Partner. This applies to all terms and conditions of employment including recruiting, hiring, transfers, promotions, terminations, compensation, and benefits.

## **WORKPLACE SAFETY AND VIOLENCE PREVENTION**

Partner must provide its employees with a safe and healthy workplace in compliance with all applicable laws and regulations. Threats, intimidation, and violence in Partner's workplace and/or to SolarWinds representatives and/or to those with whom Partner interacts on SolarWinds behalf must not be tolerated or conducted by Partner. Adequate measures must be taken to prevent accidents and damage to employees' health which may arise from, are related to, or occur during working hours.

## **PRIVACY**

Partners must respect the confidentiality of personal information of employees and other third parties and must be committed to complying with all applicable laws to maintain and protect data privacy. Personal information includes medical and personnel records.

Access to personal information should only be authorized when there is a legitimate and lawful reason.

## **PROTECTING PROPRIETARY AND CONFIDENTIAL INFORMATION**

It is essential for all Partners to safeguard SolarWinds' confidential and proprietary information and to prevent improper access to this information.

Partners must also safeguard any confidential information of customers or third parties that may be shared with it. Additionally, Partners must ensure that such information is used only for the reasons for which it was provided. Customer or third-party information includes any information about a specific customer or third party, including such things as name, address, phone numbers, and business or financial information.

## **PROTECTING CLASSIFIED INFORMATION**

Any national security classified information must be handled and safeguarded by Partner in strict compliance with U.S. (or the relevant) Government mandated procedures.

## **PROTECTING INTELLECTUAL PROPERTY RIGHTS**

Intellectual property refers to creations of the human mind that are protected by various national laws and international treaties. Intellectual property includes copyrights, patents, trademarks, trade secrets, design rights, logos, expertise, and other intangible industrial or commercial property. Partners must protect and, when appropriate, enforce the intellectual property rights of others, including SolarWinds.

## **MAINTAINING ACCURATE FINANCIAL RECORDS**

Partner must maintain accurate accounting and financial records in accordance with all applicable laws and regulations and internationally recognized accounting standards.

## **ANTI-MONEY LAUNDERING**

Money laundering is conduct designed to disguise proceeds of criminal activity by individuals or entities. Partner must not condone, facilitate, or support money laundering.

## **ANTITRUST AND FAIR COMPETITION**

Partners must act in accordance with antitrust laws in the United States and competition laws internationally that prohibit collusive or unfair business behavior that restricts free competition. Partners must not enter into agreements with competitors to fix prices, bid rigging, terms of sale, production output, or to divide markets or customers.

## **EXPORT CONTROLS**

SolarWinds has implemented several internal controls to identify, mitigate and manage the risks associated with operating in a global environment. SolarWinds has implemented processes and procedures to help it remain abreast of and compliant with all applicable

economic and trade sanction laws and regulations. Partners are expected to have similar controls in place to comply with applicable import and export laws and regulations. Various agencies in the United States administer and oversee a series of laws, regulations, and executive orders that impose economic sanctions against certain countries, entities, and individuals to further foreign policy and national security objectives. By being a U.S. company that distributes goods and services that focus on software, technology, and data, SolarWinds and its Partners are subject to these rules and regulations.

## **ANTI-CORRUPTION AND ANTI-BRIBERY**

The United States and many other countries have laws that prohibit bribery, kickbacks, and other improper payments. No Partner or agent acting on its behalf may offer or provide bribes or other improper benefits to obtain business or an unfair advantage. A bribe is defined as directly or indirectly offering anything of value (e.g., gifts, money, or promises) to influence or induce action, or to secure an improper advantage. The Foreign Corrupt Practices Act and other U.S. laws prohibit payment of any money or anything of value to a foreign official, foreign political party (or official thereof), or any candidate for foreign political office for the purposes of obtaining, retaining, or directing of business. Similar laws apply for other jurisdictions. All Partners and their agents must strictly abide by all such laws.

## **GIFTS AND ENTERTAINMENT**

Partners should not accept gifts, gratuities, or entertainment from any customer, competitor or supplier of goods or services, unless they are lawful and reasonable (e.g., consistent with marketplace practices, infrequent, and not lavish or extravagant) and are not offered in consideration for an improper action or in a manner that could hurt Partners' reputation for impartiality and fair dealing.

Partners and those with whom Partner interacts on SolarWinds' behalf shall refrain from any practices relating to corruption or bribery, and from implicating SolarWinds in such practices, and may not, either directly or indirectly, offer, promise, demand or accept bribes to influence decision-making or obtaining or maintaining benefits or encourage SolarWinds or those Partner interacts with on SolarWinds behalf to do so.

## **RESTRICTIVE TRADE AND BOYCOTTS**

Partners must not participate in any activity that could have the effect of promoting a boycott or restrictive trade practice fostered by a foreign country against customers or suppliers located in a country friendly to the United States or against a U.S. person, firm, or SolarWinds.

## **GOVERNMENT CUSTOMERS**

When a Partner is involved in any way with international federal, state, or local governments on SolarWinds' behalf, Partner should be aware that there is heightened scrutiny around information provided and behavior. Any conduct that could appear improper should be avoided by Partners, especially when dealing with any government officials and employees. Payments, gifts, or other favors given to a government official, or employee are strictly prohibited, as these could be perceived to be a means of influence or a bribe. Failure to avoid these activities may

expose the government agency, the government employee, SolarWinds, and Partners to substantial fines and penalties.

## **ENVIRONMENTAL STEWARDSHIP AND SOCIAL RESPONSIBILITY**

All SolarWinds' Partners must operate with integrity, make good choices, and do the right thing in every aspect of our business. SolarWinds is continually challenging itself to define what being a responsible company means to us and working to translate our definition into behavior and improvements at SolarWinds. Similarly, Partners should align their social and environmental efforts with our business goals and continue to develop both qualitative and quantitative metrics to assess progress. All SolarWinds' Partners must take opportunities, as a company and as individuals, to respect and protect natural resources where possible.

From doing our part to recycle, to being aware of our individual carbon footprint, we recognize that together these small efforts can have a larger impact. SolarWinds is committed to using high standards of professional conduct, ethics, and corporate citizenship. SolarWinds supports and respects responsible business behavior and it strives to ensure that its activities will not infringe upon them. SolarWinds also requires Partners to uphold these standards, wherever they are located, and cooperates with them to improve sustainable practices. SolarWinds not only takes responsibility for the social and environmental impact of its own activities, but also considers the impact of its business partners' activities. SolarWinds wants to ensure it is not part of, or party to activities, wherever they take place, that do not adhere to these high standards of social and ethical conduct. SolarWinds' Partners must help to achieve this aim.

## **HUMAN RIGHTS**

Human rights are valued throughout our organization, regardless of location. We follow all international labor and immigration laws wherever we conduct business and where applicable.

SolarWinds expects all its Partners to adhere to the articles of the United Nations Universal Declaration of Human Rights, the core labor standards of the International Labor Organization ("ILO"), the United Nations Guiding Principles, and the principles of United Nations Global Compact and all applicable laws and regulations at the national, provincial, state, and local levels where the Partner operates.

We have a zero-tolerance approach to modern slavery and human trafficking and are committed to acting with integrity in all our business dealings, and with our supply chain, including business partners, suppliers, contractors and other third parties who provide or deliver any goods or services to us. We will not support or deal with any business that is knowingly involved in any form of slavery and/or human trafficking and will take steps to ensure transparency within our business and supply chain.

## **FORCED AND CHILD LABOR**

Partner may not use nor contribute to slavery, servitude, forced or compulsory labor, and human trafficking. Partner may not employ workers under the age of 15 or, in those countries subject to the developing country exception of the ILO Convention 138, employ no workers under the age of 14. For hazardous work according to ILO Convention 182, Partner may not

employ workers under the age of 18. Partner must also require its supply chain to follow this guidance.

Partner must follow all international labor and immigration laws wherever it conducts business and where applicable. Partner must have a zero-tolerance approach to modern slavery and human trafficking and be committed to acting with integrity in all its business dealings, including its own supply chain: business partners, suppliers, contractors, and other third parties who provide or deliver any goods or services to Partner. Partner must not support or deal with any business that is knowingly involved in any form of slavery and/or human trafficking and must take steps to ensure transparency within its business and supply chain.