



# Infor Third-Party Code of Conduct



## A Message from our Leadership

Infor is committed to delivering exceptional products and services while living up to its values as a company. We expect our business partners to share in our commitment to doing business the right way. Our reputation and success depend on it.

This Code of Conduct tracks the principles and standards we have set for ourselves as a company. It is intended to help you understand our expectations of you and your responsibilities as an Infor business partner.

You should read this document carefully and completely and refer to it for guidance on making decisions consistent with how Infor conducts its business: ethically, transparently, and with an unwavering focus on putting our customers first.

Please know that we expect to hear from you promptly if you become aware of anything that may violate this Code, or any law or regulation in your work with Infor. As with our employees, we encourage you to ask questions, seek guidance, and always speak up if you have a concern.

We look forward to working with you.

Best,



Kevin Samuelson  
Infor Chief Executive Officer

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*\* To pose a question or report a concern, the Guideline is available 24 hours a day, 7 days a week, offering services in multiple languages, and operated independent of any Koch Company. Connect via [www.mykochguideline.com](http://www.mykochguideline.com) for the web access or specific country phone numbers. Alternatively, a report or concern can be submitted to the Ethics & Compliance Team via email to [ethics-compliance@infor.com](mailto:ethics-compliance@infor.com), or any member of management.*

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## Principle Based Management - Our Values

These values define who we are as an organization. We all have a responsibility to exemplify them daily. They are necessary for the long-term success of the company and each of us.

### **1 Integrity**

Have the courage to always act with integrity.

### **2 Stewardship & Compliance**

Act with proper regard for the rights of others, especially regarding safety and the environment. Comply with all laws and regulations. Stop, think and ask. For more information on Stewardship at Infor review ["Stewardship in all we do"](#).

### **3 Principled Entrepreneurship™**

Create virtuous cycles of mutual benefit by becoming a preferred partner of customers, employees, suppliers, communities and other core constituencies. Continually seek to identify and close the gaps between what you are and what you could be accomplishing if you were fully applying Principle Based Management™.

### **4 Transformation**

Transform yourself and help the company and others to do the same. Develop the visions, strategies, capabilities, products and services that will enable us to satisfy unmet needs and create superior value.

### **5 Knowledge**

Seek and acquire the best knowledge from any and all sources that will enable you to innovate and improve results. Share your knowledge proactively. Provide and solicit challenge consistently and respectfully.

### **6 Humility**

Be humble, intellectually honest and deal with reality constructively. Develop an accurate sense of self-worth based on your strengths, limitations and contributions. Hold yourself and others accountable to these standards.

### **7 Respect**

Treat everyone with honesty, dignity, respect and sensitivity. Include and embrace different perspectives, experiences, aptitudes, knowledge and skills in order to leverage the power of diversity.

### **8 Self-Actualize**

Be all you can be. Identify, develop and apply your gifts and passions so you can best contribute in ways that are most meaningful to you. Be a lifelong learner.

## **Purpose and Applicability**

The Third-Party Code of Conduct (“Code”) establishes the minimum expectations for persons or entities authorized to conduct business with, for, or on behalf of Infor. This applies to Third Parties, including, without limitation, third-party intermediaries (each, a “Third Party” and collectively, the “Third Parties”). This includes but is not limited to:

- Service providers
- Agents
- Channel & Alliance Partners
- Distributors
- Resellers
- Sub-contractors
- Suppliers
- Temporary workers

This Code is an important part of Infor’s overall compliance program. However, this document cannot cover every possible situation. Nor can it specifically address all of the applicable laws or cultural differences of the locations in which Infor conducts business.

## **Consequences for Code violations**

Infor reserves the right to terminate its relationship with any Third Party and to exercise all other contractual and legal remedies in the event of a violation of this Code by such Third Party or any individual operating on the Third Party’s behalf. Violations of this Code may result in the termination of agreements with Infor and the loss of future business dealings with Infor and its affiliates.

## **Anti-retaliation policy**

Retaliation, retribution, or harassment against any Infor Third Party who, in good faith, asks any questions or raises any concern regarding ethical behavior or compliance responsibilities is against company policy and is prohibited. “Good faith” does not mean that a reported concern must be correct, but it does require that you believe you are providing complete and truthful information when you report a concern or ask a question.

Any alleged act of retaliation must be reported immediately to [ethics-compliance@infor.com](mailto:ethics-compliance@infor.com), or through use of the [Guideline](#).

Any Infor Third Party confronted with a situation that they believe may violate or lead to a violation of our Code or the laws or regulations governing our business should follow the compliance procedures described in the section entitled “Reporting of violations” below without fear of reprisal.

## **Compliance with applicable laws, regulations & ethical standards**

Third Parties are never authorized to act illegally or unethically on behalf of Infor, even when doing so may seem to be in the best interest of Infor, or even if directed to do so by an Infor employee. Every Third Party has the responsibility to always:

- Act in accordance with all applicable laws and this Code.
- Learn the laws, policies and standards dealing with your work on behalf of Infor.
- Seek assistance from Infor when questions arise about the application of this Code.
- Promptly report to Infor suspected or possible violations of a law, Infor policy or standard or this Code, or any request to violate a law, Infor policy or standard or this Code.
- Promptly report to Infor any issue you believe has not been appropriately resolved, even if it means raising it with another Infor resource.
- Cooperate completely and truthfully with Infor's investigations into concerns of possible violations.

## **Antitrust and competition**

Infor is committed to complying with all antitrust and competition laws. Although these laws vary from country to country, they are generally intended to protect consumers and encourage fair competition in the marketplace.

Compliance with antitrust and competition laws is required at all times. Third Parties must not enter into anti-competitive agreements or otherwise collude with competitors. They must not engage in anti-competitive conduct such as price-fixing, side arrangements, bid-rigging, market-sharing, or customer or supplier boycotts. Conduct that has been found to violate antitrust and competition laws has included pricing below cost, exclusive dealing contracts, and discriminating between competing customers.

## **Bribery and corruption**

Infor is committed to complying with the U.S. Foreign Corrupt Practices Act, the U.K. Bribery Act 2010, and other similar anti-bribery and anti-corruption laws across the globe.

**Third Parties must not, directly or indirectly, offer, promise, authorize, give, solicit, or accept an improper payment or bribe to or from any individual or organization while conducting business with or on behalf of Infor.**

### **Q: What is an “improper payment”?**

An improper payment or bribe is where someone provides anything of value that is intended to secure an improper direct or indirect business advantage for Infor. Anything of value is not limited to cash; it can be anything of value – gifts, gratuities, rewards, meals, entertainment, favors, discounts, political or charitable contributions, offers of paid or unpaid employment or internships, scholarships, or any other advantage or benefit of any kind that the recipient may find valuable.

**A:** A common example of an improper payment or bribe is paying a Public Official (as defined in this document) to do or omit to do an act in violation of their lawful duty or to secure any improper advantage to assist in obtaining or retaining business. Improper payments can also include payments intended to influence or reward the recipient for carrying out their assigned function or duty, including payments to a government official to expedite or secure the performance of non-discretionary, routine government duties or functions, such as passage of goods through customs or issuance of certain approvals, permits, licenses, or visas. Regardless of whether these payments are legal in the country they are made, Infor prohibits them.

Payments that would be improper under this Code if made directly to a Public Official, private individual, or organization by Infor or a Third Party also are improper if paid indirectly, such as through a middleman or other intermediary, including but not limited to an agent, contractor or family member.

## **Payments and kickbacks to customers and Infor employees**

Infor has a strict policy against its employees requesting or receiving anything that could be perceived as a kickback or inappropriate payment from a Third Party or a customer. At times, and where local law allows, it may be appropriate to exchange modest gifts and entertainment with an Infor employee, but please check with the Infor Ethics & Compliance team before offering such a benefit to an Infor employee. You can do so at [ethics-compliance@infor.com](mailto:ethics-compliance@infor.com).

## **Dealing with Public Officials & governments**

Infor’s standards and the applicable laws and regulations for dealing with government and public sector employees are often more stringent than standards for private sector employees. Infor’s general policy, which it expects Third Parties to adhere to as well, is that, with limited exceptions, the company will not provide gifts or meals, entertainment, hospitality, or other business courtesies, including travel reimbursement, to any individual who meets the

definition of a “Public Official” as established in this Code. On those rare occasions of exception, please submit an email to [ethics-compliance@infor.com](mailto:ethics-compliance@infor.com) with circumstances and dollar values to request approval. Do not proceed to provide anything of value to the Public Official without advance written approval from the Ethics & Compliance Office of Infor.

**Q: Who is a “Public Official”?**

**A:** A Public Official for this Code is any employee of a government entity or State-Owned Enterprises (“SOE”). Examples of government entities or SOEs include but are not limited to:

- Government agencies or departments;
- Public hospitals or medical facilities;
- State-owned or controlled entities, such as utilities and telecommunications companies;
- State-owned or controlled oil & gas companies;
- Law enforcement and military organizations;
- State-owned banks and state-owned investment vehicles, e.g., sovereign wealth funds;
- Public education systems, such as national or state universities, and their research affiliates;
- Entities in which a national, regional or local government has a substantial investment; and
- International organizations, such as the World Bank.

Examples of Public Officials include but are not limited to:

- Any officer, employee, or person acting in an official capacity for or on behalf of an entity such as those listed above;
- Any person holding a legislative, administrative or judicial position at any level;
- Political party officials, candidates for public office, and elected or appointed representatives;
- A person who performs public duties or functions, including a person employed by a board, commission, corporation, or other body or authority that is established to perform a duty or function on behalf of the government or is performing such a duty or function; and
- Any officer, employee, or person acting in an official capacity for or on behalf of a public international organization.

## **Gifts and entertainment**

While Third Parties are prohibited from providing gifts, meals, entertainment, or other hospitality to Public Officials, Infor does permit the provision of gifts, meals, entertainment, and other business courtesies of nominal value to non-government suppliers and customers, provided they are:

- Lawful;
- For a legitimate business purpose and not to obtain or retain business or gaining some other improper advantage;
- Not prohibited by the recipient's employer;
- Transparent and appropriate in the circumstances, taking into account the type, value, and reason for the gift;
- Not cash or cash equivalents (such as gift cards or vouchers);
- Infrequent and of modest value; and
- Would not be embarrassing or otherwise cause reputational harm to Infor or the Third Party if the existence of the gift became public.

## **Political or campaign contributions**

Third Parties may not provide political or campaign contributions on behalf of Infor. A contribution includes money or use of company facilities, resources or time, or other contributions or donations in-kind.

## **Money laundering**

Infor prohibits all forms of money laundering, which involves channeling unlawfully obtained money, disguising the source or ownership of funds, or transferring unlawfully obtained money into legitimate funds.

## **Export controls, sanctions and economic boycotts**

United States and global trade laws and regulations govern all imports, exports, re-exports, and use of U.S.-origin products, components, services, and technical data, wherever they may be located. Third Parties must comply fully with applicable U.S. and global trade laws and regulations. Third Parties are responsible for understanding how these laws apply and for adhering to the laws to ensure that no technology and products, including specified computer software and technical goods and data, will be imported or exported in violation of the laws.

Some countries, entities, and individuals are the subject of economic sanctions imposed by the U.S., U.K., or E.U. governments ("Sanctioned Entities"). These sanctions restrict or prohibit business dealings with the Sanctioned Entities. Third Parties are responsible for understanding whether a particular entity is a Sanctioned Entity, and for adhering to applicable business restrictions.



Third Parties must not discriminate against or refuse to do business with a country, its nationals, or companies that are the object of an economic boycott other than a boycott sanctioned by the government of the United States.

### **Conflicts of interest**

A conflict of interest describes a circumstance that could cast doubt on an individual's ability to act with objectivity regarding their work for or on behalf of Infor.

Third Parties must avoid conflicts of interest and actions that could create even the appearance of a conflict of interest. Examples of conflicts of interest include using knowledge of Infor's pricing to leverage improved client business with other companies, taking business opportunities from Infor for personal enrichment, or being a close relative of an Infor employee.

Third Parties who believe they may have an actual or potential conflict of interest with Infor or an Infor employee should disclose it immediately to [www.mykochguideline.com](http://www.mykochguideline.com) or via email to [ethics-compliance@infor.com](mailto:ethics-compliance@infor.com).

### **Intellectual property**

Infor respects the intellectual property of others, and it takes the protection of its own intellectual property very seriously. Third Parties must maintain the confidentiality of Infor's trade secrets and other proprietary information and must receive written permission from Infor's General Counsel before developing or advising on, outside of Infor, any products, software, intellectual property, or services that may be related to Infor's current or potential business.

### **Protection of customer and sensitive data**

Infor supports thousands of customers and is a trusted custodian of their data. All Third Parties must understand that customer data may only be transferred, stored, and processed in appropriately secured environments and according to any applicable contractual limitations. This information must be placed in a secure environment that is explicitly approved to handle data.

Infor expects all Third Parties to comply with all applicable data privacy and data protection laws and regulations and to promptly inform Infor of any violations of these laws and regulations that occur in the course of work for or on behalf of Infor.

### **Careful communication**

Third Parties are expected to conduct business communications responsibly and with consideration for the intended business purpose. In all communications, telling the truth and avoiding exaggeration, speculation, inappropriate language, and derogatory remarks or characterizations is important. This applies to communications of all kinds, whether written or verbal, and includes phone conversations, emails, instant messages, voice mail, daily planner notes, and other "informal" notes or memos. Third Parties must receive authorization from

authorized representatives of Infor to make any statement related to Infor to any media representative or in any social media environment.

### **Accuracy of records**

Third Parties must maintain accurate, truthful, and complete records relating to transactions involving Infor, including work done by sub-contractors or agents. All books, records and accounts must be maintained in accordance with applicable regulations. Third Parties must never prepare deceptive records such as exaggerated invoices, inaccurate financial statements, and unsubstantiated records. Third Parties may not maintain for any purpose any undisclosed, unrecorded, or disguised funds or assets related to any transaction involving Infor.

### **Human rights & labor**

Infor is committed to supporting human rights and avoiding complicity in human rights violations. Violence, threatening behavior, unlawful child labor, forced labor, and/or human trafficking by any Infor representative, including its Third Parties, are strictly prohibited. Third Parties must at all times operate in compliance with applicable laws and regulations related to human trafficking and forced labor; these include but are not limited to, Modern Slavery/Forced Labor Statements of the United Kingdom, Australia, Canada, Norway, and other countries with specific regulations.

### **Harassment and discrimination**

Infor seeks to maintain a workplace that is respectful and free of harassment and discrimination. Third Parties are expected to share Infor's values regarding mutual respect in the workplace. Examples of conduct that will not be tolerated include discrimination based on race, color, religion, creed, national origin, place of birth, age, citizenship, ancestry, gender, transgender status, gender identity, sexual orientation, physical or mental disability, or condition, genetic information, veteran or military status, marital status, family and medical leave status, pregnancy, childbirth and related conditions, or any other characteristic or affiliation protected under applicable laws.

### **Workplace safety & sustainability**

Third Parties are responsible for maintaining a safe and healthy workplace by following safety and health rules and practices. Third Parties are also expected to share in Infor's commitment to sustainability by complying with all applicable environmental laws and regulations.

### **Reporting & Cooperation**

#### **Reporting potential Code violations**

Third Parties are expected to report any conduct, including any conduct involving an Infor employee, that they believe violates this Code or an applicable law or regulation. Infor also expects its Third Parties to ask questions or seek guidance on compliance and business conduct issues where necessary.

Reports can be made directly through [www.mykochguideline.com](http://www.mykochguideline.com). Instructions on accessing the Guideline from various countries via phone are also available on this site. Anonymous reporting is available where permitted by law.

Reports will be handled confidentially to the greatest extent possible, and any investigations or reviews deemed necessary will be conducted independently by Infor's Ethics & Compliance team.

## Cooperation in diligence, investigations, and audits

Third Parties are expected to fully cooperate with Infor throughout their relationship with the company. Certain Third Parties, including vendors, suppliers, and Infor partners, will be put through due diligence processes requiring them to submit information to Infor in a timely, truthful, and complete manner. Participation in these due diligence processes is a requirement for doing business with Infor. Infor is committed to assuring proactive compliance with the law, our Values, the Code, and Infor policy. From time to time, we will assess our businesses and conduct periodic audits to assess for legal compliance. Infor may request cooperation with audits and assessments concerning a Third Party's business activities, considering the contractual terms between Infor and the Third Party. Third Parties may also be called upon to assist Infor in investigations and audits by providing documents and making witnesses available for review. Cooperation in these types of efforts is also required for Third Parties to maintain their business relationship with Infor.

## Questions? Contact us:

**Infor Ethics & Compliance Team can be contacted via email to [ethics-compliance@infor.com](mailto:ethics-compliance@infor.com).**

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Global Headquarters  
641 Avenue of the Americas 4th Floor  
New York, NY 10011  
[www.infor.com](http://www.infor.com)

Infor is a global enterprise leader in business cloud software and a strategic technology partner for more than 68,000 enterprise and SMB companies. Enterprise software solutions that are built for the cloud, built for your industry. From manufacturing to healthcare to retail and fashion, we have ERP end-to-end solutions that are brought together by artificial intelligence technology.

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