

# ServiceNow Supplier Code of Conduct

ServiceNow, Inc. (collectively with its subsidiaries, "**ServiceNow**") is committed to conducting its business in an ethical, legal, and socially responsible manner. We act with integrity in all our business dealings, and we expect our Suppliers (defined below) to do the same. This ServiceNow Supplier Code of Conduct ("**Code**") outlines ServiceNow's expectations and provides guidance for meeting shared business goals while transacting with transparency, honesty, trust, and social responsibility.

## Applicability

The Code applies to ServiceNow suppliers and contractors and their employees, agents and subcontractors throughout the world ("**Suppliers**"). Compliance with the Code is required to transact business with ServiceNow. Subject to a Supplier's contractual agreement with ServiceNow, failure to comply with this Code may be grounds for ServiceNow to terminate its relationship with Supplier.

Suppliers must also ensure that any subcontractors used while conducting business with ServiceNow follow standards that mirror those reflected in this Code.

## Compliance with Law

Each Supplier must maintain awareness of and comply with applicable laws and regulations in all jurisdictions where Supplier conducts business, including but not limited to:

- Trade controls, as well as all applicable export, re-export, and import laws and regulations;
- Antitrust and fair competition laws;
- All laws and regulations on bribery, corruption, money laundering, terrorist financing, and prohibited business practices, including but not limited to the Foreign Corrupt Practices Act (FCPA), the United Kingdom Bribery Act (UK Bribery Act), and other anti-corruption laws, (ii) laws governing lobbying, gifts, and payments to public officials, and (iii) political campaign contribution laws; and
- Privacy and information security laws and regulatory requirements.

If a law and this Code address the same issue, the more stringent requirement shall apply to Supplier.

ServiceNow also expects that all Suppliers maintain a written code of business conduct policy that is available to, and binding on, Supplier's employees, contractors and agents. This policy should incorporate the requirements of this Code and applicable laws and regulations, and include effective controls, including training, monitoring, auditing and good record keeping, to prevent and detect unlawful and unethical conduct. Should an issue arise where the Code's standards are not met, Supplier must notify ServiceNow without undue delay.

## Transparency and Ethical Business Practices

### Antitrust, Competition Laws and Fair Dealing

ServiceNow is committed to conducting business honestly and ethically within the framework of a free market. ServiceNow competes fairly and follows all applicable antitrust and competition laws. ServiceNow expects the same from its Suppliers. In particular, Suppliers must not:

- Propose or agree with any competitor to fix, restrict, adjust or control prices, margins, or contractual terms and conditions;
- Coordinate competing bids or otherwise orchestrate any bid process in the attempt to direct a contract to a particular competitor;
- Boycott suppliers or customers;
- Divide or allocate markets, territories or customers;
- Limit the production or sale of products or product lines; or
- Otherwise discuss, plan or arrange to unreasonably restrain competition.

Supplier is expected to disclose to ServiceNow all actual or potential conflicts of interest.

### Anticorruption and Bribery Laws

Corrupt arrangements with customers, suppliers, government officials, or other third parties are strictly prohibited. No matter where a Supplier conducts business on behalf of ServiceNow, certain anticorruption laws, including the FCPA and the UK Bribery Act, must be followed. Corruption, in any form, including bribes, kickbacks, or lavish gifts and/or entertainment, are strictly prohibited. This is true whether a Supplier works with government officials or individuals in the private sector.

Suppliers may never offer, promise, give or pay (directly or indirectly) something of value in order to obtain or retain business or improperly influence a recipient's actions, or accept such an improper payment or benefit, while working on behalf of ServiceNow.

Providing gifts or entertainment to ServiceNow employees to obtain or retain business or gain improper advantage is prohibited. Furthermore, it is never appropriate to give or receive a gift or offer of entertainment that is extravagant, creates a sense of obligation, or has the intent to influence a business decision.

An exception allows ServiceNow employees to accept minor value marketing items bearing trademark or logo of Suppliers (for example, cups, pens, mousepads or notepads) as a business courtesy if the ServiceNow employee is not primarily involved in the sourcing, procurement, or contracting for goods or services. As a general rule, Suppliers should not offer gifts or entertainment to ServiceNow employees valued at over \$100 per gift. No gifts or entertainment should be offered to ServiceNow employees during a Request for Proposal (RFP) or other vendor selection process.

If you believe corrupt practices are occurring within ServiceNow's supply chain, Suppliers must report such concerns to ServiceNow immediately.

## **Conflicts of Interest**

ServiceNow is committed to conducting business with transparency. As part of that commitment, ServiceNow requires its Suppliers to avoid situations or relationships that involve an inappropriate conflict, or the appearance of a conflict, with the interests of ServiceNow. Suppliers are expected to disclose all actual and potential conflicts of interest to ServiceNow using the tools described in the Reporting Concerns section, below, where circumstances arise that could cast doubt on Supplier's ability to conduct business with ServiceNow with complete objectivity.

## **Insider Trading**

Supplier must comply with insider trading laws and regulations and its own internal policies governing insider trading. Supplier must refrain from both trading securities of ServiceNow or any other issuer based on material, non-public information obtained by being a ServiceNow Supplier, and providing such information to others who might trade on it. Information is material if a reasonable investor would consider it important in deciding whether to buy, sell, or hold a company's securities.

Any concerns regarding trading on inside information should be raised to ServiceNow via the reporting mechanisms outlined in the section below titled "Reporting Concerns or Questionable Behavior".

## **Business Record Keeping**

ServiceNow Suppliers must procure goods and services for ServiceNow in a responsible and ethical manner. Specifically, Suppliers must:

- Honestly and accurately record and report all business information and comply with all applicable laws regarding their completion and accuracy;
- Create, retain, and dispose of business records in full compliance with all applicable legal and regulatory requirements; and
- Be honest, direct, and truthful in discussions with regulatory agency representatives and government officials.

## **Publicity**

Supplier shall not make public communications on ServiceNow's behalf, or publish marketing materials, press releases, or media interviews that include reference to ServiceNow or the work Supplier is doing with ServiceNow, without ServiceNow's prior written consent.

# **Social Responsibility**

## **Respect for Human Rights**

ServiceNow expects its Suppliers to share its commitment to human rights and dignity. While working on ServiceNow's behalf, Suppliers must, without limitation:

- Observe and comply with international principles relating to human rights, including but not limited to the Trafficking Victims Protection Act and the UK Modern Slavery Act of 2015;
- Treat all individuals with respect and dignity;
- Respect and safeguard individual privacy rights;
- Prohibit violent behavior, harassment and discrimination;
- Ensure voluntary employment and prohibit use of forced or involuntary labor of any type, including support for any form of human trafficking of involuntary labor through threat, force, fraudulent claims, or other coercive means; and
- Not require workers to lodge "deposits" or their identity papers (government-issued identification, passports, or work permits) with their employer and make sure all workers are free to resign their employment in accordance with local and national laws or regulations without penalty.

The use of child labor is prohibited. No person under the age of 15 (or under 14 where permitted by local law) may be employed. Workers under the age of 18 may not perform work that is likely to jeopardize their health or safety.

### **No Tolerance for Discrimination**

Supplier should promote equal employment and business opportunities irrespective of race, religion, age, national origin, skin color, sex, sexual orientation, gender, gender identity, disability, pregnancy, marital status, political affiliation, and military status.

### **Labor and Wages**

Suppliers should:

- Furnish fair compensation and comply with all applicable wage laws, including, but not limited to, those relating to minimum wages, overtime hours, maximum work hours and all applicable regulations.
- Observe and comply with local law requirements governing maximum work hours.
- Respect employees' right to freely associate and bargain collectively in accordance with all applicable laws and regulations;

### **Health and Safety**

ServiceNow expects Suppliers to provide workers with a safe, secure and healthy environment in compliance with all applicable laws and regulations, and implement reasonable and effective occupational health and safety measures.

### **Protecting the Environment**

ServiceNow recognizes its social responsibility to protect the environment. Suppliers are expected to conduct operations in ways that are environmentally responsible and in compliance with all applicable environmental laws, regulations and standards.

## **Protection of Assets, Intellectual Property and Confidential Information**

Supplier must always protect ServiceNow assets, confidential information and intellectual property. The following are examples of information that Supplier must not disclose without ServiceNow's express authorization:

- The terms and conditions of your agreement(s) with ServiceNow;
- ServiceNow business and marketing plans, and other internal ServiceNow matters such as pricing, costs, terms of sale, customer lists and other competitively sensitive information;
- ServiceNow intellectual property (including patents, copyrights, trademarks and trade secrets) and ServiceNow technical information; and
- Personal information of ServiceNow employees or contractors.

ServiceNow confidential information should only be shared with those individuals that need to know the information to fulfill the purpose for which ServiceNow engaged Supplier; those individuals may only use such confidential information for the purpose for which it was disclosed by ServiceNow.

Suppliers must also respect and protect the valid and legitimate intellectual property rights of ServiceNow and each customer including, without limitation, patent, trademark, copyright, and trade secret rights, and use those rights only in accordance with valid licenses, terms of use, or other relevant contractual provisions. Supplier must notify ServiceNow immediately of any known unauthorized use of ServiceNow trade secrets, brands, trademarks, logos, or confidential information by any third party.

## **Data Privacy and Data Protection**

Suppliers are expected to understand and comply with all applicable laws and regulations related to data privacy and information security. They must manage the retention, maintenance, access, and disclosure of ServiceNow confidential information or personal data in accordance with applicable law and regulation, including: (1) sharing such information strictly on a need to know basis; (2) using such information exclusively for the purpose for which it was disclosed; (3) employing reasonable safeguards to ensure protection and confidentiality of such information; and (4) properly disposing of information when retention is no longer necessary or legally required.

If Supplier learns of an actual or potential data security breach involving ServiceNow information, Supplier must notify ServiceNow immediately.

## **Reporting Concerns or Questionable Behavior**

ServiceNow relies on Suppliers to uphold our values and ethical standards globally, and have created resources to help Suppliers meet that standard. If you wish to report questionable behavior or a possible violation of this Code—whether by a ServiceNow employee or Supplier employee—you are encouraged to work with your primary ServiceNow contact to resolve your concern. If such reporting is not feasible or appropriate, please contact ServiceNow through the following means:

- Website: [www.servicenow.ethicspoint.com](http://www.servicenow.ethicspoint.com) and follow the instructions to report either online or by telephone by country.
- Email: [legal\\_compliance@servicenow.com](mailto:legal_compliance@servicenow.com)
- Mail: Send a letter to the Compliance Officer at ServiceNow, Inc., [2225 Lawson Lane, Santa Clara, CA 95054](#)

If you learn of a possible violation of law, regulation, or the Code through your own internal ethics reporting structure that may affect or impact ServiceNow, please also report it through the above channels.

ServiceNow encourages Suppliers to make such reports with as much information as possible, including identity, so that the matter can be investigated thoroughly. If Suppliers are not comfortable doing so, however, Suppliers may choose to report anonymously where permitted by local law. Once ServiceNow has received a report, we will promptly follow internal policy to take appropriate action to investigate the report and respond accordingly. ServiceNow expects all Suppliers to cooperate fully with any investigation, and will make every effort to protect confidentiality and, where permitted by local law, anonymity. ServiceNow also expects that all Suppliers will not retaliate against any person for such person's good faith report—either internally or to ServiceNow—that a possible violation of law, regulation or this Code has occurred.

All other questions regarding this Code or ServiceNow's legal compliance policies can be addressed to [legal\\_compliance@servicenow.com](mailto:legal_compliance@servicenow.com).

