vmware® SUPPLIER CODE OF CONDUCT

VMware, Inc. (collectively with its subsidiaries, "**VMware**") is committed to conducting its business in an ethical, legal, and socially responsible manner. This VMware Supplier Code of Conduct ("**Code**") outlines VMware's expectations for VMware suppliers, vendors, contractors, consultants, and all other third-party providers of goods and services to VMware ("**Suppliers**") to conduct business responsibly, with integrity, honesty, and transparency, and to comply fully with the following principles.

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 (i) the Foreign Corrupt Practices Act, the United Kingdom Bribery Act, and other anti-corruption laws, (ii) laws governing lobbying, gifts, and payments to public officials, and (iii) political campaign contribution laws; and
  - ➢ Personally identifiable information, privacy, and information security laws and regulatory requirements.

- VMware fully supports the goals and objectives of Section 1502 of the Dodd-Frank Wall Street Reform and Consumer Protection Act and expects full compliance from Suppliers with the provisions and enabling regulations regarding conflict minerals. Supplier will exercise due diligence to comply and demonstrate compliance.

Ethics

- VMware is committed to conducting business legally and ethically within the framework of a free enterprise system. Corrupt arrangements with customers, suppliers, government officials, or other third parties are strictly prohibited. Corruption, in any form, including bribes, kickbacks, or lavish gifts and/or entertainment, will not be tolerated.

- Providing gifts or entertainment to VMware employees to obtain or retain business or gain improper advantage is prohibited. No gifts or courtesies may be accepted by VMware employees from vendors seeking VMware business. An exception allows VMware employees to accept minor value marketing items (< $25) bearing trademark or logo of business partners (for example, cups, pens, mousepads) if the VMware employee is not primarily involved in the sourcing, procurement, or contracting for goods or services.

- Supplier may not make public communications on VMware's behalf without VMware's prior written consent.

- Supplier should avoid even the appearance of impropriety, as well as conflicts of interest. Examples of potential conflicts of interest include, but are not limited to:
  - ➢ Failing to disclose VMware employee(s), officer(s), or other representatives who have a financial interest in, or any other relationship with, Supplier;
  - ➢ Acting on confidential information obtained from VMware in a manner not authorized by VMware or for personal gain; and
  - ➢ Attempting to win business for any reason (including based on personal relationships) other than price, quality, performance, and suitability of the product or service.

- Supplier should ensure that its officers, employees, and other representatives comply with insider trading laws and regulations and its own internal policies governing insider trading, and refrain from trading securities of VMware or any other issuer based on confidential information obtained by being a VMware Supplier.

Respect for Human Rights

- Supplier should:
  - 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 employees with respect and dignity;
  - Respect and safeguard each individual's privacy and rights;
  - Prohibit violent behavior, including mental cruelty, harassment, discrimination, any unwelcome gestures, language, or physical contact;
  - 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;
  - 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; and
  - Observe and comply with local law requirements governing maximum work hours.
- 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, nationality, skin color, gender, gender identity, disability, pregnancy, marital status, political affiliation, military status, or sexual orientation.
- Supplier must commit to actively supporting women-owned businesses, minority-owned businesses, and small businesses.

Labor and Wages

Supplier should:

- Furnish fair compensation and comply with all applicable wage laws, including, but not limited to, those relating to minimum wages, overtime hours, and all applicable regulations.
- Respect the right of free association of employees to join employee organizations or trade unions, as permitted under the local laws.

Health and Safety

Supplier should:

- Provide workers with a safe and healthy environment in compliance with all applicable laws and regulations.
- Implement reasonable and effective occupational health and safety measures.

Protecting the Environment

- All required environmental permits and registrations are to be obtained, maintained, and kept current, and their operational and reporting requirements are to be followed.
- VMware is committed to using resources efficiently—including supporting renewable energy—and value Suppliers who share our commitment to the environment. Supplier must work to reduce consumption of resources, including raw materials, energy, and water, throughout all aspects of the product lifecycle (*e.g.*, product design, manufacturing, packaging, transportation, product use, and product end-of-life management).

- Supplier will identify and manage all hazardous materials to ensure the safe handling, movement, storage, use, recycling, reuse, and disposal of such materials.

- Supplier will appropriately handle discharge or disposal of all wastewater and solid waste generated from operations, industrial processes, sanitation facilities, and other business activities.

- Supplier will appropriately handle discharge of all air emissions of volatile organic chemicals, aerosols, corrosives, particulates, ozone depleting chemicals, and combustion by-products generated from or due to operations.

- Supplier will manage and dispose of all materials in accordance with applicable laws, rules, regulations, and directives, and in an environmentally responsible and secure manner that is protective of human health and the environment.

Protection of Assets and Intellectual Property

Supplier must respect and protect the valid and legitimate intellectual property rights of others (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.

Business Records and Practices

- Supplier shall accurately and completely record all business information and comply with all applicable laws regarding accounting and other business records.

- Supplier shall prepare in an accurate, truthful, and complete manner all documents for VMware, including proposals, statements of work, shipping advices, packing slips and invoices for goods delivered, services provided, and other costs.

- Supplier shall be honest, direct, and truthful in discussions with VMware, regulatory agency representatives, and government officials.

- Supplier shall invoice VMware for goods and services only after they are delivered, except to the extent that the related purchase agreement expressly permits advance invoicing. If the purchase agreement permits invoicing or payment in advance of delivery, such items will be clearly identified in the invoice line item description using such terms as "deposit," "prepayment," or "advance billing."

- Supplier may not act as a "pass through" party where the only "service" provided by the Supplier is to be an intermediary between VMware and a third party.

- Supplier may invoice only for goods and services provided by Supplier unless VMware has approved the use of subcontractor(s) in writing.

- Supplier should establish a management system that is designed to ensure (i) compliance with applicable laws and regulations, (ii) conformance with this Code, and (iii) identification and mitigation of operational risks related to this Code. Supplier should also facilitate continual improvements of and to such system.

- Suppliers must maintain records necessary to demonstrate compliance with this Code and Supplier must cooperate with any reasonable requests for information from VMware, including making records available for inspection by VMware or its agents during normal business hours upon reasonable notice.

Reporting Concerns

If you wish to report questionable behavior or a possible violation of this Code, you are encouraged to work with your primary VMware contact to resolve your concern. If that is not feasible or appropriate, please contact the VMware Ethics Helpline, with telephone numbers and online reporting available at: http://etica.ethicspoint.com.

Acknowledged by:

Company:

Name:

Date: