

Global Code of Conduct

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Black Duck Software, Inc. and its affiliates (“Black Duck” or the “Company”) is a successful and dynamic organization. One of the reasons for that success is our commitment to treating all our relationships with the highest level of respect. As we continue to provide our best-in-class software security products throughout the world, it is inevitable that we will come across situations that could cause a conflict of interest or otherwise challenge our ethics or integrity.

This Global Code of Conduct (“Code”) was developed to guide you in determining how to make the right choices. This Code is more than just a set of rules. The principles set forth in the Code help each team member reflect on how to interact with others in order to do the right thing, with the goal of continual improvement.

This Code cannot anticipate every situation a team member may come across, so if additional guidance is needed, reach out to your manager, Human Resources, or the Legal department. You may also submit an inquiry, anonymously or not, to AllVoices.

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About the Global Code of Conduct: Application and Responsibilities

This Code applies to all employees, officers, and directors of Black Duck Software, Inc. and its affiliates worldwide. Temporary workers, vendors, agents, consultants, contractors, and anyone acting on behalf of the Company must adhere to the Code while working for or representing our Company. Black Duck officers and directors must use the highest ethical and moral standards in performing their job duties and in all business relationships.

While this Code contains many important guidelines for Black Duck, complemented by Black Duck's employment policies, neither the Code nor Black Duck's employment policies can cover every possible situation.

There may be circumstances when you believe Black Duck should consider making an exception to the Code. Approval of any action that would not comply with the Code must be sought in advance and may only be granted by Black Duck's Chief Executive Officer or EVP of Legal. Waivers of the Code for members of the Board of Directors or executive officers of the Company can only be granted by the Board of Directors or a responsible Committee thereof. When a waiver is granted, the Board or responsible Committee shall make sure appropriate controls are in place to protect the Company. These waivers will only be granted in very special circumstances.

Anyone employed by Black Duck who violates this Code by asking someone to engage in illegal activities is acting in breach of their employment obligations. Anyone who violates this Code is subject to disciplinary action in accordance with local disciplinary policy and procedure.



I. Rules of Engagement

We are all responsible for maintaining and protecting Black Duck's reputation and goodwill.

Speak Up

We are all expected to report potential wrongdoing. If any of us are aware of or suspect a violation of this Code (or other unethical or unlawful conduct), we must speak up and make a report to Human Resources, the Legal department, or AllVoices. We cannot fix issues if we don't know about them.

You can be assured that any reported matter will be handled promptly, appropriately, and as confidentially as possible. Black Duck will not tolerate any threats or acts of retaliation for reporting an incident. Anyone who engages in retaliatory conduct will be subject to discipline in accordance with local disciplinary policy and procedure. Please immediately report any suspected retaliatory conduct against you or someone you know to your manager, a member of Human Resources, the Legal department, or AllVoices. Please be aware that the Company also will not tolerate abuse of the system or false reports.

Former employees can also report violations of the Code. You can always ask to consult with an advisor to discuss the matter before filing a report and/or to determine if a report should be made. Please contact your local HR team if that scenario arises.

Reporting Violations

Black Duck encourages you to be vigilant in identifying any noncompliance with this Code. We encourage you to report any noncompliance to Black Duck or through AllVoices.

AllVoices provides an independent confidential reporting platform where you can raise your concerns and be assured they will be properly addressed. Reports are handled by skilled staff and will be treated in complete confidence. AllVoices will not disclose your name if you wish to remain anonymous.

You can contact AllVoices at any time via the web at <http://blackduck.allvoices.co>.

AllVoices may take up to 36 hours to initiate a response. If you are reporting an emergency that requires immediate attention, please personally contact someone, such as your manager or a member of the Human Resources department. Individuals who are found to have filed false reports shall be subject to appropriate disciplinary action.



II. Maintaining an Ethical and Safe Workplace

Diversity and Respect

Black Duck is a positive and inclusive workplace. We embrace the many ideas, experiences, and contributions brought forth by our very diverse workforce, and we are firmly committed to maintaining a workplace based on our collective values, which stress the quality of our products and services, the importance of teamwork, and the need to treat each other with dignity, fairness, and respect.

It is the policy of Black Duck to hire, train, promote, and compensate all employees, and administer all employment practices, without regard to race, color, creed, gender, sexual orientation, age, military or veteran status, marital status, religion, medical condition, national origin, disability, ancestry, or membership in any other protected category under international, federal, state, or local law. All personnel-related matters such as compensation, benefits, transfers, training, and participation in social and recreational programs are administered without regard to any characteristic protected by law.

Fair Labor Practices

Black Duck complies with all generally accepted human rights and labor laws, and we treat everyone with the utmost respect and dignity.

Black Duck does not

- Employ children under the legal age of employment in any country of local jurisdiction
- Use any form of forced, bonded, or involuntary labor
- Prevent workers from controlling their identification documents, including work permits
- Partake in any human trafficking or slavery
- Allow any sexual or other harassment in its workplace

Human trafficking deserves special mention. Black Duck will not tolerate human trafficking, slavery, or any form of forced, bonded, or compulsory labor in any part of our global organization. Black Duck strongly believes that all human beings are entitled to their rights and freedoms. Black Duck also believes that the acceptance of and compliance with internationally acknowledged human rights laws are fundamental to all its business relations.

Black Duck employees, partners, suppliers, vendors, contractors, and any other party with whom Black Duck conducts business are not permitted to engage in any activity constituting forced labor, slavery, or human trafficking. You are expected to report any failure to comply with laws prohibiting slavery and human trafficking. Those who report will be protected from retaliation.

Preventing Harassment, Discrimination, and Other Inappropriate Conduct

Black Duck believes everyone has the right to work in an environment totally free of harassment and discriminatory acts, joking, or similar conduct including, but not limited to, psychological harassment in the form of hostile or unwanted conduct, verbal comments, actions, or gestures. Such behavior is morally and legally wrong and does not advance the purposes of our Company. Unwanted behavior of this type can give rise to legal consequences for both the Company and the individual. To that end, Black Duck sets a standard of conduct that is more stringent than federal, state, and local laws, as it forbids discriminatory or harassing conduct even if the conduct does not rise to the level of a violation of applicable law. Consequently, anyone who engages in this type of prohibited conduct will be subject to disciplinary action in accordance with local disciplinary policy and procedure.

Please remember that we work in a diverse Company with individuals who come from many different backgrounds. Sometimes, individuals will perceive and receive information in a different way than intended, as this will be based upon their own personal background and experiences. Therefore, even if you do not have an inappropriate "intent" behind what you do, your behavior still could be interpreted as harassing or discriminatory. So always be mindful of your actions.

Unlawful discrimination or harassment based on race, color, creed, gender, sexual orientation, age, military or veteran status, marital status, religion, medical condition, national origin, disability, ancestry, or membership in any other legally protected category is prohibited and will not be tolerated by Black Duck. It is your responsibility to report these incidents. Black Duck will take appropriate measures in response to any reports.

For additional information on this policy, please see the Black Duck Team Member Handbook (as applicable) or contact the Human Resources department.

Safe Workplace

Black Duck has a zero-tolerance policy when it comes to acts or threats of violence. We ask you to stay alert and report any activity that may be harmful to the safety and well-being to anyone on the Black Duck team.

Black Duck is also committed to providing a drug- and alcohol-free workplace. Abuse of alcohol and the use, effect, sale, possession, distribution, or manufacture of illegal drugs or other controlled substances, and misuse of prescription drugs is prohibited.

Black Duck prohibits the consumption of alcohol on Company premises, with the exception of specially designated Company-sponsored events. When attending these functions, you are expected to act professionally and should not become impaired. Any alcohol consumed must not affect your work, or the safety of yourself or others. Moreover, Company events will offer nonalcoholic beverage options for those who have to return to work, drive, or who choose not to drink alcohol.



III. We Protect Black Duck Assets and Assets Entrusted to Us

Protecting Black Duck Assets

Black Duck possesses a significant number of assets of considerable value. It is expected that each Black Duck employee will protect Company assets including but not limited to systems, data, confidential and proprietary information, and intellectual property. This extends to workplace tools such as laptops, tablets, and smartphones. Assets should only be used to advance the legitimate business purposes of Black Duck. Incidental personal use of these physical assets and systems is permitted provided it is in accordance with Black Duck policies and does not adversely affect productivity.

In order to accomplish our business goals, we rely heavily upon technology for communication. Consequently, Black Duck communications systems, such as email, internet, and voicemail, are also important Company assets to be used for business purposes, consistent with Black Duck policy. Every form of communication that you make or access through Black Duck's systems has the potential to reflect on the Company. It is also your responsibility to ensure the confidentiality of our systems by safeguarding any logins or passwords.

Confidential and Proprietary Information

One of Black Duck's most valuable assets is its confidential and proprietary information. Confidential information includes, but is not limited to, financial information including product costs or prices; product pricing or strategies; product ideas or inventions; statistical information; business plans and proposals; sales and marketing strategies, plans, projections, or proposals; client and customer lists; technical information, such as source code; information on research and development; copyrightable information; and confidential or proprietary information of Black Duck or another entity. Intellectual property includes, but is not limited to patents, trademarks, trade dresses, trade secrets, and copyrights.

Any improper disclosure of this information could have a materially adverse impact on Black Duck's competitive position. Confidential information should not be exchanged with another party without first entering into a nondisclosure agreement. This will place important legal obligations on the third party to protect and keep confidential the information that we have provided. Please contact Black Duck's Legal department for further guidance and support.

If you obtain confidential information from third parties, you must treat it in the same way as the confidential information of Black Duck. You are also required to respect the trademarks, copyrights, trade secrets, and patent rights of other entities. Black Duck prohibits any unauthorized duplication of copyrighted materials and the unauthorized use of trade secrets, patents, or trademarks.

Employees must keep confidential information secure in the office environment. Equally appropriate caution should be taken when discussing confidential information.

Black Duck owns all rights, titles, and interests in any invention, idea, or development created as a result of your employment, pursuant to the terms of your employment agreement. In the event that you leave the Company, you have an ongoing responsibility to maintain the confidentiality of Black Duck. Also, if you believe that your employment with Black Duck may breach a duty you owe to another entity, such as an obligation not to disclose confidential information, you must notify Black Duck immediately and prior to any anticipated breach.

Keeping Personal Data Private

Black Duck understands the importance of maintaining the privacy of our customers', partners', and employees' personal information. This requires us to handle their personal information with care. Personal information is anything that could be used to identify someone either directly or indirectly. Black Duck adheres to data privacy laws that mandate how to collect, store, use, share, transfer, and dispose of personal information. We should only use personal information in the manner for which it was entrusted to Black Duck. For additional information, please review our privacy policy as well as our policy on data security and GDPR on our website.

Cyberthreats

Third parties, including our customers, trust Black Duck with their data and rely on us to protect it. Please ensure that you follow the processes and practices Black Duck has in place to protect our networks, computers, programs, and data from attack, damage, and unauthorized access. To do otherwise puts Black Duck assets, and those of others, at risk.



IV. We Respect Our Business and Compete Ethically

Working with Suppliers

Black Duck works with many suppliers around the world. It is important that we select the right suppliers based on factors like quality, price, reliability, and their commitment to the values set forth in this Code. It is incumbent upon us to hold our suppliers to Black Duck's high standards and ensure that they operate ethically and in compliance with the law.

Business Partners and Resellers

We utilize a network of resellers and lead referral partners. Like our suppliers, we must choose our marketing and selling partners after careful due diligence and hold them to Black Duck's high standards and the values set forth in this Code.

Competing Ethically

Black Duck sells its products and services based on the value they bring to our customers. We should clearly and professionally articulate the value that our products deliver and compete vigorously for business. However, we must always act ethically and in compliance with our policies and the law. We should not knowingly make false claims or misleading statements about our products, or those of other companies, including our competitors. We always want to be accurate and honest, and provide full disclosure. If we are comparing our products to those of our competitors, always make sure that any comparison can be fully substantiated. Be aware that some countries prohibit comparative advertising. We also may not compete by using unfair or illegal practices such as inducing others to breach contractual obligations so they can work with Black Duck.

Antibribery

Black Duck employees, consultants, and business partners are prohibited from offering or receiving bribes, directly or indirectly, in order to obtain business or any other commercial advantage for Black Duck. A bribe refers to any offer or acceptance of an item of value to or from another person or entity as an incentive to unfairly influence or promote a certain act or omission. The Foreign Corrupt Practices Act ("FCPA"), UK Bribery Act – 2010 is an example of an international anticorruption law. This applies to both the government and public sectors, as well as to the private sector. In particular, Black Duck employees, officers, and directors must never provide anything of value to foreign government officials, foreign agencies, instrumentalities of foreign governments, or any official of a public international organization. You must contact a member of Black Duck's Legal department before offering anything of value to any foreign government official. Furthermore, prior to entering into any contract with any international government, you must contact the Legal department. Employees are required to follow Black Duck's Antibribery and FCPA Policy, which outlines appropriate corporate entertaining and approvals required.

Black Duck employees, consultants, and business partners are also prohibited from offering payments, usually small amounts, to public officials to speed up the processing of licenses, permits, or any other type of governmental document.

Conflicts of Interest

When conducting business for Black Duck, you may be confronted with a conflict of interest where your personal interest, or that of a family member or friend, could influence your decision and obstruct your ability to act with total objectivity. If a situation arises that could create an incentive for you, or appear to others to create an incentive, you should immediately disclose it to your Black Duck manager.

Money Laundering

Black Duck employees, consultants, and business partners are prohibited from concealing or disguising money obtained from criminal activities, thereby making it appear to have originated from legitimate sources or constitute legitimate assets. Black Duck employees must maintain accurate financial records and reports to support this in accordance with international laws and regulations.

Accurate Reporting

Honesty and integrity are fundamental Black Duck values. Therefore, Black Duck has established business procedures to help ensure that all accounting, financial, and other reporting accurately and fairly reflects the transactions and condition of the Company in accordance with applicable laws, regulations, and generally accepted accounting principles.

All Company transactions must be recorded in a manner that is accurate, timely, and complete, in compliance with the law and Black Duck's policies. Reports or records that are known to be false, misleading, or that conceal important and relevant information must not be used. All reports must be valid and supported by appropriate documentation consistent with Black Duck policy. Black Duck's records also must be managed properly to ensure they are maintained for appropriate periods of time, as dictated by applicable laws.

Communication

Black Duck has so much to celebrate. You may be asked to share our story by speaking at an event or writing an article. There are times when it is appropriate to share our story publicly; however, there are only a few employees designated to speak publicly on Black Duck's behalf. Please direct any media requests and/or requests for speaking or publication to the Marketing team. Moreover, remember that social media posts are public. All of us must take care to ensure that personal views and opinions we share via social media are not interpreted as those of Black Duck.

Competition

Black Duck employees, consultants, and business partners must comply with all applicable antitrust and competition laws of all countries. Although these laws vary, they seek to encourage competition for the benefit of consumers. Black Duck employees, consultants, and business partners should not: (i) divide markets or allocate customers; (ii) fix or control prices with competitors; (iii) structure, withhold, or manipulate bids for the benefit of another entity; (iv) limit the production or sale of products or product lines; (v) discuss prices, costs, profits, conditions, or other material term with competitors for a customer's business.

Behavior that could be seen as "anticompetitive" and in violation of these laws can include many things, even seemingly harmless informal verbal discussions about pricing, customers, or product quality with competitors. Always check with your manager, or a representative in Human Resources or the Legal department, before taking any action that could be viewed as having an anticompetitive effect. Any violation of these laws, whether deliberate or unintentional, exposes Black Duck and its employees, officers, and directors to serious civil liability and/or criminal penalties and is strictly prohibited.

Trade Regulations

Black Duck employees, consultants, and business partners shall comply with all applicable trade and import regulations including sanctions and embargoes that apply to their activities. Those of us at Black Duck are responsible for understanding how the global trade laws and regulations apply, and for conforming to these laws to ensure no technology, data, information, program, and/or materials resulting from services will be imported or exported, directly or indirectly, in violation of these laws and regulations, or will be used for any purpose prohibited by these laws and regulations.

Community Involvement

Black Duck encourages employees to become involved in the community, be that through volunteering for or donating to charities or political campaigns. However, activities pursued outside of work must be performed as citizen and not as an employee of Black Duck. Black Duck complies with all applicable laws regulating political affairs, including laws on political contributions and lobbying. Black Duck will not pressure employees to make any political contributions or support a particular political party or candidate. If you plan to make a personal contribution to any political fund or charity, you must ensure that it cannot be perceived as involving Black Duck funds or services. If you have any questions regarding this policy, please contact your manager or a member of the Human Resources or Legal departments.

Environmental Responsibility and Sustainability

At Black Duck, it is our responsibility to conserve resources and protect our environment for generations to come. We take climate protection into account, respect and preserve natural resources, and have implemented processes that reduce and eliminate waste in our facilities including recycling, as well as reusing and substituting materials whenever possible. Moreover, we should travel for business only when necessary and take advantage of video conferencing as an alternative whenever possible. We also take actions to comply with all applicable environmental laws, regulations and standards.

Specifically, we focus on the following key areas:

- **Travel:** We utilize web and video conferencing technology extensively throughout our operations for both internal and external communications to reduce the requirement to travel. Travel and transport are strictly monitored, with management authorization required for expenditure. Moreover, team members must plan travel routes as efficiently as possible.
- **Waste Management and Recycling:** Black Duck's internal printing facilities default to the most efficient settings, and we actively encourage the use of electronic communications both internally and externally. Black Duck offices are equipped with recycling bins, and employees are encouraged to reuse and recycle unwanted waste. We actively encourage the reduction in one-time use plastics. We promote the use of reusable water bottles and stock washable crockery and cutlery to minimize the use of plastic. Our goal is to use paper products or products that are compostable and/or recyclable.
- **Facilities:** We are working with our landlords worldwide to minimize energy usage in each of our offices and encourage greener commuting by employees. We inform and train our employees to take account of environmental issues in their area of work to assist them with their specific environmental responsibilities.
- **Social Responsibility:** Black Duck is committed to acting as a responsible and respectful employer as well as contributing to improved social progress. Black Duck champions equal rights and provides a safe, fair, nondiscriminatory work environment. Black Duck makes a difference by getting involved in our local communities.

Disclaimer

This Code should not be construed as providing legal advice, and the issuance of this Code does not represent a guarantee of employment, a guarantee of any other rights or benefits, or a contract of employment, express or implied, between Black Duck and its employees, officers, or directors. Employment “at-will” provisions remain for those employees subject to at-will employment provisions. If there is an inconsistency between this Code and any Black Duck policy or practice, such inconsistency must be brought to the attention of Human Resources or the Legal department. The Company shall resolve any inconsistency at its sole discretion.

Black Duck takes great pride in being a company with exemplary business ethics that translate into good business practices. The support and commitment of every employee in adhering to this Code will ensure that we continue to work in a safe and productive environment while following the highest standards of behavior.

Important Contact Information

AllVoices Online Reporting: <http://blackduck.allvoices.co>

Legal Department Contact

Joy Burkholder Meier, General Counsel and Chief Human Resources Officer
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