

CA TECHNOLOGIES

A PARTNER'S GUIDE TO OUR CODE OF CONDUCT

The CA Technologies Commitment to Ethical Business Practices:

What our Partners Need to Know.



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Doing Business With Us

At CA Technologies (“CA” or “Company”), we pride ourselves on conducting business ethically and in compliance with the law in all of the places where we operate around the world. We have high standards of integrity that we demand not just from our employees, but from anyone that performs services for us or on our behalf.

We conduct business in more than 100 countries, and the laws, local customs and social standards differ greatly from one place to another. Our policy is to abide by the national and local laws of the countries where we operate unless such laws or practices violate U.S. law.

Our partners play an important role in our efforts to transform the way the world manages IT and enable our customers to better perform, compete and grow. Indeed, we know that the quality of our partnerships directly affects our ability to serve our customers well. That’s why we remain committed to a diverse base of partners who share our values and principles and who understand that all successful relationships must be built on a foundation of integrity.

We developed this Partner’s Guide to our Code of Conduct to outline the business practices that we demand from all of our partners and to give you an idea of what you can expect from CA in our unwavering commitment to conducting business in accordance with the principles set forth in our [Code of Conduct](#).

Thank you for partnering with us to deliver exceptional value to our customers with the highest levels of integrity and respect.

Regards,

Joel Katz

Senior Vice President

Chief Ethics & Compliance Officer

Who is a Partner?

“Partner” refers to any person or entity that provides services or goods to CA or performs services on CA’s behalf, and/or distributes CA’s offerings, including partners, resellers, distributors, service providers, vendors, contractors, consultants, representatives and agents.

How We Do Things at CA and What We Expect of You as Our Partner

1. **We conduct business honestly and ethically and live by the standards set forth in our Code of Conduct.** Above all else, our Partners must understand that we demand that they always conduct business with the highest levels of integrity and always in compliance with the law. We expect our Partners to review and become familiar with the contents of this Partner’s Guide and ensure that they understand how the principles set forth in this Guide apply to them.
2. **We treat one another with dignity and respect.** Everyone deserves to be treated with respect, courtesy, consideration and professionalism. We will not tolerate discriminatory behavior or conduct that is harassing or otherwise inappropriate. This applies not just to your interactions with our employees and our customers – we expect you to uphold these principles in your day to day business.
3. **We do not pay or promise bribes or otherwise engage in corrupt activities.** Our Partners must ensure that they understand and comply with all applicable anti-bribery and anti-corruption laws, treaties and conventions including the U.S. Foreign Corrupt Practices Act. Simply put, paying bribes and engaging in corrupt activities is not the way we do business. We would rather walk away from a potentially lucrative deal than do anything that would violate any anti-bribery/anti-corruption law in letter or in spirit. We expect the same commitment to compliance with anti-corruption laws and principles from our Partners.
4. **We protect our confidential information and respect the rights of other companies to do the same.** All of our Partners must safeguard confidential and proprietary information about CA and its customers, and ensure they are not improperly using information that belongs to others in the performance of services on CA’s behalf. As an IT company, we are particularly sensitive to this subject. Companies like CA make huge investments in their intellectual assets and these assets must be rigorously safeguarded.

Some examples of confidential Company information are:

- a. Research, formulas, source code, object code or other know-how or technical data
- b. Sales or marketing databases, strategies, pricing, plans and proposals, including information about existing or potential customers or business partners
- c. Information about an acquisition target or a planned or pending acquisition or divestiture
- d. Non-public financial targets or projections
- e. Trade secrets of any sort, including information relating to CA Technologies vendors, customers or partners

Our Partners must protect CA's proprietary information by ensuring that such information is accessed, stored and transmitted in a secure manner consistent with the business purposes between the Partner and CA. If you learn about or suspect any misuse, unauthorized use or improper requests for access to confidential information, we expect you to immediately notify the CA Technologies Worldwide Law Department.

5. **We maintain the trust of our shareholders by completely and accurately reporting financial information.** As a publicly-traded company, we are required to comply with various laws, regulations, reporting obligations and procedures that require us to disclose accurate and complete information regarding our business, financial condition and results of operations. We expect our Partners to share a similar commitment to financial accountability which includes always providing timely and completely accurate financial information to us.
6. **We are transparent when conducting business.** All agreements and proposals that Partners negotiate with CA or on its behalf must accurately encompass ALL agreed-upon terms and conditions. We strictly prohibit side agreements and side letters in any form.
7. **We compete fairly in the marketplace.** Our Partners must understand and abide by competition laws (also called anti-trust laws) and ensure they are not engaging in conduct that restricts robust competition in the marketplace.

Some examples of things that are prohibited under competition laws include:

- a. Fixing or controlling prices
 - b. Sharing information with competitors about pricing, contract terms, sales, costs, profits or any other confidential competitive information
 - c. Dividing or allocating customers, bids, markets, or territories
 - d. Express agreements as well as informal understandings between competitors may constitute illegal agreements prohibited by these laws.
8. **We steer clear of conflicts of interest.** We expect our Partners to be mindful that there may be times when their interests may conflict or appear to conflict with our interests. In all such instances, we expect our Partners to promptly notify us of the potential conflict so that we can investigate it and determine the correct course of action under the circumstances.

Our Partners should clearly understand that they should never accept or give a gift or offer of hospitality to a third party (including our employees or our customers) if doing so will improperly influence or appear to improperly influence the person who receives it.

Gifts of nominal value and occasional ordinary, non-extravagant hospitality where business will be discussed are generally permissible. When in doubt, err on the side of not giving or accepting the gift or offer of hospitality.

9. **We comply with export regulations.** We expect our partners to comply with all national and multinational export and import control laws that apply to our products and services.

For instance, the U.S. and the European Union have laws that control which technologies may be exported as well as the locations to where they may be exported. These laws may also prohibit CA's subsidiaries outside the U.S. from re-exporting certain CA products to certain countries. If you are engaged in a transaction involving import and/or export of CA products outside your country's boundaries, you must become familiar with the rules governing such transactions. When disclosing technical information (including by email), you should assume that such communication is an export, subject to export notification procedures under applicable U.S. laws and the laws of your jurisdiction.

10. **We respect the privacy of our employees, customers and others with whom we do business.** As a global company, we are required to comply with many privacy and data protection laws around the world. This means that we have to be very careful when collecting and using personally identifiable information ("PII") about an individual. We also have to ensure that PII is maintained, stored and processed in an appropriate and secure manner.

We expect our Partners to respect the privacy rights of all individuals whose data they may access on behalf of CA and to notify CA if they become aware of any breach or misuse of such data. For more information about how CA protects the privacy of its customers, suppliers, partners and others, see our [privacy notice](#).

11. **We speak up when we have questions or concerns.** We will promptly investigate all reports of suspected wrongdoing in relation to doing business with CA, and strictly prohibit retaliation of any kind against any Partner that raises an issue or concern in good faith. We expect Partners who have questions about the way we are conducting business to address their concerns by contacting any of the following:

- a. Their CA Technologies business contact
- b. The CA Technologies Business Practices and Compliance Team (Compliance@ca.com)
- c. The CA Technologies Worldwide Law Department
- d. The CA Technologies [Helpline](#) (24 hours a day, 7 days a week)
- e. The CA Technologies [Webline](#)

12. **We all play a part in contributing to an ethical business culture.** Escalating concerns about appropriate business practices, disclosing potential conflicts of interest and fully cooperating (when requested) in compliance investigations are just a few of the ways we expect our Partners to help contribute to maintaining an ethical business culture here at CA.

In Summary

So there you have it – a dozen relatively straightforward statements of the things that we expect from you as our Partner. This Guide simply gives an overview – it is not meant to be a one stop shop for all the questions you may have or situations you may encounter. It is your job, as our trusted Partner, to take the time to understand the rules and laws in the places where you operate and ensure you are complying with such rules and laws.

We expect that our Partners conduct business with the highest levels of integrity and always in compliance with the law. We believe that this is the surest path to achieving our corporate goal of transforming the way our customers manage IT. We're counting on you to help us on this journey.

If you have questions about any of the information set forth in this Partner's Guide, please send an email to compliance@ca.com



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CA Technologies (NASDAQ: CA) creates software that fuels transformation for companies and enables them to seize the opportunities of the application economy. Software is at the heart of every business, in every industry. From planning to development to management and security, CA is working with companies worldwide to change the way we live, transact and communicate – across mobile, private and public cloud, distributed and mainframe environments. Learn more at ca.com.