



**SAP CODE OF BUSINESS CONDUCT
FOR EXTERNAL WORKERS
- Internal -**

January 2020

ABOUT THIS CODE OF CONDUCT

Over the years, SAP has gained a global reputation for probity, which has been a cornerstone of its success in business. One of the principal reasons that SAP is held in such high regard is that everybody working for SAP is aware that values such as honesty, integrity, transparency, trustworthiness, and a sense of responsibility should underpin all business activities. Inappropriate conduct on the part of an individual not only harms those immediately affected but also endangers SAP's good reputation as a company.

External workers, contracted to work for and /or on behalf of SAP, are a vital part of SAP's business. The awareness and recognition of SAP's values of integrity by external workers is crucial to ensure SAP's compliance with laws and maintenance of a good reputation globally.

This Code of Business Conduct for External Workers (the "Code") serves to minimize risks and help SAP's external workers avoid misbehaviors such as bribery and conflicts of interest, and implement steps required to ensure compliance in their performance of tasks on behalf of SAP.

A high level of integrity can only be maintained if every external worker involved is aware of their responsibilities under the Code.



"The mission of my team is to advance SAP's business goals by promoting a culture of integrity and by mitigating a defined set of legal risks. We're happy to support our external workers with any question related to this Code of Business Conduct for External Workers."

*Vivianne Gordon-Pullar,
SAP Group Chief Compliance Officer*

OBJECTIVES AND SCOPE

The Code of Business Conduct for External Workers defines standards for conduct in all business, legal, and ethical matters carried out in daily business, and is meant as a tool and guide for dealings with customers, vendors and partners, interaction with competitors, as well as activities in financial areas including but not limited to trading in SAP shares. It is part of SAP's business policy to carry out all company activities in accordance with the letter and spirit of applicable legal requirements and therefore SAP expects all of its external workers to comply with this Code while working for and/or on behalf of SAP.

Without exception, this Code applies to all external workers who work for and/or on behalf of entities in SAP Group, including subsidiaries, acquired and affiliated companies, branch offices and representative offices of SAP.

External workers are encouraged to address any compliance issue or concern to the Office of Ethics & Compliance (ethicalbusiness@sap.com).

SAP expects all external workers to endeavor to achieve the aims of SAP and the goals agreed for their work while complying with this Code.

Failure to comply with this Code can lead to disqualification of external workers and their employers as accepted suppliers or partners to SAP and preclude external workers and their employers from consideration of new business with SAP. In some cases, it may also lead to consequences in contract law, civil court action and criminal prosecution.

DEFINITIONS

The term 'external worker' refers to an individual, non-employee resource, who is

- Either working for and/or on behalf of SAP
 - Regardless of whether deployed internally by SAP (non-billable), or on a customer project (billable),
 - Regardless of whether working onsite or offsite
 - Even if they only need system access.

External workers are typically (but are not limited to):

- Temporary staff (agency workers),
- Project service providers,
- Outsourced service providers,
- Partners supporting testing,
- Graduate /Postgraduate students.

1. COMPLIANCE WITH LAW

GENERAL

As an external worker, you agree to abide by the terms of this Code and acknowledge that compliance with this Code is required to maintain your status as an SAP external worker. You agree that all business conducted on behalf of SAP shall be accomplished in full compliance with applicable laws, rules, regulations, and policies. If local laws are less restrictive than the principles set forth in this Code, external workers are expected to, at a minimum, comply with the Code. If local laws are more restrictive than this Code, external workers are expected to, at a minimum, comply with applicable local laws.

ANTI-CORRUPTION LAWS

External workers must not make, authorize, or offer any bribes, kickbacks, or payments of money or anything of value to anyone, including officials, employees, or representatives of any government or public or international organization, or to any other third party (public or private sector) for the purpose of obtaining or retaining business, or influencing any other favorable business decision, that is related in any way to SAP. This includes giving money or anything of value to anyone when there is reason to believe that it will be passed on to a government official or the decision maker at a customer or potential customer company for this purpose. External workers are required to comply with the U.S. Foreign Corrupt Practices Act, UK Bribery Act, and all other applicable local anti-bribery laws.

ANTITRUST AND COMPETITION LAWS

Antitrust and competition laws are designed to protect consumers and competitors against unfair business practices and promote and protect healthy competition. SAP is committed to observing the applicable antitrust or competition laws of all nations or organizations, and SAP expects its external workers to comply with all

applicable antitrust or competition laws as well. Antitrust or competition laws vary from country to country, but generally such laws prohibit agreements or actions that unreasonably restrain trade, are deceptive or misleading, or unreasonably reduce competition without providing beneficial effects to consumers. Such agreements or actions are against the policy of SAP.

SECURITIES AND INSIDER TRADING LAWS

External workers are expected to comply with applicable insider trading and securities laws governing transactions in the securities of SAP. Securities include common stocks, bonds, options, futures, and other financial instruments. External workers that possess or have access to material, nonpublic information gained through their work with SAP may not use that information to trade in SAP securities or the securities of another company to which the information pertains. External workers may not engage in any other action to take advantage of, or pass on to others, material information gained through work with SAP until a reasonable time after full public disclosure has occurred. These restrictions also apply to external workers' family members, friends, and associates. Material information includes any information that a reasonable investor would consider important in a decision to buy, hold, or sell securities. Such information may include but is not limited to financial and key business data; merger, acquisition, or divestiture discussions; award or information related to the cancellation of a major contract; changes in key management; forecasts of unanticipated financial results; significant litigation; or gain or loss of a substantial customer or supplier.

DATA PROTECTION AND PRIVACY LAW

External workers must respect applicable data protection and privacy laws and regulations. The personal data of SAP employees, applicants, customers, suppliers, partners, and all other individuals must be safeguarded. Personal data may only be collected for legitimate purposes,

which must be specified before the time of collection. Personal Data may not be processed in any way that is incompatible with the original specified purpose of the collection, subject to the conditions of applicable law. External workers must keep confidential any Personal data accessed in the course of their SAP work.

TRADEMARK AND COPYRIGHT LAW

External workers must comply with all applicable copyright and trademark laws and regulations. Copyright laws may protect the text, diagrams, photos, music and video content present on the website of SAP and third parties. Trademark laws may protect the sounds, logos and images that are representative of their owners. External workers must avoid the unauthorized use of third party trademarks or copyrighted materials of others.

2. CONFLICT OF INTEREST

GENERAL

The term “conflict of interest” describes any circumstance that could cast doubt on external workers’ ability to work for SAP with total objectivity. SAP wants its external workers’ services to come easily and be free from any conflicting interests. While engaged in SAP-related work, external workers must exercise reasonable care and diligence to avoid any actions or situations that could result in a conflict of interest including the following situations:

- a) A personal or financial interest conflicts with those of SAP.
- b) Pursuing any interests of their own within the context of their engagements that conflict with the interests of SAP.
- c) Directly or indirectly exploiting any business opportunity available to SAP for their own personal benefit or for the benefit of persons or companies outside SAP to whom they are connected.

Any appearance of a possible conflict of interest is to be avoided and upon discovery is subject to review. There is no exhaustive list of situations that could potentially raise conflicts of interest. To provide better understanding, however, there are a few typical situations where conflicts of interest are either obvious or could have a negative impact both on SAP or external workers. These are described below.

ENGAGEMENT OF NON-SAP WORK

While engaged by SAP for SAP-related work, external workers shall avoid any other engagement of non-SAP work that creates a conflict of interest with SAP or in any way compromises the work to be performed for SAP. Further, without the consent of SAP, during the period of working for SAP, external workers must not:

- Develop or sell their own or third-party products or perform services where SAP offers similar products or services.
- Carry out any activity that assists in the marketing or sale of products or services of a competitor of SAP.
- Use SAP resources to provide services to non-SAP customers.

External workers are expected to prevent or immediately disclose a conflict of interest or the appearance of a conflict of interest as soon as possible to their responsible business contact and / or the Office of Ethics & Compliance of SAP.

3. PERSONAL GAIN; BRIBERY; CORRUPTION

PERSONAL GAIN

SAP has a zero tolerance policy for all forms of bribery and corruption. This means that nothing of value may be offered, promised, or given to an individual decision maker for the purpose of influencing that individual to make a decision in favor of SAP. Please note that company-to-company benefits (such as approved discounts on our software) are not considered bribes. The

conduct that is prohibited is the provision of something of value to an individual for personal benefit. "Things of value" include any benefits, not only money, but also entertainment, hospitality, a commission payment, etc.

In addition, external workers must not be influenced by bribery or corruption to do or to refrain from doing anything in their work. External workers must not draw other personal gain or benefit (except their service fees and any additional compensation approved by SAP) from any business they carry out for SAP and must not make any offer to any third party with the intention of inappropriately influencing a business decision by that party.

GIFTS FROM THIRD PARTIES

- Meals and Other Entertainment

When dealing with SAP current or prospective customers, vendors, competitors, and partners for SAP business purpose, SAP external workers are permitted to accept offers of meals and other entertainment from current or prospective customers, vendors, competitors, and partners only where accepting the meal or entertainment:

- Serves to encourage or improve business relationships and is thus in the interest of SAP, and
- Does not inappropriately influence any SAP decision, and
- Does not create a payback obligation, and
- Is not unlawful or contrary to ethical principles, and
- Is consistent with this Code of Business Conduct and business customs in the country concerned.

In principle, external workers must decline any invitation to a meal or entertainment worth more than 50 EUR (or equivalent in local currency). If an external worker's relative, life companion, or any other person with whom the external worker has a close personal connection, is also invited, the external worker must ensure that the relative,

life companion, or other person does not attend at the expense of the customer, vendor, competitor, or partner extending the invitation.

In exceptional circumstances an external worker may accept an invitation exceeding that limit and the external worker's relative, life companion, or other person with whom he or she has a close personal connection may attend at the expense of the customer, vendor, competitor, or partner extending the invitation, provided the conditions above are met and:

- Material business talks are held during, or immediately before or after, the meal or entertainment, or
- A written approval has been obtained in advance from the local Compliance Officer and the CFO of the respective subsidiary.

- Other Gifts from Third Parties

When dealing with SAP current or prospective customers, vendors, competitors, and partners for SAP business purpose, external workers and their relations, life companions, and other people with whom they have a close personal connection must not accept any gift in kind, payment, loan, vacation, or other privilege /benefit from current or prospective SAP customers, vendors, competitors, or partners, where:

- The gift, etc., is worth more than 50 EUR (or equivalent in local currency), or
- Accepting the gift, etc., would prejudice SAP's business interests, or
- Accepting the gift, etc., would create a payback obligation, or
- The gift, etc., is given during negotiation or bidding, directly or indirectly by a party to that negotiation or bidding, or
- Accepting the gift, etc., would allow an impression of unjust advantage to arise, or
- The gift, etc., is unlawful or contrary to ethical principles, or

- The gift, etc. is associated with earlier gifts.

In some contexts, and in some countries, it is customary to exchange gifts of higher value in business relationships. In such cases, external workers may accept these gifts. However, the gift must be handed over to the Office of Ethics & Compliance of SAP without delay to be used internally, for the general benefit of the SAP employees, or as a donation to a good cause.

GIFTS TO THIRD PARTIES

- Meals and Other Entertainment

When working for and on behalf of SAP, with prior authorization of the external worker's business contact, the Field Compliance Officer and the CFO of the respective subsidiary, external workers are permitted to offer meals and other entertainment to current or prospective customers, vendors, competitors, and partners only where the meal or entertainment:

- Serves to encourage or improve business relationships and is thus in the interest of SAP, and
- Does not inappropriately influence any decision to be made by the customer, vendor, competitor, or partner, and
- Does not create a payback obligation, and
- Is not unlawful or contrary to ethical principles, and
- Is consistent with this Code of Business Conduct and business customs in the country concerned.

External workers must not:

- Extend any invitation to a meal or entertainment with a value of more than 50 EUR (or equivalent in local currency) per person attending
- Extend more than one complimentary invitation to a hospitality event in the same

quarter to a single individual at a prospective customer

- Extend any invitation for a complimentary meal or entertainment to any relative, life companion, or other person with whom the employee of a customer, vendor, competitor, or partner has a close personal connection.
- Other Gifts to Third Parties

Gifts and benefits provided by external workers are not permitted.

GIFTS TO POLITICAL PARTIES, POLITICIANS, AND POLITICAL ORGANIZATIONS

SAP does not make any gifts of money or in kind for party-political purposes. If an SAP external worker makes any such gift in a personal capacity, he or she must not give the impression that the gift has any connection with SAP. Under no circumstances will SAP reimburse or provide any benefit in kind to compensate for private gifts or contributions made by external workers. Neither will SAP indirectly make contributions to political parties or institutions.

4. CONFIDENTIALITY

GENERAL

So far as they are relevant to the business operations of SAP and are not publicly accessible, all internal operational documents, data, files, records and reports acquired or created in the course of employment are the property of SAP and are to be treated as confidential.

Information relating to pricing, product and service development in particular as well as trade secrets must be held in strictest confidence. This is because such sensitive information when being shared in an unauthorized way could be misused and seriously harm the competitiveness and the market position of the company and / or violate

contractual obligations or even have effects on the stock market.

INTERNAL AND EXTERNAL COMMUNICATIONS

External workers must not disseminate, either internally or externally, the internal communications and discussions regarding SAP business-related information.

External workers must not contact representatives from the media or the financial community on their own initiative.

If asked to make a company-related statement by any customer, vendor, partner, or job applicant, for example, external workers of SAP must generally refer to the published, written information and turn to SAP Global Corporate Affairs, Investor Relations for assistance.

In all other respects, unauthorized external workers must refrain from comments about official company information to parties outside SAP.

To the best of their ability, external workers must ensure that when expressing a personal opinion, they do not leave the impression that the opinion in any way reflects that of SAP.

EXCHANGE OF CONFIDENTIAL INFORMATION WITH SAP CUSTOMERS, VENDORS, AND PARTNERS

External workers of SAP must not pass any information identified or identifiable as confidential to SAP customers, vendors, or partners, nor, as a rule, should they accept confidential information from customers, vendors, or partners, unless a prior authorization from SAP is obtained and a written nondisclosure agreement or other agreement with confidentiality provisions has first been entered into.

SAP external workers must not pass any customer's, vendor's, or partner's confidential information to another customer, vendor, partner, or other person outside SAP. This applies to

current and potential customers, vendors or partners.

SAP E-MAIL AND EMAIL SIGNATURE USE

The use of SAP email accounts for private purposes is prohibited.

INTERNET USE

It is possible for external workers to access the Internet. Material on non-SAP websites may be governed by legal terms such as click-through agreements or download agreements, subject to SAP corporate agreements with the website owner, or a combination of both.

Legal agreements and copyright/trademark law may impose limitations on what SAP external workers are allowed to legally access on such websites and how such materials may be used. Failure to abide by these legal requirements or agreements can place SAP's intellectual property at risk, expose SAP to liability for any misuse of the information, or expose SAP to liability for intellectual property infringement if the use is outside the scope of the applicable agreement or if used without a legal agreement.

External workers may browse partner, customer, competitor, and other third party web sites for business purposes, provided there is no unauthorized use of copyrighted materials or unauthorized access to confidential information, source code or competitor products.

Specifically, SAP external workers are prohibited from:

- Copying, reproducing, distributing, publicly displaying, creating derivative works from, or downloading copyrighted materials (including product documentation, text, screen shots, software code, diagrams, photographs, music, videos, or other works of authorship) without the permission of the owner;
- Creating SAP products, tools, or technologies that automate the

unauthorized extraction of data from third party websites, or automate the operation of third party websites, unless otherwise authorized (e.g., through a license agreement);

- Downloading source code unless otherwise authorized (e.g., through a license agreement);
- Downloading competitor products unless otherwise authorized (e.g., through a license agreement);
- Accessing or using confidential information unless otherwise authorized. Confidential information includes, for example, confidential contracts, price lists, and customer lists.
- Accessing or using information that can be found on competitors' websites except in accordance with the rules for the use of competitive information set forth herein.

5. RESPONSIBILITY FOR COMPANY RESOURCES

GENERAL

External workers are expected to safeguard SAP resources, which include property, assets, intellectual property, company technology assets (network, phone, internet, software applications, and e-mail systems), trade secrets, and other confidential, proprietary, or sensitive information while performing work for SAP. Use of SAP resources without proper approvals or for anything other than to perform SAP work activities is strictly prohibited. Intellectual property rights and confidential or sensitive information of SAP must be protected.

EQUIPMENT

External workers who perform their tasks in SAP premises may be provided with SAP equipment (PC, laptop, cell phone) to accomplish their tasks.

The Security Standards Access Controls for that equipment apply and must be adhered to.

At the end of service delivery, external workers must return provided equipment, laptops, or facility access cards, etc., and have PO/Work Order (If applicable) properly end-dated.

6. CUSTOMERS, VENDORS, COMPETITORS, AND PARTNERS

GENERAL

SAP does not maintain business relationships with organizations that are, or are supporters of, anti-social forces, terrorist or criminal groups.

CONDUCT WITH CUSTOMERS

- Changes in Contracts

External workers of SAP must not agree to any changes, qualifications, or amendments to standard SAP contracts or general terms and conditions, whether verbally, by supplementary agreement, side letter, or otherwise, without first obtaining approval from the legal department.

- Boycotts

An agreement with a customer, vendor, competitor, or partner of SAP not to conduct business with, or not to deliver goods or provide services to any other customer, vendor, competitor, partner, or service provider is unlawful. External workers of SAP must therefore be extremely careful not to create a perception of an unlawful understanding.

- Exclusive Contracts

External workers of SAP must not, for example, ask SAP customers to buy products and services exclusively from SAP or to refrain from buying products of SAP competitors, if this would impact competition in the market.

- Reciprocity Deals

External workers of SAP must ensure that SAP does not enter into reciprocity deals in which SAP only accepts goods and services from another company on condition that the other company obtains SAP products.

CONDUCT WITH VENDORS

External workers must not force any vendor to buy SAP products in return for SAP's purchase of the vendor's goods or services. Naturally, however, SAP may seek to sell products to its vendors as it does to any other customer.

External workers must not pass on information concerning a vendor's problems or shortcomings to any other vendor, partner, or other person outside SAP.

CONDUCT WITH COMPETITORS

- General

One of the most serious infringements against the provisions of competition law is an understanding among competitors. Agreements and understandings between competitors about pricing, conditions of sale, volume of production, or the sharing of markets, are strictly unlawful. External workers of SAP must not participate in agreements or understandings of this nature.

- Price-Fixing Among Competitors

All forms of price-fixing among competitors are forbidden. This ban also includes all agreements and understandings that only indirectly affect prices or other conditions of sale (for example, discounts). External workers must not participate in setting maximum and minimum prices or exchanging information about future pricing models with competitors.

- Bid-Rigging Among Competitors

All forms of collusion among competitors where they agree in advance who will submit the winning bid on a contract being let through the

competitive bidding process ("bid-rigging"), are strictly prohibited. This includes all forms of bid-rigging, especially complementary bidding, bid rotation or withdrawal from a bid in exchange for a lucrative subcontract.

- Competitive Restrictions

Joint ventures, collaboration agreements, and mergers among competitors can affect free competition. In many cases, they require official approval. Often their legality also has to be checked in multiple systems of law because they can have consequences in other countries. Therefore, external workers of SAP must ensure that the legal department checks the legality of such plans as early as possible and, in any case, before they are effected.

- Contact with Competitors

External workers of SAP must not talk with competitors about SAP's internal matters, such as pricing and conditions of sale, costs, overviews of the market, organizational processes, or other confidential information, from which competitors could draw a competitive advantage over SAP.

- Obtaining Competitor Information

On no account may external workers of SAP seek to obtain trade secrets or other confidential or secret information about a competitor using dishonest means.

External workers must not accept, read, or use information about products and plans of competitors which is identified or identifiable as confidential information unless they are authorized by the competitor to do so.

Accordingly, while engaged by SAP, external workers may only gather and use non-confidential information about SAP competitors (including information that can be found on competitors' websites).

CONDUCT WITH PARTNERS

- General

Partners support SAP in many of the company's numerous and varied business interests. External workers must therefore conduct themselves with absolute loyalty towards SAP and neutrality towards every partner. In particular, presenting a consistent and coordinated message is in the best business interests of SAP and the partner concerned.

If a partner is also a customer, vendor, or competitor of SAP, external workers must observe the elements of this Code of Business Conduct described above with respect to customers, vendors, and competitors.

- Personal Gain

External workers must avoid situations that could be perceived as bribery and corruption and therefore must ensure to comply with this Code of Business Conduct described above with respect to personal gain, bribery and corruption.

- Preferential Treatment

External workers must avoid all forms of one-sided preferential treatment of one partner. This particularly applies to competing bids from several partners for the same customer.

- Changes in Contracts

External workers of SAP must not agree to any changes, qualifications, or amendments to standard SAP contracts or general terms and conditions, whether by supplementary agreement, side letter, or otherwise, without first obtaining approval from the legal department.

7. COMPLIANCE OFFICE REPORTING AND SAP'S NON-RETALIATION POLICY

SAP has established an Office of Ethics & Compliance (ethicalbusiness@sap.com) to oversee this Code of Business Conduct. The Office of Ethics & Compliance must ensure that the principles in this Code are not compromised and that neither SAP nor the reputation of the company is damaged.

External workers are expected to raise any issue or question about violations of this Code of Business Conduct with the Office of Ethics & Compliance. An objective investigation will be conducted, when necessary, to ensure appropriate remedial action. Such reports will be maintained with confidentiality to the greatest extent practical, in light of the need to conduct an investigation.

External workers are expected to fully cooperate with company investigations. Subject to local law provisions, failure to cooperate fully with an SAP investigation may be deemed a breach of this Code of Business Conduct.

Questions or concerns about SAP's investigative process may be raised to the Office of Ethics & Compliance or the Global HR Compliance Office of SAP.

Retaliation for reporting concerns or participating in an investigation is strictly prohibited. However, dishonest, bad faith, or otherwise abusive reports (such as false personal attacks aimed at specific individuals) are prohibited and may result in disciplinary action.