



ESRI'S CODE OF BUSINESS CONDUCT AND ETHICS

ETHICAL STANDARDS — Esri is committed to high ethical standards in all our activities and in compliance with applicable laws and regulations. Esri's integrity is one of our most important assets and Esri expects all employees to safeguard and protect that integrity. All Esri employees must conduct business in an ethical and legal manner whether dealing with customers, vendors, distributors, or each other. In order to promote an ethical culture and a commitment to compliance with the law, this Code of Business Conduct and Ethics (the "Code") is designed to help employees understand their responsibilities to uphold the highest standards of business.

All Esri officers, managers, employees, and any other contractor, consultant or person acting in the name of Esri and its sister companies or affiliates are expected to comply with our ethical obligations. The following standards of conduct will be enforced at all organizational levels. Any employee who violates these standards will be subject to prompt disciplinary action, up to and including separation. Acts constituting criminal conduct may also subject the perpetrator to fines and imprisonment.

This Code supplements other Esri policies and procedures, including the Esri Employee Handbook and core competencies. This Code does not replace existing policies and procedures.

REPORTING VIOLATIONS — Esri's Human Resources Department has been designated with responsibility for overseeing and monitoring compliance with this Code. The Human Resources Department will make periodic reports to Esri's Corporate Management for this purpose regarding the implementation and effectiveness of this Code.

Esri employees are encouraged to direct any questions or to report any incident regarding the Code to their supervisor, Human Resources, Corporate Management or via email (to ethics_and_compliance@esri.com). Employees may also utilize the Esri [EthicsPoint Hotline](#) for reporting. All reports are confidential. Esri may have an obligation to investigate and report to appropriate governmental authorities whenever Esri has reasonable grounds to believe that there has been a 1) violation of criminal law involving fraud, conflict of interest, bribery, or gratuity violations; 2) violation of the civil False Claims Act (31 U.S.C. 3729-3733); or 3) a violation of U.S. export control regulations.

Esri encourages its employees to provide information that may assist Esri in investigating and correcting any ethical or legal violations that may occur. Employees are protected by law under whistleblower protection provisions if they report gross mismanagement, gross waste, public safety issues, abuse of authority, or violation of law in the implementation or use of stimulus funds pursuant to section 1553 of the American Recovery and Reinvestment Act of 2009 (Pub. L. 111-5). Esri may not discharge, demote, or otherwise discriminate against employees as reprisal for making such reports.

PROTECTING PROPRIETARY AND CONFIDENTIAL INFORMATION — During employment with Esri, employees may have access to confidential information relating to Esri



and its customers. All employees must protect Esri and its customers' proprietary and confidential information from improper disclosure. Esri employees must never accept confidential information from another person or company, or sign a confidentiality agreement in favor of someone else, without proper internal authorization.

All Esri employees sign a "Trade Secrets, Proprietary Information, and Inventions Agreement" which, along with various laws, gives Esri ownership of work developed by employees in the scope of their employment. Esri employees are obligated to cooperate with Esri to obtain intellectual property rights as may be necessary to protect Esri's rights in the work product.

Esri requires all software, data, images, or other third party-owned materials installed on its computer equipment and mobile devices to be properly licensed. To ensure the compliance of all employees with Esri's copyright policy, all obligations imposed by the vendors of software, data, images, or other third party-owned materials and by law must be adhered to at all times.

MAINTAINING ACCURATE FINANCIAL RECORDS — Esri is committed to maintaining accurate and timely financial records. Esri's record keeping procedures are essential to ensure that all costs are properly charged and allocated. It is critical to Esri, that all financial and non-financial data be accurate, complete and valid in all material respects.

Every employee is expected to complete their electronic time card accurately and to the correct charge number, in accordance with the time card guidelines. Similarly all check requests, travel expenses and other costs must be accurately coded to the proper expense accounts.

PERSONAL CONDUCT OF EMPLOYEES — Esri is committed to providing a safe and productive work environment. Esri prohibits all forms of sexual or illegal harassment. All employees must follow the policy prohibiting harassment. Further, Esri employees may not perform work while impaired due to drugs or alcohol, and must comply with the Esri drug free workplace policy. Esri is a weapons-free work site. Please refer to the Employee Responsibilities section of the Employee Handbook for additional details.

EQUAL EMPLOYMENT OPPORTUNITY COMPLIANCE — Esri complies with Equal Employment Opportunity laws and does not discriminate on the basis of race, color, national origin, sex, age, disability, creed, religion, sexual orientation, or veteran status in treatment or employment. Esri also makes reasonable accommodations for people with disabilities. Please reference the Equal Employment Opportunity Policy.

CONFLICTS OF INTEREST — Esri discourages employees from engaging in any activity that is, or may appear to be, a conflict of interest with your duties at Esri. Every employee is expected to avoid circumstances where personal or family interests actually or potentially conflict with the interests of Esri. An employee must declare in writing to Human Resources any financial interest he/she or his/her close relatives or associates have in any business that may be contracted to supply goods or services to Esri.



GIVING AND ACCEPTING GIFTS — All dealings with customers and potential customers must be legal, fair, and open. Esri employees may never accept or solicit improper payments, gifts or gratuities from or to any Esri customer or supplier. Esri employees may not give or solicit a gift, entertainment, meals, or other gratuity of any kind, nor may they accept a gift, entertainment, meals, or other gratuity from a customer, supplier, vendor representative or business partner greater than \$25.00 market value without Corporate Management approval. Esri employees may not give a public official anything of value: 1) with the intent to influence any official act; 2) to influence the official to commit or aid in fraud; nor 3) to induce the official to act in violation of their official duties.

ACCURATE STATEMENTS AND REPRESENTATIONS — Whenever Esri employees are called upon to make statements about competitors and their products or about Esri products and services, they should do their utmost to make sure these statements are current and accurate.

ANTITRUST LAWS — Esri believes in fair and open competition and requires strict adherence to all applicable Antitrust or Competition laws worldwide. All employees must, at all times, comply with Antitrust or Competition laws and Esri's antitrust and competition policies, including any regional policies that apply to particular businesses. If an employee's position with Esri requires him or her to make statements regarding Esri competitors or their products, that employee is responsible to make sure these statements are limited to current, accurate, complete, and relevant information. Make sure that your business relationships with Esri's customers, suppliers, and competitors comply with all applicable laws, including U.S. antitrust laws. Any questions regarding Antitrust Laws may be directed to the Contracts and Legal Services department for clarification.

As a general rule, agreements and/or arrangements among competitors regarding (among other things) prices, trading conditions, projected sales for any specific products or services, revenues and expenses, production schedules, inventories or sharing markets violate antitrust laws. The exchange of competitive or proprietary information must also be avoided. These guidelines also apply to informal contacts with competitors, including those at trade shows or meetings of professional organizations.

EXPORT CONTROL — Esri is committed to promoting business while complying with all applicable U.S. export control laws and regulations that guide the transfer, export, sale, or release of any product including hardware, software, data, or technology from the United States. Guidance on compliance with U.S. export control regulations is available in the Esri Export Compliance Manual. Any additional questions regarding export control may be directed to the Contracts and Legal Services department for clarification.