

UKG Third Party Code of Conduct

June 2024



UKG Third Party Code of Conduct

UKG Inc. and its subsidiaries and affiliates (collectively, “UKG” or the “Company”) are committed to following the law and maintaining high ethical standards, and expect the same from the suppliers, vendors, partners, and other third parties (each a “Third Party” and, collectively, “Third Parties”) with which we do business.

Ethics and Integrity

Compliance with this Code, Laws, and Regulations

This Third Party Code of Conduct (the “Code”) describes the minimum standards Third Parties, their employees and contractors, and anyone outside of their organization engaged to provide services for or with UKG (collectively, “Third Party Personnel”), are expected to meet when conducting UKG-related business. All Third Parties and Personnel must comply with this Code and the laws and regulations applicable to their work with UKG. To the extent any law or regulation is more restrictive than this Code, Third Parties, and Third Party Personnel must follow the more restrictive law or regulation.



UKG expects Third Parties to have policies, training, processes, and controls in place to comply with this Code. UKG encourages Third Parties to implement their own written code of conduct, and to flow down the principles reflected in that code to the entities that provide goods and services to the Third Party. We expect Third Parties to act as responsible corporate citizens and in a manner that is consistent with our United, Kind, and Growing values.

Due Diligence and Monitoring

Where appropriate, UKG conducts risk-based due diligence on Third Parties as part of assessing whether to enter or remain in a business relationship with them. UKG expects Third Parties to provide complete and accurate information in connection with that due diligence when requested by UKG.

If UKG determines that a Third Party or Third Party Personnel has violated this Code with respect to UKG-related business, UKG may, in its sole discretion, require the Third Party to implement a remediation plan or, in certain instances, suspend or terminate its relationship with the Third Party.

Privacy and Data Protection

Third Parties and Third Party Personnel must:

- handle and disclose personal data that they obtain in the course of their work with UKG in a manner that complies with applicable privacy laws and their agreement(s) with UKG;
- protect personal data and confidential information against unauthorized and unlawful use, disclosure, access, loss, alteration, damage, and destruction;
- implement controls that meet UKG’s requirements to maintain, protect, and responsibly use any information;
- maintain reasonable, effective, and legally compliant information security and privacy policies and procedures; and
- ensure that any products delivered to UKG satisfy relevant cybersecurity-related regulations and are free from cybersecurity risks.



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Anti-Corruption/ Bribery and Export Control Laws and Regulations

Third Parties and Third Party Personnel must comply with the anti-corruption laws or policies that are applicable to UKG when working for or with UKG. This includes complying with any gift, hospitality, charitable contribution, or related policies or requirements imposed by UKG or UKG's customers when working on UKG-related business.

Third Parties and Third Party Personnel must also comply with all applicable economic sanctions and export control laws and regulations and avoid undertaking any actions that would cause UKG to violate such sanctions, laws, or regulations.

Anti-Boycott

Third Parties and Third Party Personnel must not participate in, cooperate with, or further the cause of any unlawful foreign economic boycott.

Economic Crime and Money Laundering

Third Parties and Third Party Personnel must not provide any service or enter into any arrangement that facilitates or may cause UKG to be involved directly or indirectly in economic crime, including money laundering. Third Parties and Third Party Personnel must not channel any money to, or support, illegal activities such as terrorism, tax evasion, or fraud.



Fair Competition

Third Parties and Third Party Personnel must compete fairly and comply with the antitrust and competition laws and regulations that are applicable to UKG. Third Parties must not agree to unlawfully restrict competition, fix prices, compensation, or benefits, collude or rig bids with competitors, or to unlawfully allocate clients, markets, people, or services in connection with UKG or UKG business.

Public Sector Entities

Third Parties and Third Party Personnel that do business with government entities, entities owned or controlled by a government, or entities that are subject to government procurement regulations of any country ("Public Sector Entities") must comply with all laws, rules, regulations, and flow down requirements that relate to the acquisition of goods or services by Public Sector Entities in connection with UKG-related business.

Activities that may be appropriate when dealing with non-Public Sector Entities may be improper or potentially even illegal when dealing with Public Sector Entities. Third Parties and Third Party Personnel are responsible for understanding how to lawfully engage with Public Sector Entities and to comply with any related obligations. Third Parties and Third Party Personnel must never engage in any lobbying activities on behalf of UKG unless they are specifically authorized in writing by UKG to do so and they must only act to the extent authorized.

Fraud and Deception

Third Parties and Third Party Personnel must not engage in fraud, deception, or misleading conduct, or allow others acting on their behalf to do so. UKG expects Third Parties to act with integrity and transparency in all dealings and interactions with UKG and other parties, including government or regulatory authorities, and UKG's customers. When Third Parties determine or discover that a false or misleading statement or material omission of any kind has been made, whether intentional or inadvertent, they must take immediate steps to identify the inaccurate statement and provide accurate information.

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Counterfeit Parts

UKG expects Third Parties to develop, implement, and maintain methods and processes appropriate to their products to minimize the risk of introducing counterfeit parts and materials into deliverable products. Effective processes should be in place to detect counterfeit parts and materials, provide notification to recipients of counterfeit product(s) when warranted, and exclude them from the delivered product.

Risk Management

Third Parties are encouraged to proactively manage and mitigate risk in their supply chain and where appropriate to report risk back to UKG to ensure that those risks are appropriately mitigated.

Accurate Record Keeping

UKG expects Third Parties to have in place appropriate controls to accurately and securely create, store, and maintain business records, including those submitted to UKG, UKG customers, or regulatory authorities. Records must be retained based on the applicable retention requirements.

Timely Payment

UKG expects Third Parties to pay their suppliers on time in accordance with agreed contractual payment terms.

Proper Payment of Taxes

UKG expects Third Parties to properly and accurately record all financial aspects of their work, to represent themselves accurately to all relevant tax authorities, and ensure that appropriate processes are in place to prevent the facilitation of tax evasion by Third Party Personnel.

Employment and Labor Rights



Anti-Discrimination and Supplier Diversity

Third Parties and Third Party Personnel must not harass or discriminate against anyone based on their age, disability, gender, race, color, religion, sexual orientation, national origin, ethnicity, veteran's status, marital status, or any other status protected by applicable law. Third Parties must provide a workplace free of harassment and discrimination by treating its employees and other individuals entitled to protection under the law fairly and respectfully. In the United States (U.S.), and where available and appropriate, Third Parties must use suppliers that are certified as minority, women, disabled person, lesbian, gay, bi-sexual, transgender, and/or U.S. veteran-owned.

Freedom of Association

Except to the extent permissible under applicable law, Third Parties must not restrict the rights of Third Party Personnel to join or form trade unions, bargain collectively, and to otherwise lawfully form and join organizations and peacefully associate. Third Parties must not discriminate in hiring based on union membership.

Compensation and Working Hours

Third Parties must comply with all applicable wage and hour laws in the locations in which they operate, including with respect to overtime, maximum working hours, and compensation. Third Parties must provide all Third Party Personnel with correct information regarding wages and benefits, including overtime, if applicable. For U.S. related work, Third Parties must abide by applicable government requirements to verify U.S. Citizenship.

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Modern Slavery and Human Trafficking

Third Parties must comply with applicable modern slavery and human trafficking prevention laws including, without limitation, the Modern Slavery Act 2015 (UK), and the Modern Slavery Act 2018 (Australia), and not use child labor. Third Parties must only use voluntary labor and Personnel who have the proper work-related documentation. Third Parties must take appropriate steps to ensure that modern slavery is not taking place in any part of their organization, including its supply chain.

Child Labor

Third Parties must ensure that illegal child labor is not used in the performance of any work. The term “child” refers to any person under the minimum legal age for employment where the work is performed.

Human Rights

Third Parties are expected to treat their Personnel fairly and respectfully and ensure that they are not complicit in human rights abuses. Abusive, violent, threatening, disruptive, physical, and other inhumane behavior is never acceptable.

Culture of Ethics



Conflicts of Interest

If a Third Party becomes aware of an actual or apparent conflict of interest that may impact its work for or with UKG, it must notify UKG promptly. While we cannot list every potential conflict of interest, a conflict of interest may occur when an organizational or personal interest (including interests of employees or their close relatives, friends, or associates) interferes, or appears to interfere, with the interests of UKG or could cast doubt on the Third Party’s ability to act with objectivity when providing services or in connection with UKG’s business. UKG may require a Third Party to take steps to mitigate potential conflicts that arise.

Confidentiality and Insider Trading

Third Parties and Third Party Personnel may be exposed to sensitive or non-public information about UKG’s financial performance or strategic plans before the information becomes public (“Inside Information”). Third Parties and Third Party Personnel may not use, disclose, or share Inside Information for any other purpose except as expressly allowed per the Agreement. All Inside Information about the Company should be considered confidential information and may not be disclosed to anyone before the information becomes public. To use Inside Information for personal financial benefit or to “tip” others who might make decisions on the basis of Inside Information is not only unethical but also illegal. Those with questions about the use of Inside Information should follow the process indicated in this Code.

Intellectual Property Rights

Third Parties must respect the intellectual property rights of UKG and others and comply with all the applicable laws governing intellectual property rights. This means, for example, that, Third Parties must (1) not use UKG intellectual property in a manner that is not authorized by UKG, (2) not use the unlicensed software or technology of others in support of in connection with work for or with UKG, and (3) abide by all intellectual property rights of UKG, software created or used by UKG, and any other software licensing requirements.

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Social Media

UKG expects Third Parties to refrain from disrespectful, unprofessional, harassing, defamatory, discriminatory, and prohibited activity on social media platforms. Third Parties must not act or speak on behalf of UKG, represent themselves as UKG, or express any views attributable to UKG unless expressly authorized by UKG to do so. Third Parties must not allow Third Party Personnel to post information related to the work they do for UKG on social media platforms.

Environmental, Social, and Governance (ESG)



Workplace Health and Safety

UKG is committed to maintaining a safe and healthy workplace and expects Third Parties to share in this commitment. This includes, but is not limited to, issues relating to standard occupational health and safety performance and policies, employee health and wellness programs, and emergency and disaster preparedness management.

Third Parties are expected to provide their employees with a safe workplace, have reasonable procedures to detect, prevent and handle potential risks to the health, safety, and security of employees, and follow all applicable laws relating to health and safety in the workplace. Third Party Personnel should feel safe to report any dangerous or unsanitary work environment. Third Parties must provide employees with workplace health and safety training and post safety related information easily accessible for all employees.

Environment

UKG cares deeply about our environmental impact and our responsibility to take care of the world in which we live and work. Our commitment to environmental sustainability is described in our [Global Environmental Policy](#). Our commitment to the environment extends to the Third Parties that we work with. Third Parties must operate in an environmentally responsible manner, work to minimize negative impacts on the environment, and comply with all environmental laws in the countries in which they operate. This includes, but is not limited to, laws relating to chemical, waste, and hazardous material management and disposal, contaminant release in air, soil, or water, natural resources, wildlife and wetlands protection, water and wastewater treatment and discharge, recycling, and environmental permitting and reporting.

UKG has committed to climate change goals which include Scope 3* emissions reduction goals that are directly related to purchased goods and services and capital goods. To meet these goals, we encourage Third Parties to set their own climate change near-term and long-term [Science Based Targets](#) to align with UKG's environmental commitments. Third Parties are strongly encouraged to set goals to reduce their overall GHG emissions footprint; support renewable energy; and offset, remove, or mitigate any residual emissions. UKG values working with Third Parties that have ambitious climate goals, targets, and commitments, and encourages Third Parties to prioritize relationships with value chain partners who have set sustainability initiatives and goals.

Responsibly Sourced Materials

Third Parties should complete their own due diligence when sourcing materials in their supply chain to determine the origin of such materials and any potential negative environmental impacts.

**Scope 3 emissions are all indirect greenhouse gas emissions that occur in the value chain of an organization, but that are not directly owned or controlled by the organization. Scope 3 emissions include, but are not limited to, emissions from the purchasing of goods and services, the use of sold products, and the disposal of waste. For more information on Scope 3 emissions please visit [GHGProtocol.org](https://www.ghgprotocol.org).*

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Third Parties

UKG may conduct annual ESG surveys or ad hoc requests to confirm compliance with this Third Party Code of Conduct. However, UKG expects that Third Parties will actively audit and monitor their day-to-day management processes concerning the Code of Conduct and provide evidence upon request.

Community Engagement

UKG values working with Third Parties who share our commitment to making positive, impactful contributions to the communities in which they operate. Third Parties are strongly encouraged to foster a culture that encourages their employees to do so.

For more information on our ESG program, please visit ukg.com/esg.

Reporting Concerns and Potential Misconduct

Legal Responsibility

Third Parties are fully responsible legally for claims, losses and other damages that may be suffered by Company and/or third parties as a result of its failure to comply with the provisions of this Code or for any violations of applicable law. While the Company may monitor Third Parties compliance with this Code in its sole discretion, such monitoring does not relieve Third Parties of their legal responsibility for compliance with its provisions.



Company reserves the right to audit Third Parties for compliance with the above Code requirements.

If Third Parties become aware of or suspect noncompliance with or violations of this Code, then they must report it to complianceofficer@ukg.com. If a Third Party directs or approves of any conduct in violation of this Code or fails to comply with the terms of this Code, that Third Party may jeopardize its relationship with UKG. UKG reserves the right to pursue corrective action to remedy any violation of any of the terms of this Code. In the case of a violation of law or regulation, UKG may be required to report such violations to the proper authorities.

This Code is in no way intended to conflict with or modify the terms and conditions of the written agreement between UKG and the Third Party. In the event of a conflict, Third Parties must adhere first to applicable laws and regulations, then to the terms of their agreement with UKG, followed by this Code.



Seeking Guidance and Reporting Concerns

Third Parties are encouraged and expected to seek additional guidance from UKG if they are unclear about UKG's expectations under this Code. Unless prohibited by law, Third Parties are expected to promptly report any concerns that arise in connection with UKG and potential violations of this

Code, laws, regulations, or ethical standards in one of the following ways:

- The UKG individual(s) designated as responsible for the Third Party's services for or with UKG;
- By contacting complianceofficer@ukg.com;
- The UKG Ethics and Compliance [ReportingLINE](#)
 - The ReportingLINE accepts both web-based and telephone reports.
 - This hotline is managed by a Third Party provider. Any information you provide will be made available to authorized individuals within UKG in a secure format. Reports may be made anonymously where permitted by local law.

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Third Parties must not retaliate against any Personnel, customer or other business partner who reports a grievance or violation of law. UKG expects Third Parties to inform their Personnel that they will not be subject to retaliation as a result of reporting a concern to UKG in good faith. Where available, Third Parties must provide a confidential complaint mechanism for their employees to disclose complaints.

Acknowledgment of this Code



Third Parties who work for or with UKG and who are in receipt of this Code agree to (1) comply with the requirements and expectations set forth in this Code, (2) provide current, complete and accurate information to facilitate appropriate third party due diligence by UKG, and (3) comply with the laws and regulations, including those applicable to UKG, when conducting UKG-related business. **UKG reserves the right to amend and modify this Code at its discretion.**