



UKG Supplier Code of Conduct

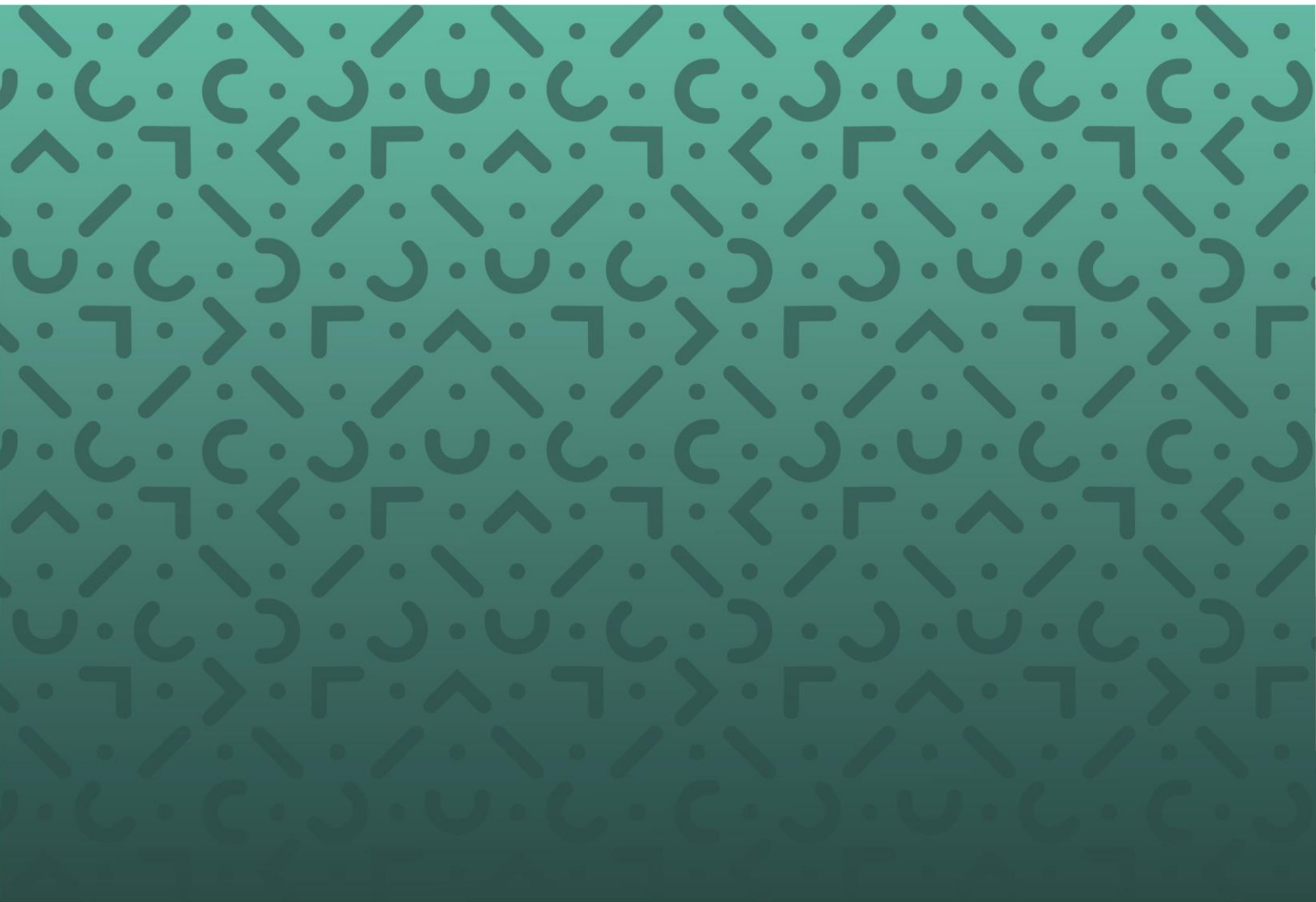


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UKG Supplier Code of Conduct

UKG is committed to achieving the highest ethical, moral, and environmental standards for all of its employees and we expect the same from our vendors. We believe in developing and maintaining a culture in which our vendors support and practice our values and part of that is to abide by our Supplier Code of Conduct (“Code”). This Code shall apply to any vendor affiliate, subsidiary, or employee (each and collectively referred to as “Vendors”) that provides goods or services to UKG Inc. or to any of its subsidiaries, including but not limited to Kronos and Ultimate Software (collectively “UKG” or “the Company”). The Company complies with the laws of each country in which it conducts business, including but not limited to the anti-corruption laws of the United States and those applicable in each country in which it operates. All Vendors are required to comply with all laws, regulations and professional standards that apply to their relationship with the Company, and Vendors must be familiar with and comply with the laws and regulations that relate to their business responsibilities, including those related to 1) Employment and Labor Rights, 2) Ethics, and 3) Health, Safety and Environmental Protections.

Employment and Labor Rights

Anti-Discrimination

Vendors shall not harass or discriminate against any employee based on their age, disability, gender, race, color, religion, sexual orientation, national origin, ethnicity, veteran’s status or any other status protected by applicable law. Vendors shall provide a workplace free of harassment and discrimination by treating their employees fairly and respectfully. In the United States, Vendors, where available and appropriate, shall use suppliers that are certified as minority, women, disabled person, lesbian, gay, bi-sexual, transgender and/or U.S. veteran-owned.

Modern Slavery and Human Trafficking Statement

Vendors shall abide by Modern Slavery prevention laws including the Modern Slavery Act 2015 (UK), and the Modern Slavery Act 2018 (Australia), and not use underage labor. Underage workers shall be defined by applicable law regulating minimum legal age to work. Workers below the age of 18 shall not be employed in jobs that are likely to jeopardize their health and safety. Vendors shall only use voluntary labor and employees who have the proper work-related documentation. Vendors shall take steps to ensure that modern slavery is not taking place in any part of their organization, including a vendor’s supply chain.

Unions

Except to the extent permissible under applicable law, Vendors shall not restrict their employees’ rights to join or form trade unions and to bargain collectively. Vendors shall not discriminate in hiring based on union membership.

Human Rights

Vendors shall treat all their employees fairly and respectfully and ensure that they are not complicit in human rights abuses. Vendors’ employees shall not be subjected to inhumane treatment including verbal or physical harassment.

Compensation and Working Hours

Vendors shall provide all employees with correct information regarding employees’ wages and benefits, including overtime, if applicable. Vendors shall comply with all applicable labor laws that dictate employees maximum working hours and employee compensation in all of vendor’s locations.

Culture of Ethics

Anti-Corruption/Bribery and Kickbacks

Vendors shall not engage in acts or transactions in violation of any applicable anti-corruption legislation, including but not limited to anti-corruption laws of their country and any law that implements the United States Foreign Corrupt Practices Act (FCPA). Vendors further shall keep proper and accurate books and records reflecting all payments made and expenses incurred in connection with the performance of their obligations in connection to any formal agreements with UKG.

Bribes and Kickbacks are criminal acts and strictly prohibited by law. Vendors must not offer, give, solicit, or receive any form of bribe or kickback anywhere in the world in violation of the Foreign Corrupt Practices Act (“FCPA”), the UK Bribery Act 2010 (“UKBA”) or other local law(s). No illegal or unethical act is justified by claiming that a superior ordered it or that one did not know the act was improper.

Confidentiality

Vendors may be exposed to sensitive information about the Company’s financial performance or strategic plans before the information becomes public (“Inside Information”). Vendors may not use, disclose or share Inside Information for any other purpose except as expressly allowed per the parties’ 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

Vendors shall abide by all intellectual property rights of UKG and all UKG software licensing requirements and third-party licensing obligations.

Privacy

Vendors will maintain reasonable, effective and legally compliant information security and privacy policies and procedures. Such policies and procedures must include safeguards related to the security and confidentiality of any personal information which relates to an identified or identifiable individual, including, but not limited to, names, addresses, social security or other government issued identification numbers, financial information or other data that is subject to legal protection under applicable privacy laws. Vendors shall comply with all applicable privacy and information security laws and regulations related to the collection, storage, processing, transfer and sharing of personal information.

Gifts and Gratuity

Vendors shall not offer any gifts, gratuity (including meals or entertainment) to a UKG employee in any situation that may influence, or appear to improperly influence, a UKG employee’s decision related to a vendor. Employees of vendors must not accept or let any member of his or her immediate family accept, any gifts, gratuities or other favors from any customer, supplier, or other person doing or seeking to do business with UKG if prohibited by applicable law; and if not so prohibited, only items of nominal value may be accepted. Any gifts that are not of nominal value should be returned at once and reported.

Reporting

Vendors shall not retaliate against any employee, customer or other business partner who reports a grievance or violation of law. Where available, vendors shall provide a confidential complaint mechanism for their employees to disclose complaints.

Health, Safety, & Environment Protections

Workplace Safety

Vendors shall have reasonable procedures to detect, prevent and handle potential risks to the health, safety and security of their employees and follow all applicable laws relating to health and safety in the workplace. Vendors shall keep their workplace free from health and safety hazards as well as provide their employees with clean drinking water and toilet facilities. Vendors’ employees should feel safe to report any dangerous or unsanitary work environment.

Environment

Vendors shall operate in an environmentally responsible manner. Vendors shall minimize negative impacts on the environment and comply with all environmental laws in the countries in which they operate. Vendors shall responsibly handle all materials related to land use, planning, pollution, contaminates, or the disposal of substances (including hazardous materials).

Health and Safety

Vendors shall provide employees with workplace health and safety training and post safety related information easily accessible for all employees.

Responsibly Sourced Materials

Vendors shall 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.

Legal Responsibility

Vendor shall be fully responsible legally for claims, losses and other damages that may be suffered by UKG 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 referenced herein. While UKG may monitor vendor’s compliance with this Code in its sole discretion, such monitoring shall not relieve vendor of its legal responsibility for compliance with its provisions.

UKG reserves the right to audit Vendors for compliance with the above Code requirements and may, at its sole option, appoint a third party to conduct said audit. Vendors must grant UKG and/or its third-party auditor reasonable access to its premises and data, records, accounts, financial information or other relevant materials.

If a vendor becomes aware of or suspects noncompliance with or violations of this Code, then vendor will report it to the Company General Counsel. Any vendor who directs or approves of any conduct in violation of this Code or fails to comply with the terms of this Code may jeopardize their relationship with UKG which could result in termination of some or all UKG product or service contracts.

In the event of a conflict between the terms of this Section titled “Legal Responsibility” of this Code of Conduct and the terms of the underlying Agreement, the terms of the underlying Agreement shall govern.

Supplier

Date: _____

By: _____

Name: _____

Title: _____

