



# **Global Supplier Code of Business Conduct & Ethics**

**Version 2.0**

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## Document Statement

CDK Global, Inc. and its subsidiaries' (CDK) reputation for service, quality and fair dealing is coupled with CDK's commitment to its values of integrity, social responsibility and legal compliance. CDK has built a culture of compliance, honest business conduct and solid business ethics. Our standards can be met only with the cooperation of our agents, consultants, contractors and suppliers (CDK Suppliers).

Inappropriate acts or omissions by CDK Suppliers can damage CDK's business and reputation.

This Global Supplier Code of Business Conduct and Ethics (Supplier Code) outlines the expectations and standards that must be followed when conducting business with CDK.

In order to conduct business with or on behalf of CDK, CDK Suppliers agree to abide by the terms of this Supplier Code, CDK's Anti-bribery & Corruption Policy, CDK's Sponsored Non-Employee & Guest Travel and Expense Guidelines, and to cooperate with any due diligence requirements.

## Scope

The Supplier Code is applicable to all CDK Suppliers and their personnel throughout the world. Please check with your representative within the CDK Procurement group about any country-specific requirements when operating outside of North America.

### 1.0 Related or Referenced Policies

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CDK Anti-bribery & Corruption Policy

CDK Sponsored Non-Employee & Guest Travel and Expense Guidelines

### 2.0 Compliance with Laws, Regulations and the Supplier Code

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CDK requires that all CDK Suppliers comply with the standards and principals of this Supplier Code and all applicable laws and regulations. Compliance means not only observing the law, but also conducting corporate business in a way that recognizes and fulfills your ethical responsibilities. Where local laws are less restrictive than this Supplier Code, you must comply with the Supplier Code, even if your conduct would otherwise be legal. If local laws are more restrictive than the Supplier Code, you must, at a minimum, comply with those laws. CDK expects you to adhere to high ethical standards and to avoid engaging in any activity that involves even the appearance of impropriety.



### **Financial Integrity and Business Records**

CDK Suppliers must accurately document all transactions related to your relationship with CDK and must conform to either a reasonable system of internal controls or, where applicable, to generally accepted accounting principles. Any contractual variations, additional provisions or agreements should be properly documented. Contractual agreements may only be executed by those persons with proper authority.

The handling and disbursement of funds related to CDK business transactions must be pursuant to a duly authorized written CDK contract executed by the Vice President of CDK Global Procurement or that CDK employee the VP of CDK Global Procurement has specifically designated and authorized to execute contracts on his/her behalf, with clearly defined procedures as well as an accompanying purchase order, where applicable. No undisclosed or unrecorded fund or asset relating to any CDK transaction may be established or maintained for any purpose.

### **Gifts, Entertainment and Travel**

When working with CDK, you must ensure appropriate expenditures and avoid directly or indirectly promising, offering or authorizing something of value to anyone in order to gain influence or an improper advantage.

### **Antitrust and Competition Laws**

CDK is committed to observing rigorously the applicable antitrust or competition laws of all countries in which it conducts business. In working with or on behalf of CDK, CDK Suppliers must observe all applicable antitrust and competition laws and must never engage in unfair methods of competition or deceptive practices

### **Respect for Proprietary Rights**

CDK respects the intellectual property rights of others and expects other companies to respect CDK's intellectual property rights. As a CDK Supplier, you must not use patented technology or reproduce copyrighted software, trademarks, documentation, or other materials of CDK or any third party without written permission.

### **Confidential Information**

You are required to protect all CDK confidential information to which you have access in connection with the provision of your products and services to CDK by not transferring, publishing, using, or disclosing it other than as expressly agreed in your written agreement with CDK or as directed or authorized by CDK. Materials containing CDK confidential information must be handled in accordance with your written agreement with CDK, the applicable laws and standards and, at a minimum, be stored and transmitted securely and accessed internally only by employees with a need to know.



### **Data Protection**

To the extent that personal data relating to CDK employees, contractors, customers or other third parties is collected, stored, processed, or transmitted pursuant to agreements the Supplier enters into with CDK, you are required to handle the personal data pursuant to your agreement with CDK as well as applicable laws and regulations. You shall use the personal data solely for such purposes and in such manner as expressly provided in your agreement with CDK, and shall not disclose the personal data to any third party unless expressly agreed to by CDK or CDK's Client if they are the data owner.

Suppliers shall ensure that they have appropriate technical, administrative and physical controls in place to safeguard personal data and other confidential information and to prevent its loss, misuse, theft, fraud, improper access, disclosure or alteration. You must immediately report any unauthorized use, disclosure or loss of CDK personal data or confidential information to CDK's Legal Department.

When requested by CDK, you are required to enable an evaluation by CDK to be carried out to ensure appropriate policies, security standards and procedures are followed when accessing, storing, processing, transmitting, or otherwise managing CDK confidential information or personal data, CDK networks, or a CDK customer's networks.

### **Securities and Insider Trading Laws**

As a CDK Supplier, you are required to comply with all applicable United States and foreign insider trading and securities laws governing transactions in the securities of CDK. If you possess material, non-public information, you may not trade in CDK securities or the securities of another company to which the information pertains. You may not engage in any action to take advantage of or pass on to any person(s) (i.e. "tip") material information gained through your relationship with CDK until it has been disclosed to the general public.

### **Compliance with Export Laws**

CDK requires that you comply with all applicable U.S. and foreign export laws. Failure to comply could result in the loss or restriction of your or CDK's export privileges. You are responsible for understanding how the export control laws apply and for conforming to these laws to ensure no direct or indirect exports are made in violation of these laws or will be used for any purpose prohibited by these laws.

### **Economic Boycotts**

You must not participate directly or indirectly in any economic boycott not sanctioned by the U.S. or another relevant government. You must not provide information that could be construed to support any such unsanctioned boycotts.



### **Conflicts Of Interest**

The term “conflict of interest” describes any circumstance that could cast doubt on your ability to act with total objectivity with regard to CDK’s interests. CDK expects CDK Suppliers to be free from any conflicts of interest. Conflict of interest situations may arise in many ways. If you feel that you have an actual or potential conflict with CDK or any of its employees, you must report all pertinent details to the Ethics & Compliance Office of CDK (ethics@cdk.com).

### **Corporate Social Responsibility**

For CDK, corporate social responsibility (CSR) encompasses the economic, environmental and social aspects of our business by continuously working with our clients and suppliers to develop innovative technologies, services and partnerships. We focus our energy on initiatives that support our diverse workforce; enhance and protect our environment; and strengthen our communities. CDK maintains a zero-tolerance approach to the deprivation of a person’s liberty for commercial gain, including without limitation slavery, servitude, forced and compulsory labor and human trafficking. CDK is committed to acting ethically and with integrity in all our business dealings and relationships and to implementing and enforcing effective systems and controls to ensure that human trafficking is not taking place within our business. CDK expects the same high standards from all CDK Suppliers and may terminate relationships with CDK Suppliers where such standards are not met.

## **3.0 General Contracting Issues**

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CDK expects you and your employees to compete fairly and ethically for all business opportunities. Your employees who are involved in the sale or licensing of products/services, the negotiation of agreements, or the delivery of services to CDK are expected to understand and honor the terms of contractual agreements. Suppliers are required to ensure that all statements, communications, and representations to CDK are complete, accurate and truthful.

### **Dealing with Government**

You must strictly observe the laws, rules, and regulations that govern the acquisition of goods and services by any governmental entity of any country and the performance of government contracts where you are providing such goods and/or services. If you deal with any governmental entity in connection with your relationship with CDK, you are responsible for learning and complying with all rules that apply to government contracting and interactions with government officials and employees.

### **Lobbying of Government Officials**

Lobbying is generally any activity that attempts to influence laws, regulations, policies, and rules. In certain jurisdictions, however, the legal definition of “lobbying” can also cover procurement and business development activity. You may not lobby any government official on



behalf of CDK unless specifically retained by CDK for that purpose through a written agreement.

## 4.0 Reporting Violations

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CDK Suppliers must report to CDK and to the relevant person within your organization responsible for ethics any conduct, including conduct of any CDK employee that you reasonably believe to be in actual, apparent, or potential violation of the Supplier Code. CDK will seek to handle all such matters confidentially.

Such matters may be reported to CDK in the following ways by contacting:

CDK's Ethics Hotline (24 hours) through our third-party reporting provider, Convercent:

Telephone: in the United States call 1-800-461-9330;

Outside the United States, place a collect call to +1-720-514-4400.

Additional international dialing instructions are available in other languages at [www.cdkgloalethics.com](http://www.cdkgloalethics.com); or

Online: at [www.cdkgloalethics.com](http://www.cdkgloalethics.com).

In some countries, options are available to submit your report anonymously and to display the report form in your preferred language. Please note that the laws in certain countries may limit the types of concerns that can be reported to the Company's Ethics Hotline, whether anonymous reports may be submitted to the Hotline and other restrictions. For additional information about country-specific requirements, please contact CDK's Chief Ethics Officer at 847-485-4039 or [ethics@cdk.com](mailto:ethics@cdk.com).

For general questions: Send an email to [ethics@cdk.com](mailto:ethics@cdk.com) or contact your representative within the CDK Procurement group.

## 5.0 Document Retention

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Storage of documents related to this policy are directed by the Policy Owner and in accordance with CDK's General Retention Schedule, subject to any litigation holds.