



INTELLIGENT COMMUNICATIONS

Supplier (Indirect) Code of Ethics & Business Conduct

Effective: September 2007 (Revised December 2009)

INTRODUCTION

Avaya Inc. is consistently recognized by industry and technology experts as a leading global provider of business communications applications, systems and services. Because we serve more than one million businesses worldwide, we must hold ourselves to a high ethical standard as a benchmark for others to emulate. It is essential that those with whom we do business (and engage as our Suppliers, vendors and agents) uphold the same high ethical standards.

Our Suppliers are expected to behave in an ethical and socially responsible manner with respect to business practices, human rights, acceptable working conditions and environmental protection. It is our firm belief that each individual who contributes to the success of our business not be deprived of basic human rights.

PURPOSE

Avaya has issued this Supplier Code of Conduct as a statement of our expectation that all Suppliers and their employees understand and exhibit a dedication to integrity and ethics consistent with the behaviors described in this Code.

APPLICATION

We have developed this Code to apply specifically to the Suppliers from whom Avaya purchases or seeks to purchase Indirect Materials. "Indirect Materials" is defined as goods and services purchased for internal company use (i.e., materials other than those that are used in the manufacture or distribution of our products and services). For purposes of this document, "Supplier" includes, but is not limited to, any third party supplier, vendor, consultant, sub-contractor, the Supplier's employees, agents, subcontractors or other representatives or any individual (including relationship and non-employee workers) who is/are engaged or proposed to be engaged by Avaya Inc. (or any subsidiary or affiliate of Avaya Inc. collectively referred to as "Avaya") for the provision or performance of work or services concerning Indirect Materials.

This Supplier Code of Conduct document shall be made available to any Supplier who is, or will be, performing work or services for Avaya concerning Indirect Materials. The Code may be incorporated by reference, included in or attached to Supplier agreements or contracts, statements of work, purchase orders and other documents. Suppliers are responsible for ensuring that all of their employees and any subcontracted party performing work for Avaya are informed and agree to comply with this Code.

It is fully expected that Suppliers will comply with all laws and statutory requirements in the states, countries and regions where they conduct business. If any of the principles stated in this Code are in conflict with any laws or statutory requirements, local law takes precedence. If this situation arises, the Supplier must notify Avaya.

LABOR & HUMAN RIGHTS

Any individual who performs work on behalf of Avaya is entitled to basic human rights. All Suppliers shall uphold the human rights of all workers and treat them with dignity and respect. Recognized standards¹ such as the Ethical Trading Initiative (ETI), Social Accountability International (SAI) and the Universal Declaration of Human Rights (UDHR) may be considered when evaluating the Supplier's commitment to human rights.

- Freely Chosen Employment

Avaya requires that all Suppliers support the concept of freely chosen employment and will not accept the use of forced labor, bonded workers, illegal workers or any other involuntary form of labor. All work to be performed for Avaya will be voluntary and no worker, domestic or foreign, shall remain in employment against his or her will.

¹ <http://www.ethicaltrade.org>, <http://www.sa-intl.org>, <http://www.un.org/Overview/rights.html>

- Humane Treatment

Suppliers shall not subject any worker to, or threaten, inhumane or harsh treatment, including but not limited to corporal punishment, harassment, sexual harassment or abuse, mental or physical disciplinary action or verbal abuse. Suppliers shall not require workers to relinquish possession of government-issued identification, passports or work permits as a condition of employment.

- Discrimination

Suppliers must not discriminate against any worker, or tolerate unlawful discrimination on the basis of race, color, age, ethnicity, national origin, disability, gender, gender identity, marital status, maternity status, sexual orientation, religion, political affiliation or opinion, union membership or veteran status. In addition, workers should not be subjected to medical tests that could be used in a discriminatory way.

- Freedom of Association

Suppliers shall respect the rights of workers as established by local law to associate freely, join Works Councils, labor or other unions and bargain collectively of their own choosing. As provided by law, employees who become worker representatives shall not be the subject of discrimination for having assumed that role and shall have access to management and co-workers in order to carry out their representative functions as permitted by law. Workers shall be able to communicate openly with management regarding working conditions without fear of reprisal, intimidation or harassment. Worker rights are to be respected as established or provided by local law. That means that in countries that have legal systems that support those rights, they are to be understood in the context of the definitions, conditions and procedures that local law provides. However, basic worker rights to open communication, direct engagement and humane and equitable treatment must be respected even in countries where they are not given meaningful legal protection.

- Working Hours and Wages

Suppliers must ensure that all their workers know and understand the basic terms and conditions of employment, including working hours, rights of leave and proper payment of wages and overtime wages where applicable. The amount of working hours per week shall not exceed the legal hourly limit as set by local law. All wages shall be paid on time per regularly scheduled pay periods. Workers must not be penalized or suffer any repercussion for requesting or taking allowable leave. Suppliers must also comply with all applicable labor laws and/or other legislation regarding fair treatment of workers. Workers shall be allowed at least one day off per seven-day week.

- Legally Able to Work

Suppliers must hire only workers who are legally able to work in the country in which they are to be employed. The same requirement shall be imposed by Suppliers on their agents, representatives and subcontractors.

- Child Labor

Avaya forbids the use of child² labor by our Suppliers. While Avaya understands that child labor exists and cannot be eradicated merely by creating rules, we do not accept child labor and expect that our Suppliers will comply with our ban. We will discontinue doing business with Suppliers and related parties who violate our ban.

Workers must be at least the age for employment in the particular country or the age required for completion of compulsory education, whichever is higher. In looking to the UN Convention on the Rights of the Child for guidance, Avaya recognizes "...the right of the child to be protected from

² A child in this context is a person younger than 15 years of age, or 14 years of age in accordance with the exceptions for developing countries as set out in Article 2.4 in the ILO Convention, number 138 on Minimum Age. http://www.ilo.org/dyn/declaris/DECLARATIONWEB.DOWNLOAD_BLOCK?var_DocumentID=6219

performing any work that is likely to be hazardous or to interfere with the child's education, or to be harmful to the child's health or physical, mental, spiritual, moral or social development." Notwithstanding the foregoing, Avaya does not prohibit participation in lawful workplace apprenticeship programs that are consistent with Article 6 of the ILO Convention No. 138 on Minimum Age.

- Health & Safety

The safety of all workers is extremely important and Avaya requires that Suppliers ensure working conditions are kept safe at all times. This safety requirement specifically applies to all Supplier facilities including buildings and/or other worksites and vehicles.

Suppliers must have safety plans in place and must notify all workers of the plans so that appropriate action can be taken in the event of an emergency. Plans must include clear signage of building exits, emergency evacuation procedures and regular testing of fire alarms.

- Workplace Conditions & Housing

Suppliers are required to ensure clean and tolerable working conditions. Workplaces should have reasonable noise levels, temperatures and adequate lighting and ventilation. For workplaces where chemicals are present, they should be clearly labeled and appropriate training should be provided to ensure proper handling. The workplace should also have clean sanitary facilities that are easily accessible to workers.

If housing is provided, Supplier must ensure that the safety of their employees is a priority. Housing should meet or exceed all applicable legal standards and codes, and precautions such as fire alarms, fire extinguishers as well as unobstructed emergency exits should be on-site, operational and posted.

- First Aid

Each Supplier facility must be equipped with first aid supplies and an appropriately trained member of personnel to administer first aid when required.

ENVIRONMENT

Avaya is committed to protecting the environment and the health and safety of our employees, our customers, and the communities in which we operate. Avaya expects its Suppliers to comply with all applicable environmental laws and regulations. Suppliers should be committed to reducing the environmental impact of their designs, manufacturing processes and waste. Avaya supports the well known approach of three Rs: reduce, reuse, and recycle. Our suppliers are strongly encouraged to follow this approach and contribute for better environment.

ETHICS

Avaya expects that its Suppliers exhibit a commitment to the highest standards of ethical conduct when dealing with their/our employees, subcontractors, suppliers, and customers. As such:

- Any form of corruption, bribery, extortion, embezzlement or other form of undue influence or improper advantage is strictly prohibited.
- Information regarding Suppliers' business activities, structure, financial situation, and performance is to be disclosed in accordance with applicable laws and regulations and prevailing industry practices.
- Suppliers must uphold fair business standards in advertising, sales, and competition. Suppliers will not engage in collusive bidding, price fixing, price discrimination, or other unfair trade practices in violation of law.
- Suppliers must respect intellectual property rights and abide by applicable global trade laws, rules and regulations concerning the import and export of products and technology. Suppliers must not reproduce copyrighted software, documentation, or other materials unless they are properly authorized to do so.

DATA PRIVACY

Suppliers must safeguard Avaya, Supplier and customer information regarding business activities, structure, financial situation, performance, and/or any other information deemed confidential. Such information shall be disclosed only in accordance with any non-disclosure agreement

between Avaya and its Suppliers and/or customers and in accordance with all applicable laws and regulations.

Our Suppliers are also responsible for maintaining the confidentiality of Avaya and Supplier customer and employee confidential and other proprietary information. Suppliers must observe applicable data privacy requirements across the globe (where they operate) and Suppliers must establish protocols to safeguard Avaya and Supplier customer and employee information, as well as any other confidential or proprietary information.

GIFTS

Avaya forbids its employees, as well as members of their immediate families, from accepting gifts from Suppliers and others doing business with or seeking to do business with Avaya, unless:

- The item is customary, of nominal value and does not create any appearance of impropriety.
- The item imposes no sense of obligation on the receiver.
- The item results in no special or favored treatment.
- The item could not be considered lavish, excessive, or too frequent considering all of the circumstances.
- The item is not concealed in any way.

Avaya employees may not accept gratuities of cash, or gift cards redeemable for cash, from past, current, or potential Suppliers.

"Customary business meals" are not considered gifts. These are routine meals, similar in cost to those meals Avaya staff provides when they entertain clients.

WHISTLEBLOWERS /NO RETALIATION

Suppliers must create programs to ensure the protection of employee whistleblower confidentiality and to prohibit retaliation against workers who in good faith report a suspected violation of this Supplier Code or law or who refuse an order that is in violation of this Code.

Avaya will not tolerate any retaliation or reprisals by its Suppliers against workers who report in good faith suspected violations of this Supplier Code or any law. Examples of such retaliation include discharge, demotion, suspension or harassment of, or threats or other discrimination. However, this Supplier Code is not intended and shall not be construed as creating new and/or additional third party rights, including rights of employees.

MONITORING & ENFORCEMENT

Avaya expects that our Suppliers and their employees will respect this Code and strive to achieve and uphold the standards described within. Avaya stands ready to assist our Suppliers to achieve compliance. Although we recognize cultural differences may exist, Avaya will not compromise on the fundamental requirements set out in this Code.

When requested, Suppliers must inform Avaya where each order is to be produced, and Avaya reserves the right to make unannounced visits (or to have a designee make unannounced visits) to sites where people directly – or indirectly – work for Avaya and/or its Suppliers.

CONTACTS

Suppliers and/or their workers or subcontractors shall promptly notify Avaya Global Ethics & Compliance if they suspect, observe or learn of unethical business conduct or the commission of any dishonest, destructive or illegal act. Please direct any questions/concerns to Global Ethics & Compliance at compliance@avaya.com.