

# AVAYA

Experiences That Matter

# Code of Conduct



April 2019





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**Note: You must be logged onto the Avaya Network to activate the links within this document.**

## CEO MESSAGE

Our company's rich heritage and success has been built on a foundation of trust with our customers, partners, colleagues, community and other stakeholders. Maintaining that trust, which is hard to earn but easy to lose, is crucial to our success. For this reason, how we conduct business is as important as the solutions we offer, the services we provide and the value we create for our customers.

At Avaya, we hold ourselves to a high standard of business and professional conduct. I truly believe that each of us strives to do the best for Avaya. Avaya's Code of Conduct (The "Code") helps us do that. The Code is a resource that we should each refer to regularly to guide us when making responsible and ethical business decisions. The Code covers a variety of relevant topics, including an overview of our cultural principles, expectations regarding interactions with our customers, partners, suppliers, colleagues and other third parties, guidance regarding promoting Avaya's interests and protecting Avaya assets; and information regarding Avaya policies to ensure compliance with applicable laws. Furthering our commitment to our cultural principle of simplicity, we updated and redesigned the Code – while the fundamental principles remain the same, the Code now offers a more user-friendly experience.

Keep in mind that the Code does not provide specific guidance with respect to every potential situation. The Code does present principles that should guide our decision-making and exercise of good judgment. In addition, we should supplement the content of the Code with a review of policies and websites referenced throughout the Code. Specifically, Avaya's Ethics and Compliance website provides links to related corporate policies and provides frequently asked questions and answers. I expect leaders and managers to foster a culture where each team member feels comfortable asking questions, raising concerns and reporting misconduct.

Specific questions or requests for guidance regarding the matters covered in the Code may be directed to Avaya's Global Ethics and Compliance Team ([compliance@avaya.com](mailto:compliance@avaya.com)) and any employee may submit a report of misconduct using any reporting method described in the Code.

I am proud to lead a company that has a long history of operating with integrity and high ethical business practices. Thank you for your continued commitment to preserving and enhancing the trust we have worked so hard to earn.



**Jim Chirico**

President and Chief Executive Officer



## MISSION AND VISION

### Mission

Avaya is a transformative force in digital communications software, services and devices designed for businesses of all sizes. Through our open, converged and innovative solutions, Avaya is taking intelligent experiences to new heights for our customers, partners, and their customers – in the cloud, on-premise, or hybrid.

### Vision

Avaya elevates communications to the next generation of engagement, connecting organizations to their customers, workforce and communities with secure, intelligent experiences that matter.

## CULTURAL PRINCIPLES

Avaya is committed to fostering a culture in which each of us demonstrates the following five cultural principles in each and every interaction – with customers, partners, suppliers, colleagues, community members and other stakeholders. We firmly believe that a culture that embodies these principles will drive the business forward and better enable Avaya to service customer needs and address customer challenges.

### Simplicity

- Our approach to doing business is to make each experience with Avaya simple
- Simplicity is about focusing on removing unnecessary complexity, complications and challenges from our solutions, processes and services so that each interaction is user friendly and creating value add
- We are committed to offering easy to use solutions, delivering customer-friendly services and developing efficient processes for our employees

### Accountability

- The best team members take ownership of issues and collaborate with other team members whenever challenges arise to make us all better at what we do

- We hold ourselves accountable to our customers, partners and colleagues. Each of us appreciates that we have a duty as individuals and collectively, as an organization, to take ownership of our responsibilities and our performance
- Each person is expected to understand the impact of their actions and to not only be accountable for their area but also lead by example and take appropriate action to address issues so that the individual, the team and the company win

### Trust

- We actively build relationships with all the constituencies of our business – including our customers, partners, colleagues and communities. We build trust by listening, following through and keeping our commitments
- We rely on our customers, partners, colleagues and other stakeholders to also follow through with what they say they will do
- We do the right thing even when there is pressure not to do so and make decisions based on what's good for the organization. We foster an environment where we support our colleagues

### Empowerment

- In an environment that fosters innovation, we give our employees the power to make thoughtful, business-focused decisions with the proper levels of encouragement and coaching
- We look to create a favorable environment in which individuals and teams can set their own goals and are encouraged to grow their skills, leverage resources and assume challenges where they believe they can offer solutions

### Teamwork

- We are a team of goal-focused individuals with specialized expertise and complementary skills who collaborate, innovate and strive to produce consistently superior results
- In groups, we relentlessly pursue performance excellence through shared goals, shared leadership, collaboration, open communication, clear role expectations and group operating rules, early conflict

## WHO SHOULD FOLLOW THE CODE?

The Code applies to all individuals who work for or represent Avaya, including:

- Employees
- Officers
- Directors
- Subsidiaries
- Third Parties
  - Business Partners
  - Distributors
  - Suppliers
  - Sales Agents
  - Consultants

All third parties are expected to abide by the guidelines within the Code, the terms of their agreements with Avaya and each of Avaya's Business Partner Code of Conduct and Supplier Code of Conduct, as applicable.

The Code provides guidance as to the ethical behavior expected of you when representing Avaya.

## Know Your Responsibilities

We each have an obligation to comply with the Code and each of us plays a role in upholding the Code. Complying with the Code and, by extension, Avaya policies, furthers our commitment to conduct business ethically and ensures that each of us, as well as Avaya, complies with applicable laws and regulations.

### ***Responsibilities:***

- Read and understand the Code
- Comply with the Code, including compliance with all Avaya policies, to ensure ethical conduct that also complies with local laws

- Report misconduct and raise issues or concerns without fear of retaliation through any of the available channels described below
- Cooperate fully with any investigations with respect to allegations or concerns
- Ask questions if you are unsure about any aspect of the Code or Avaya policies

### ***Responsibilities for Managers:***

We are each responsible for serving as role models for ethical behavior and establishing a culture where concerns and questions can be raised and discussed by doing the following:

- Be a role model for ethical behavior
- Establish a culture where concerns can be raised and discussed
- Listen to employees when issues are raised and engage the appropriate support as needed
- Reward ethical behavior
- Do not allow retaliation





## SPEAK UP WITHOUT FEAR

We understand that coming forward to report misconduct may not be easy, but you are not only empowered to do so but also expected to do so. No issue is too small. If you feel something is being done in a manner that is unethical or in violation of the Code, Avaya policies, or applicable laws, it is your responsibility to report. Avaya will not retaliate against anyone who makes a report in good faith. Employees can submit reports utilizing one of several channels:

- Direct manager
- Leadership
- Human Resources
- Legal team
- Compliance team at **[compliance@avaya.com](mailto:compliance@avaya.com)**
- Avaya's confidential helpline

Reports can be made anonymously using Avaya's confidential helpline that can be accessed through the following means:

- In the U.S.: 1-877-99-ETHIC (1-877-993-8442)
- Outside the U.S.: +1-908-953-7276
- Via the web at **<https://app.convercent.com/en-us/Anonymous/IssueIntake/IdentifyOrganization>**

Employees are encouraged, but not required, to submit reports to their managers in the first instance.

All reports are taken seriously and investigated. We seek to maintain confidentiality during the course of any investigation where allowed by law. To respect the individuals involved in any investigation and to further maintain confidentiality, information regarding investigation status, findings and results are not shared with reporters.



## BEING ACCOUNTABLE

Violations of the Code, any Avaya policy or applicable law will be subject to discipline, up to and including dismissal. Certain violations of the law may also include fines, prosecution and prison sentences.

### Trust

The following should concern you and be reported:

- Being asked to intentionally ignore an Avaya policy
- Phrases such as:
  - “Just do it, we can ask for forgiveness later.”
  - “We can verbally agree to that, don’t put it in the contract.”

- Not cooperating with an investigation
- Being asked not to report something that concerns you

### Trustworthy

**Q:** What if it would be to Avaya’s advantage to conduct business in a manner that is illegal or unethical?

**A:** We always conduct business in compliance with the Code and operate in compliance with the law, even if it means losing a deal.





## ANTI-BRIBERY AND ANTI-CORRUPTION

**IMPORTANT: Do not offer bribes, accept bribes or let others offer or accept bribes for you. Do not make any kind of facilitation payments.**

### Our Policy

Avaya prohibits giving or offering of anything of value to anyone, to improperly:

- Influence any decision that impacts Avaya
- Obtain or retain business for Avaya
- Secure any business advantage for Avaya

Avaya also prohibits facilitation or grease payments, which are payments made directly to government officials designed to speed up routine government processes or activities. Generally, facilitation payments are made in cash and to a person. Please note that expediting fees that are published and universally available are not deemed facilitation payments and are acceptable.

Avaya also prohibits commercial bribery, which violates the laws of many countries (e.g., UK Anti-Bribery Act, U.S. Foreign Corrupt Practices Act). Any bribe or improper payment to current or prospective customers, including, but not limited to, government officials, or suppliers could subject you to consequences beyond disciplinary action by Avaya, such as prosecution.

Prevent bribery by others who conduct business on our behalf by complying with the processes established to ensure that we know the third parties with whom we are engaging in business, understanding the scope of each transaction and ensuring discounts are passed down to the appropriate end customer.





## Showing Accountability

- Never give anything of value to influence a decision or obtain improper business advantage
- Follow the corporate gift giving guidelines
- Do not donate Avaya funds to political entities
- Notify the compliance team if you are being directed to use a specific consultant by a government employee, business partner or supplier
- If commissions seem too large for the services provided, they probably are and you should seek guidance
- Follow company guidelines for engaging partners, suppliers and consultants

## Trustworthy

**Q:** The Finance department manager needs to take an international business trip on short notice to conduct business in person; however, she needs a visa to do so. The manager's assistant learns that the process of obtaining a visa takes longer than she'd anticipated, and now she's looking for a way to expedite the process. What should she do?

**A:** In many cases, the office, agency, or department you are working with will offer an expedited service at a set and published fee schedule. Payment of this fee may be allowed under our policy. However, if you are asked to make a facilitation payment, seek guidance from the legal department. Facilitation payments are illegal under numerous international anti-corruption laws and prohibited under Avaya policy.

## Policy

### Anti-Bribery/Anti-Corruption Policy



## GIFTS AND ENTERTAINMENT

### Our Policy

As a general rule you can accept a meal, gift or entertainment from non-government customers, suppliers or business partners if it is unsolicited, inexpensive and not given to influence business decisions.

Similarly, employees may provide reasonable meals, gifts or entertainment to non-government customers, suppliers or business partners provided that it is related to proper business purposes and not offered to influence a business decision, is permitted under applicable laws and Avaya's Travel and Entertainment policy.

Gifts are often exchanged as a part of business relationships. These consist of Avaya branded items or other non-lavish items consistent with local norms.

The table below provides guidance for necessary approvals for gifts and entertainment: (Convert USD to local currency)

Value (USD)	Required approval
Less than \$100 per year to or from a single source	Written approval from direct manager and in compliance with policy
More than \$100 per year to or from a single source	Written approval from direct manager and Chief Compliance Officer

Please note the following guidelines that apply to all gifts, entertainment or other advantages:

- Cash or cash equivalents are not acceptable forms of gifts in any circumstance

- Gifts should not be lavish
- Permissible gifts must be given with complete transparency and accurately reflected in Avaya's books and records through appropriate receipts and documentation
- Gifts, meals and entertainment for officials and employees of governments (including government owned entities), in every country around the world, are highly regulated and often prohibited
- All travel for customers, partners, press or suppliers must be reviewed in advance by the compliance team ([compliance@avaya.com](mailto:compliance@avaya.com)).





## Showing Accountability

Do not provide or accept gifts, entertainment or other favors of the type or amount that go beyond common courtesies consistent with ethical and accepted business practices.

Do not use third parties such as partners, suppliers or family members to provide gifts, entertainment or favors.

### *Gift Receiving*

- You can accept a gift, meal, entertainment or other favor from non-government customers, partners or suppliers, provided it is unsolicited, reasonable and not given to influence your judgment. In other circumstances, you should decline and explain Avaya's policy
- Before accepting a gift, an invitation for a meal or entertainment or other favors that seem lavish or excessive consult your supervisor or email the compliance team at [compliance@avaya.com](mailto:compliance@avaya.com)

### *Gift Giving*

Employees may provide reasonable gifts, entertainment, meals or favors to non-governmental customers, partners, or suppliers provided that:

- You are not asked to provide it
- It is not being offered to influence the recipient's business decision
- It is permitted under applicable laws, regulations, rules, and consistent with ethical and accepted business practices
- It is consistent with Avaya's policy

### *Recognition Gifts*

Supervisors and employees must consult Human Resources before presenting any gift or other form of recognition to Avaya employees to ensure compliance with Avaya's recognition policy

## Knowledge Tip

Consult with your supervisor and the compliance team regarding the following areas of concern:

- Ski trips
- Regattas
- Tickets to prime sporting events such as Super Bowl, World Cup, World Series
- Trips to resorts
- Gifts for you and your family

## Trustworthy

**Q:** What is the difference between a gift and business entertainment?

**A:** Business entertainment can entail dinners, sporting events, trade shows or other customer events at which representatives of both parties are generally in attendance and business is typically discussed. A gift is something given or received, such as tickets for an event at which representatives of the organization extending the gift are not in attendance.

**Q:** A customer asks me to obtain four tickets to a large sporting event and hints that this will close the sale more quickly. Can I buy the tickets?

**A:** This potential scenario raises a number of concerns. First, a gift cannot be solicited. Second, four tickets to an event is considered lavish. Third, the facts do not suggest that a business conversation or product demonstration would be taking place.

**Q:** A supplier invites me to a sporting event that it is hosting with other customers, offering an opportunity to meet its leadership and discuss business relationships. Can I go to the game?

**A:** You need to obtain approvals based on the above approval matrix in writing prior to attending.

## Policy

**Gifts and Entertainment policy**  
**Travel and Expense policy**

## WORKING WITH THE GOVERNMENT

### Our Policy

Activities that might be appropriate when working with private sector customers may be improper or even illegal when dealing with government customers.

Those who work with government customers, be they local, state, federal or state-owned/controlled, in any country, or who otherwise interact with government employees, are expected to follow all procurement, hospitality and entertainment, anti-bribery, anti-corruption and other applicable laws and requirements. Failure to comply with these requirements may result in severe penalties, including potential civil and criminal fines, imprisonment and Avaya's debarment from doing business with the government.

### Showing Accountability

Except in very limited circumstances and as otherwise permitted by law or regulation, you are prohibited from providing or paying any gratuity or anything of value, including meals, refreshments, entertainment, travel and lodging expenses, directly or indirectly to or for the benefit of a government employee or representative. For more specific guidance, consult Avaya's Policy for Working with the U.S. Government or a member of the [Legal Team](#) for specific guidance when dealing with any government.

### Policies

[Global Trade Compliance policy](#)

[Anti-Bribery/Anti-Corruption policy](#)

[Policy for working with the U.S. Government](#)



## CHARITABLE CONTRIBUTIONS AND POLITICAL INVOLVEMENT

### Our Policy

#### *Charitable Contributions*

All charitable contributions made on behalf of Avaya must be made in accordance with Avaya's Philanthropy policy and Avaya's Schedule of Authorizations (SOA) for Non-Monetary Transactions, Sponsorships and Charitable Donations.

#### *Political Involvement*

Avaya does not permit employees to use their Avaya position or Avaya assets to influence the personal decisions of others to contribute to or otherwise support political parties or candidates. Any involvement in political activities is personal and voluntary and should be done on your own time and with your own resources.

### Showing Accountability

- Be familiar with the Philanthropy policy and SOA
- If you have a relationship with a philanthropy, disclose it upfront
- Ensure that the philanthropy is not controlled by government officials
- Ensure that any donation is not being made in exchange for business
- Don't give to philanthropies recommended by customers, partners or suppliers without legal approval
- Understand the restrictions on political involvement or contributions in the Code
- Refrain from using company resources in support of political purposes

### Policies

Corporate Philanthropy

Schedule of Authorizations (SOA)

Government Affairs



## INTERNATIONAL TRADE

### Our Policy

Avaya complies with all applicable import and export controls and economic sanctions laws that impose controls on the transfer of goods, technology, technical information, software and services.

Avaya also complies with all applicable customs laws, which apply in some form to virtually every import in each country (i.e., prohibitions, restrictions, duties, taxes or fees payable by the importer). All items imported by Avaya must be reported to all relevant customs agencies.

Avaya must comply with applicable anti-boycott laws and regulations. If you learn of a boycott request or if you are asked to participate in a boycott in any country, you should consult the legal team before taking any action.

### Showing Accountability

- Familiarize yourself with Avaya's Global Trade Compliance Policy and be aware of activities that raise issues under these laws
- Follow all business procedures as it relates to export controls
- Ensure that licenses, and proper authorizations are in place for the export of technology, software, products and services
- Trade Compliance laws differ from country to country and are often complex. Seek guidance from the global trade team regarding restrictive trade procedures and boycotts to make sure you are operating in compliance
- Ensure accurate export documentation of transactions to ensure compliance "know your customer, know your supplier" rules

### Policies

Review the **Global Trade Support** website as needed  
Contact the Global Trade staff at [globaltrade@avaya.com](mailto:globaltrade@avaya.com)





## HEALTH AND SAFETY

### Our Policy

*We are committed to providing a safe and desirable place to work.*

Avaya takes its commitment to ensure a safe and healthy workplace seriously and believes workplace safety is everyone's responsibility. We comply with all applicable laws, regulations and policies relating to workplace safety. We assess our workplaces, evaluate injury and illnesses, implement corrective actions where needed and provide training to foster a safe work environment.

Avaya maintains an **Environment, Health and Safety Management System** (EHSMS) that is based upon the requirements of the ISO 14001 standard. The EHSMS applies to our operations and contemplates regulatory requirements for Avaya's business activities, products, and services.

Avaya prohibits employees from working under the influence of drugs and alcohol. Working under the influence of these substances can impair judgement and create a safety hazard.

Medication prescribed to you by a doctor can also affect your ability to do your job safely. Check with your doctor about any impact your prescription might have on your ability to perform your job, and communicate any concerns to your supervisor.

### Showing Accountability

Employees are responsible for the safety of their own actions and following safe work practices. In addition, employees must:

- Complete Health and Safety training courses as required
- Review your location's Emergency Preparedness Plan, follow response procedures, and participate in emergency evacuation drills

- Report unsafe conditions to EHS and, for location-specific issues, also to Facilities, including:

- Electrical hazards
- Aisleway clutter
- Other safety hazards
- Unsafe driving
- Unsafe customer sites

### Policies

Environment, Health & Safety website  
Corporate Responsibility Policy

### Reporting

To report motor vehicle accidents, contact Avaya Fleet Administration (Element) immediately at **877-821-0253 (prompt 1, then prompt 3, then prompt 3).**

To report U.S. job-related injury or illness in the U.S., call **855-282-9211 (prompt 4)**; for serious injuries or illnesses at International locations, call **877-993-8442 (prompt 3).**

For Health and Safety questions, contact Avaya EHS/CR at [ehscr@avaya.com](mailto:ehscr@avaya.com).



## ENVIRONMENT

### Our Policy

We are dedicated to being environmentally responsible and sustainable.

We aim to continually reduce the environmental impacts of our products throughout their life cycle. Avaya's Design for Environment (DfE) program helps designers maintain compliance with legal requirements and consider environmental concerns.

We continually seek to reduce our environmental footprint and have pledged to take active steps to reduce our carbon emissions, a leading contributor of climate change.

We undertake initiatives to reduce our energy consumption, water use and waste generation at our owned and leased locations.

We utilize our own video and web conferencing technologies to reduce the need for air travel.

### Showing Accountability

Employees must uphold Avaya's environmental commitments, adhere to the Avaya Corporate Responsibility Policy, and support our efforts to help our customers, partners and employees become more sustainable.

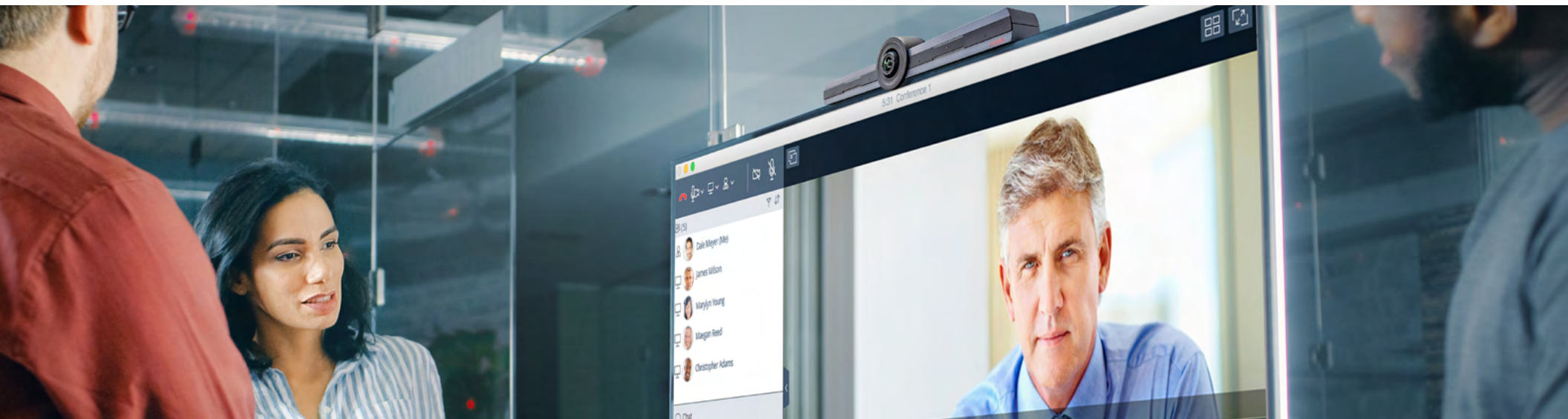
Employees should undertake individual actions to contribute to our overall environmental initiatives, which include:

- Hosting virtual meetings and reducing the need for business travel
- Conserving energy by using the "hibernate" feature on your computer and turning off printers, microwaves, and other electrical appliances before leaving the office
- Properly disposing of waste and reuse or recycle as much as possible

### Policy

#### Corporate Responsibility

For environmental related questions, contact Avaya EHS/CR at [ehscr@avaya.com](mailto:ehscr@avaya.com)





## ANTI-TRUST / COMPETITION

**Remember: We abide by the law and are committed to doing business fairly with our partners, suppliers and competitors**

### Our Policy

We compete aggressively for business while maintaining high ethical standards. We comply with the Code, our Avaya policies and applicable law, regardless of how competitive the environment is.

We do not engage in anti-competitive practices such as price fixing, bid rigging or dividing of territories.

We do not obtain competitive information through improper means such as deception, the misuse of a business relationship or from non-public sources such as former colleagues that work at competitors.

### Showing Accountability

- When you interact with customers, provide only truthful information about the quality, features and availability of our products and services, and don't make disparaging remarks about our competitors
- Compete vigorously but deal fairly with our customers, business partners, suppliers and competitors
- Do not talk about our business strategies and plans with competitors and vice versa
- Never enter into any agreement or understanding, whether formal or informal, with a competitor, customer or supplier to:
  - Raise, set or hold or otherwise fix prices on our products
  - Divide territories, markets or customers
  - Prevent another company from entering the market
  - Refuse to deal with a customer or supplier

- Interfere with the competitive bidding process
- Agree to discounts inconsistent with established policies
- Discuss customer relations with competitors

- Avoid contact with competitors that could create the appearance of impropriety, such as when attending trade shows or industry events
- Obtain and share information ethically
- Seek competitive information from public sources
- Be fair, factual and complete in our advertising, sales and promotional materials

It is acceptable to maintain relationships with employees that work at competitors but important that these relationships are not used to obtain proprietary information.

### Trustworthy

**Q:** A colleague who formerly worked at a competitor offers to provide the price lists from the competitor that were taken just before the colleague resigned. What do you do?

**A:** You cannot use this information and you should contact the compliance team ([compliance@avaya.com](mailto:compliance@avaya.com)).

**Q:** You are at a trade show and a competitor approaches you about dividing up territories and contract bids, so you can both more easily hit your quota. How do you respond?

**A:** You need to immediately end the conversation and contact the compliance team ([compliance@avaya.com](mailto:compliance@avaya.com)). This person has engaged in anti-competitive behavior that can result in steep fines.

### Policies

**Antitrust/Competition Compliance Policy**  
**Competitive Information and Comparative claims**

## FINANCIAL REPORTING

### Our Policy

Integrity in our recordkeeping inspires trust by our customers, partners, suppliers, colleagues, investors and other stakeholders.

We prepare timely, accurate and complete financial information for use in reports to management, investors, regulators and other stakeholders.

### Showing Accountability

Each of us has an obligation to follow all internal controls in recording and maintaining our company books and records.

- Maintain effective processes and internal controls that fairly reflect transactions or events in a timely manner, as well as prevent or detect inappropriate transactions
- Follow the appropriate Schedules of Authorization and obtain all necessary approvals for business transactions and expenses
- Be honest, accurate and complete when preparing any business documents
- Never sign or enter into side agreements
- Never engage in inappropriate transactions that misrepresent the reporting of other parties, such as customers or suppliers
- Know your customers and partners and understand their use of our products and data to prevent illegal activity. Watch for and report signs of potential fraud, bribery or money laundering activity
- Observe both the form and spirit of technical accounting and ethical standards
- Take the time to review and verify that documents you approve are factual and accurate
- Seek the advice of your controllership team if you become aware of a questionable transaction

- If you identify transactions that are questionable immediately notify your manager, controller or the compliance team ([compliance@avaya.com](mailto:compliance@avaya.com))
- Accurately, complete quarterly representation letters or other required representations when needed

### Trustworthy

**Q:** At the end of the quarter your supervisor mentions that he asked a business partner to place an order early to meet his target and verbally committed to take the product back if the deal did not materialize with the end customer. How should you respond to this?

**A:** You should contact the compliance team ([compliance@avaya.com](mailto:compliance@avaya.com)) and report the deviation in your quarterly representation letter.

### Policies

#### Accounting Policies

#### Schedule of Authorizations



## INSIDER TRADING

### Our Policy

As you conduct business on behalf of Avaya, you may come across material, non-public information about Avaya or about third parties (such as customers, partners, suppliers or strategic partners) maintained by Avaya.

Non-public information is considered material if a reasonable investor would likely consider it in their decision to buy or sell a security.

Material, non-public information is considered insider information and transacting in securities based on such information is illegal. It is also illegal to provide insider information to others, such as friends, family or colleagues, so they can use it to make trading decisions. If you have questions about insider trading, please contact the compliance team. ([compliance@avaya.com](mailto:compliance@avaya.com))

### Showing Accountability

Do not trade securities while in possession of material, non-public information about any company you interact with,

including but not limited to Avaya, its customers, partners, suppliers, or other strategic partnerships.

Comply with any applicable trading blackout periods.

Comply with Avaya's Insider Trading Policy.

If you are not sure the information you have is considered insider information or if a blackout period is applicable to you, contact the [Legal team](#)

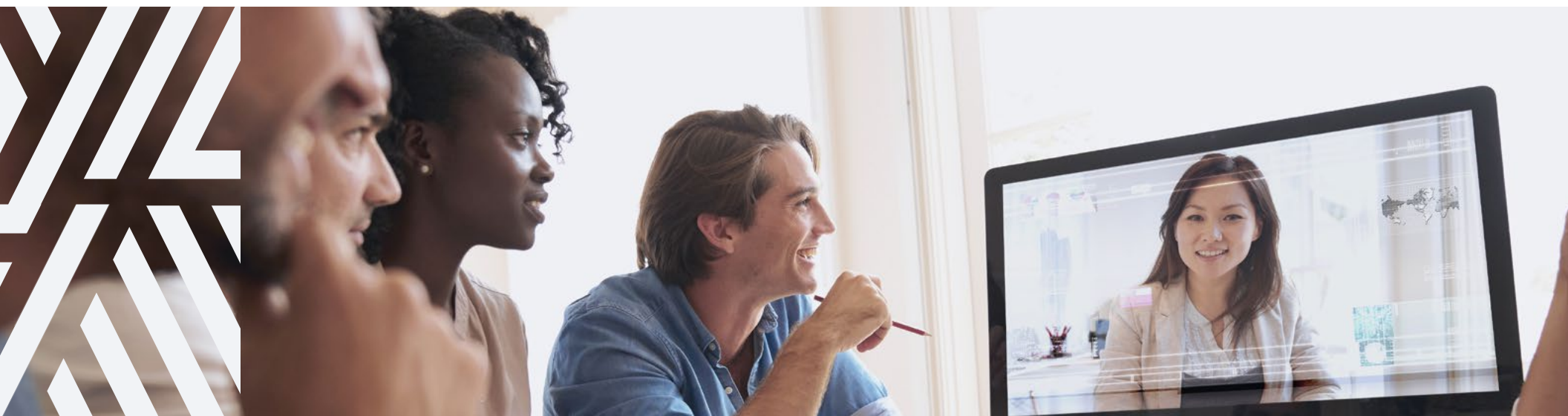
### Trustworthy

**Q:** You have become aware of a material business transaction involving Avaya and another company. Can you trade in stock of either company or pass this information along to friends, so they can trade the company's stock or Avaya's stock?

**A:** No, you are prohibited from trading in securities of Avaya or another company while in the possession of insider information about Avaya or such other company. You cannot pass insider information along to friends, which is called "tipping" and is also illegal.

### Policy

[Insider Trading Policy](#)





## CONFLICTS OF INTEREST

**Remember: Make decisions in the best interest of Avaya.**  
**Avoid conflicts of interest or even the appearance of a conflict.**

### Our Policy

Avoid situations in which your personal interests might conflict, or appear to conflict, with the interests of Avaya.

Conflicts of interest may arise when your financial or other outside interests produce conflicting loyalties, interfere with your job performance, or are potentially averse to the interests of Avaya.

### Showing Accountability

You should avoid even the appearance of a potential conflict of interest.

Prior to hiring, promoting or directly supervising a family member, close friend or someone with whom you are in a relationship, you must obtain the approval of your manager, HR and Legal.

Potential conflicts can easily be avoided or addressed if they are promptly disclosed and managed accordingly. Email the compliance team ([compliance@avaya.com](mailto:compliance@avaya.com)) if you need assistance or guidance in addressing potential conflicts of interest.

Situations where conflicts may arise:

- Outside activities: Work that interferes with your work at Avaya
- Financial Interest of third parties we do business with
- Hiring / doing business with family members
- Personal relationships
- Business opportunities

### Trustworthy

**Q:** A product manager would like to make an investment that would make him a controlling stockholder in a competitor of Avaya. Is this a conflict of interest?

**A:** Yes, the proposed investment would make him the owner of a business that competes with Avaya.

**Q:** Your spouse has accepted a position at a business partner that Avaya does business with. Do you need to report this?

**A:** Yes, most conflicts of interest can be eliminated by disclosing them and making sure steps are taken to prevent your interests from conflicting with Avaya's.

### Policy

#### Conflicts of Interest Policy



## DIVERSITY

### Our Policy

Avaya is an equal opportunity employer and cultivates the richness of cultures, perspectives, experiences and skills to work as one global community. Diversity and the equal opportunity it facilitates are fundamental to our Cultural Principles. It also makes Avaya more competitive in the marketplace.

### Showing Accountability

- Support Avaya's equal opportunity policies
- Speak up if you suspect discrimination or harassment using one of the reporting options in this Code
- Never make offensive or sexual advances, comments, jokes, gestures or references at work or in any work-related communication
- Consult with the legal team or the compliance team if you encounter a conflict between this policy and local laws, customs or practices
- If you are a supervisor, team leader or in a position of authority, discuss this material with your employees
- Encourage a work environment free from harassment, bullying, discrimination and abusive behavior

### Trustworthy

**Q:** A team member was overheard telling a racial joke about their own family. It was offensive. What should you do?

**A:** Inappropriate comments, even when someone makes them about themselves, are inconsistent with Avaya's Cultural Principles and are not acceptable. You are encouraged to bring this to the attention of Human Resources, management or make a report to Avaya's confidential helpline.

**Q:** You were uncomfortable with a comment made at your last staff meeting, but you didn't want to talk to anyone and get labelled as a trouble maker. What should you do?

**A:** You can contact Avaya's anonymous confidential helpline. All reports made in good faith are investigated.

### Policy

#### HR Policy Guide



## EXTERNAL COMMUNICATIONS AND SOCIAL MEDIA

### Our Policy

Avaya believes in fostering a thriving online community. We support open dialogue and the free exchange of ideas.

Avaya employees must use their best judgment and act responsibly when generating content for social media.

New technologies and vast social media tools available have given us many new communications options. In light of the fact that these are public forums, extra care must be taken when using social media platforms for company business.

### Showing Accountability

- Use social media responsibly. Never misrepresent yourself or use social media for deceptive practices
- Never speak on behalf of Avaya unless authorized to do so. Play it safe. Only retweet and share official company statements or content pre-approved and available within our #AvayaNation platform. Make it clear that the views you express are solely your own
- Refer all public inquiries to an Avaya Media Relations representative
- Never intimidate, harass or discriminate against fellow employees in an online setting
- Never disclose or discuss Avaya's confidential, proprietary or material, non-public information in a public setting (i.e., in conversations in public places, social media settings, group or insecure emails, or otherwise)
- Only send, store or receive Avaya confidential, proprietary or material, nonpublic information using corporate approved systems such as email, instant messages, and file sharing

### Trustworthy

**Q:** You've been working on Avaya's latest product and want to let your industry colleagues know of a major milestone that was just completed. Can you post something on an online industry chat room?

**A:** No. You cannot post non-public information to a public or semi-public forum.

**Q:** You're involved in a time-sensitive project that requires a significant amount of travel. You take a lot of calls on your mobile phone while in airports and public areas such as hotel lobbies, trade show floors, etc. Does this pose a risk to the company?

**A:** Yes. What you say in public, once heard, is no longer protected. You need to be mindful of your surroundings when participating in sensitive conversations in public spaces.

**Q:** You're leaving the office one evening and are approached by the press regarding a story on one of Avaya's executives. You've known this executive for years; can you speak to the reporter?

**A:** No. Any communications with the press must be reviewed and authorized by Avaya Public Relations.

### Policies

#### Social Media Policy

#### Competitive Information and Comparative claims





## INTELLECTUAL PROPERTY

**Remember: We aggressively defend and protect our intellectual property and respect the intellectual property of others.**

### Our Policy

Intellectual property includes but is not limited to:

- Patents
- Trade Secrets
- Trademarks
- Service Marks
- Copyrights
- Graphics, Logos, and Slogans
- Trade Names
- Domain Names
- Know-how, Source Code and Developed Technology

Proprietary information includes but is not limited to:

- Business Plans
- Customer Lists
- Internal documents
- Organization Charts

When you help protect these assets, you help protect our competitive advantage.

Use Avaya's trademarks and service marks only in accordance with Avaya Standards and Guidelines which are available to employees and partners on the Sales and Partner Portal.

If suppliers want to use Avaya's name or other intellectual property certain restrictions will apply, and certain documents need to be executed by Avaya's Global Sourcing Organization.

If a partner wants to use Avaya's name or other intellectual property similar restrictions apply and are available on the Sales and Partner Portal and reflected in the reseller agreement.

### Showing Accountability

All Avaya employees, contractors and agents have a responsibility to:

- Identify, protect, and defend Avaya's intellectual property
- Promptly identify and report unauthorized disclosure or violations of infringements by any third party
- Respect the intellectual property of others
- Abide by terms of use and End User Licensing Agreements when using third party software or materials
- Classify, label, store and limit access to proprietary information in accordance with Avaya Security policies
- Know that anything you create within the scope of your employment with Avaya may be considered Avaya intellectual property
- Ideas for patents should be submitted on the Avaya Invention Disclosure Form
- Questions regarding Avaya's intellectual property can be directed to the compliance team ([compliance@avaya.com](mailto:compliance@avaya.com))

### Policies

[Intellectual Property Law & Management](#)

[Avaya's Third-Party Software Policy](#)

[Sales and Partner Portal](#)

[Global Sourcing Organization](#)

[Avaya Security Policies](#)

[Avaya Invention Disclosure Form](#)

## CONFIDENTIAL AND PROPRIETARY INFORMATION

### Our Policy

- We do not use or disclose material, non-public information about Avaya or any other company without establishing a valid need to know AND ensuring the proper non-disclosure is in place
- We safeguard the confidentiality of confidential or proprietary information in our possession, whether it relates to Avaya or another party
- We respect other parties' rights to proprietary information, including intellectual property, personally identifiable information, and personal health information

### Showing Accountability

- When necessary, ensure that a non-disclosure agreement is in place and do not disclose Avaya's confidential or proprietary information even after your employment with Avaya ceases
- Understand and comply with the terms of any non-disclosure agreements
- Consult Avaya Security policies to understand how to properly mark and handle proprietary information
- Handle customer information in accordance with Avaya Security policies and customer agreements
- Handle personal health information in accordance with Avaya policy

### Policies

#### Avaya's NDA Process

#### Avaya's Security Policy

- Data classification guidelines
- Protection of Information Assets

#### HIPAA policies



## CYBERSECURITY

### Our Policy

We each play a role in securing Avaya's proprietary information as well as confidential information entrusted to us by our customers.

Avaya maintains security systems and processes to protect confidential data. Cyber threats constantly evolve to avoid detection by these systems. Attackers seek to lure unsuspecting individuals with authorized access into providing the information they seek or gain unauthorized access to Avaya's network and systems.

In the event of a breach, we will be held accountable for compliance with our security practices and our response.

### Showing Accountability

Attacks come in many different forms. Always keep your guard up in the following situations:

- When asked for your user name or password by anyone other than Avaya IT
- If you receive an email or text message from a leader you normally don't interact with, asking you to do something outside of process
- Do not click on links in an email from an unknown sender.
- Requests to change banking information in Avaya's systems or process invoices outside of process
- Requests for information on projects you are working, organization charts, or other sensitive data

Promptly report breaches or suspected breaches. Responding quickly and appropriately protects Avaya and our customers

### Policies

Data Breach Response

IT Security Standards





## PRIVACY

### Our Policy

How we handle the personal data entrusted to us by our customers, partners suppliers and colleagues is critical to our success. It is our policy to only gather information we need and to be transparent regarding the reasons for gathering such information and our intended uses.

We only keep personal information if legally required and we respect the right of the individual to know what information we have, what we do with it, and when legally allowed, we will honor their right to be forgotten.

### Showing Accountability

- Familiarize yourself with our privacy policies
- Be aware of the proper methods for handling and securing personal information
- Seek guidance from the Data Privacy Team if you are unsure by emailing [dataprivacy@avaya.com](mailto:dataprivacy@avaya.com)

### Policy

#### Global Data Privacy Policy

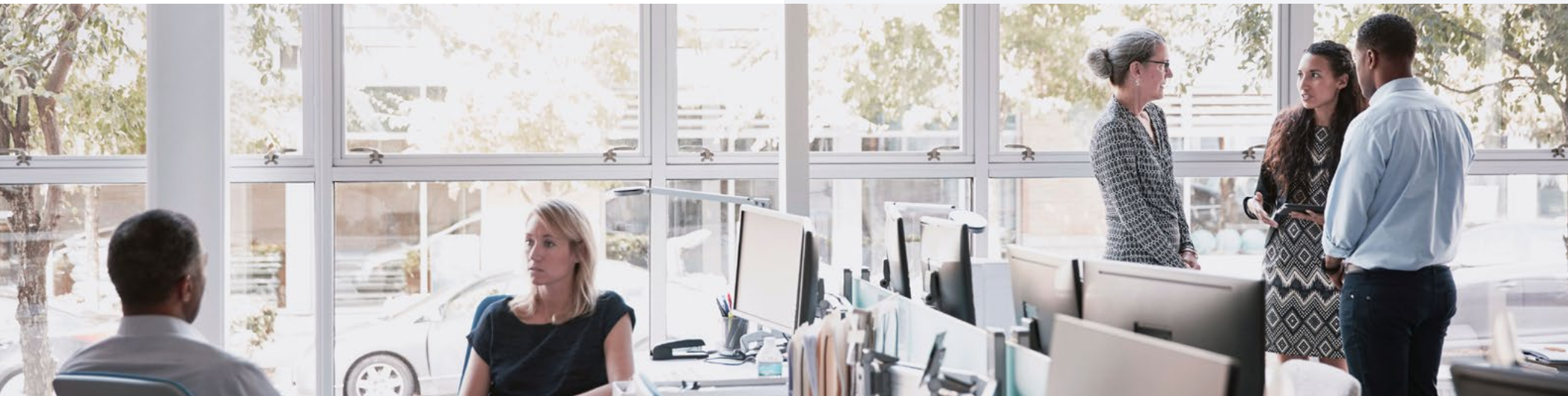
## ACCEPTABLE USE POLICY

### Our Policy

- Unless otherwise prohibited by law, Avaya may monitor an individual's use of network services (e.g., internet and email access) to ensure the security and availability of Avaya's network
- Avaya's assets must only be used for company business
- Sexually explicit content and content inconsistent with Avaya's Cultural Principles are prohibited
- Do not circumvent Avaya's security controls that are intended to protect employees and the company
- Refer to Avaya's Security Policies for additional information

### Policy

#### Avaya Security Policy



## RECORDS MANAGEMENT

### Our Policy

Ensure business records are retained for the period set in the Records Retention schedule.

Ensure secure disposal of records that are no longer needed as per the records retention schedule.

### Showing Accountability

When working with company records, remember:

- Familiarize yourself and comply with the records retention policy
- Don't destroy anything that should be retained
- Prepare them accurately, in a timely manner, and in reasonable detail
- Where applicable, to sign them only if they are accurate and complete
- Retain records, whether hard copy or electronic, in accordance with Avaya's Records Retention Schedule or applicable law
- Retain records that are subject to a legal hold

### Trustworthy

**Q:** You no longer have many hard copy records as you keep everything in electronic format. Do you need to keep the electronic copies for the same time as if they were hard copies?

**A:** Yes, electronically stored information is subject to the same requirements as hard copies

**Q:** Is email subject to the same retention schedule as other documents?

**A:** No, email is not considered a record, it is a method of communication. Any information contained in email that is a record – attachments or approvals, etc., must be removed from the email system and preserved in a manner that meets the retention guidelines.

### Policy

Records Management

Records Retention Schedule



## THIRD PARTIES & BUSINESS PARTNERS

**Remember: We choose suppliers based on merit and business partners based on their ability to ethically grow our business.**

### Our Policy

At Avaya, we do business with organizations that meet or exceed our ethical standards. We select the third parties with whom we transact business carefully and ensure they meet our requirements, abide by applicable law, follow the principles of the Code and Avaya policies. A third party's conduct and reputation for service and integrity should reflect positively on our company. We select suppliers objectively based on merit, not on reciprocity or quid pro quo arrangements.

We perform due diligence on third parties with whom we seek to transact to ensure they act ethically and handle information in a manner that would be acceptable under Avaya policies. Suppliers and business partners must abide by the guidelines within the Code, terms of their agreements, and each of Avaya's Business Partner Code of Conduct and Supplier Code of Conduct, as applicable.

Our proprietary information is a competitive advantage and must be properly protected to maintain our position in the market and trust of our customers and partners. Data breaches and data loss can cost the company financial loss as well as reputational damage.

### Showing Accountability

Avaya employees working with third parties such as suppliers, consultants, agents, sales representatives, business partners, distributors and independent contractors must:

- Follow all on-boarding procedures for suppliers and business partners
- Monitor your suppliers and partners to ensure they are meeting their commitments and acting ethically
- Engage the appropriate resources if you identify performance issues with your partner or supplier

### Policies

[Supplier Code of Conduct](#)

[Avaya Channel Partner Code of Conduct](#)

[Avaya Vendors Security Review](#)





## CLOSING THOUGHTS

Any failure to read, understand or acknowledge the Code does not exempt you from your responsibility to comply with its provisions, applicable Avaya policies and applicable laws and regulations.

### Waivers

Any waivers of any provisions of the Code with respect to any director or executive officer requires the approval of by Avaya's Board of Directors or by a committee thereof. Any such waivers will only be made in limited circumstances and in conjunction with any appropriate ongoing monitoring and will be disclosed as required under applicable law and regulations.

### Employment

Unless otherwise provided by local law or a collective bargaining or other labor agreement, the Code is not a contract of employment and does not create any contractual rights of any kind between Avaya and its directors, officers or employees. Moreover, unless prohibited by applicable law or unless an Avaya employee's terms and conditions of employment are governed by a collective bargaining or other labor agreement or there exist other applicable law or public policy exceptions, employment at Avaya is on an "at will" basis in the United States and elsewhere, where applicable. Please note employment in certain other countries may not be "at will". "At will" means that an employee may terminate his or her employment at any time and for any reason, and, similarly, Avaya may generally terminate an employee's employment at any time and for any reason, or for no reason at all.