

Carahsoft Supplier Code of Conduct

Background: Carahsoft operates with high standards and expectations and expects our resellers partners, subcontractors, suppliers, and other supply chain members to do the same.

To maintain excellence throughout all aspects of business, we continue to enhance the way we engage with our Suppliers to encourage continual improvement of the way we, and our supplier base, address and manage important issues. Our revised expectations and minimum standards within the enclosed document are the product of not only the increasing regulatory environment globally with respect to particular issues, but also the increasing expectations of our clients and the wider community.

Carahsoft values our Supplier relationships and is committed to working with, and supporting, our Suppliers to achieve mutual objectives. A Supplier's performance and adherence to high business standards is an important and integral part of the value chain for Carahsoft. Carahsoft promotes and expects the application of high legal, ethical, environmental and employee-related standards within our own business and among our Suppliers.

This Supplier Code of Conduct sets forth the minimum standards of business conduct that we expect from all of our suppliers:

ETHICS

The highest standard of integrity is expected in all of our business dealings. Any and all forms of corruption, extortion, bribery (including facilitation payments), and embezzlement are strictly prohibited and may result in immediate termination and legal action:

- Suppliers will not offer or provide money or anything of value to any person if the circumstances indicate that it is probable that all or part of the money or other thing of value is being given to another individual or entity to influence official action or to obtain a business advantage.
- Suppliers are expected to understand relevant Carahsoft and government gift and hospitality policies before offering or providing Carahsoft and government personnel with any gift and/or business entertainment. Gifts or entertainment should never be offered to Carahsoft and government personnel or representatives under circumstances that create the appearance of impropriety.
- Suppliers must comply with all applicable trade control laws and regulations in the import, export, re-export or transfer of goods and services (including software and technology). All invoices and any customs or similar documentation submitted to Carahsoft or governmental authorities in connection with transactions involving Carahsoft must accurately describe the goods and services provided and the price thereof.
- Suppliers shall not share or exchange any prices, costs, or other competitive information, or undertaking of any collusive conduct with any other third party to Carahsoft with respect to any proposed, pending or current Carahsoft procurement.
- Suppliers will use only subcontractors or other third parties who comply with all applicable laws and regulations, and who adhere to the same (minimum) standards set forth in this guide when contracting or doing business with Carahsoft.

WHISTLEBLOWER PROTECTION

Suppliers should ensure that their employees have all the rights and protections against reprisals as provided by law and regulation. These rights and protections include, for example, those in 41 U.S.C. 4712 (implemented by FAR 52.203-17, Contractor Employee Whistleblower Rights and Requirement to Inform Employees of Whistleblower Rights), 10 U.S.C. 2409 (implemented in DFARS 203.9, Whistleblower Protections for Contractor Employees), and 18 U.S.C. 1833(b) (Immunity from Liability for Confidential Disclosure of a Trade Secret to the Government or in a Court Filing).

CONTERFEIT RISK

All material, including material incorporated into the Goods delivered under a Purchase Order must be procured from the original equipment or component manufacturer (OEM/OCM), or the OEM/OCM's authorized distributor. Independent distributors or brokers are not acceptable and shall not be used by Suppliers to provide product delivered under a Purchase Order. Suppliers shall maintain a counterfeit risk mitigation process in accordance with industry recognized standards.

CONTERFEIT ELECTRONIC PARTS

As applicable, Supplier certifies that it has an established Counterfeit Electronic Part Detection and Avoidance System satisfying all requirements under Defense Federal Acquisition Regulation Supplement ("DFARS") clause 252.246-7007.

NO REFURBISHED PARTS

Supplier certifies that all products provided to Carahsoft or its customers as new, composed of previously unused components, whether manufactured from virgin material, covered material in the form of raw material, or materials and by-products generated from, and reused within, an original manufacturing process. All used, refurbished, or reconditioned products shall not be accepted and shall be returned and refunded at Supplier's expense. Supplier shall be liable for any expenses incurred for the supply of such prohibited items.

IMPORT; EXPORT SALES

Supplier agrees that it will not export, re-export, directly or indirectly, any United States origin commodities, technology/technical data or software sold to Carahsoft or its customers, or any direct product of that technical data: (i) in violation of the export laws and regulations of the United States, including but not limited to, the Bureau of Industry and Security Export Administration Regulations and the regulations of the Treasury Department's Office of Foreign Assets Control or any other relevant national government authority; (ii) to any country for which an export license or other governmental approval is required at the time of export, without first obtaining all necessary export licenses or other approvals; (iii) to any country or national or resident of a country to which trade is embargoed by the United States; (iv) to any person or firm on any government agencies Restricted Party List, including, but not limited to the U.S. Department of Commerce's Table of Denial Orders or Entities list, or U.S Treasury Department's list of Specially Designated Nationals; or (v) for use in any sensitive nuclear, chemical or biological weapons, or missile technology end-uses unless authorized by the U.S. Government by regulation or specific license.

SAM.GOV REGISTRATION

Supplier represents and warrants that it has an active SAM.GOV Registration in accordance with 52.204-7, System for Award Management (Oct 2018).

DEBARMENT OR SUSPENSION

By accepting any Purchase Order from Carahsoft, Supplier represents and warrants that as of the Purchase Order effective date, Supplier or its principals are not currently debarred, suspended, or proposed for debarment or suspension by the Federal Government or any state agency.

COMPLIANCE WITH LAWS

Suppliers shall comply with all applicable federal, state, and local laws and ordinances and all pertinent lawful orders, rules, and regulations and such compliance shall be a material requirement of this Agreement, as applicable. Flowdown provisions are also to be adhered to

- 3.502-2, Subcontractor kickbacks (Sep 2023).
- 52.203-5, Covenant Against Contingent Fees (May 2014).
- 52.203-7, Anti-Kickback Procedures (Jun 2020).
- 52.203-13, Contractor Code of Business Ethics and Conduct (Jun 2020) (41 U.S.C. 3509).
- 52.203-19, Prohibition on Requiring Certain Internal Confidentiality Agreements or Statements (Jan 2017) (section 743 of Division E, Title VII, of the Consolidated and Further Continuing Appropriations Act, 2015 (Pub. L. 113-235) and its successor provisions in subsequent appropriations acts (and as extended in continuing resolutions).
- 52.204-23, Prohibition on Contracting for Hardware, Software, and Services Developed or Provided by Kaspersky Lab and Other Covered Entities (Nov 2021) (Section 1634 of Pub. L. 115-91).
- 52.204-24, Representation Regarding Certain Telecommunications and Video Surveillance Services or Equipment (Aug 2020).
- 52.204-25, Prohibition on Contracting for Certain Telecommunications and Video Surveillance Services or Equipment. (Nov 2021) (Section 889(a)(1)(A) of Pub. L. 115-232).
- 52.204-26, Covered Telecommunications Equipment or Services-Representation (Oct 2020).
- 52.204-27, Prohibition on ByteDance Covered Application (Jun 2023).
- 52.211-5, Material Requirements (Aug 2000).
- 52.219-8, Utilization of Small Business Concerns (Oct 2022) (15 U.S.C. 637(d)(2) and (3)), in all subcontracts that offer further subcontracting opportunities. If the subcontract (except subcontracts to small business concerns) exceeds the applicable threshold specified in the FAR 19.702 (a) on the date of the subcontract award, the subcontractor must include 52.219-8 in lower tier subcontracts that offer subcontracting opportunities.
- 52.222-21, Prohibition of Segregated Facilities (Apr 2015).
- 52.222-26, Equal Opportunity (Sep 2016) (E.O. 11246).
- 52.222-35, Equal Opportunity for Veterans (Jun 2020) (38 U.S.C. 4212).
- 52.222-36, Equal Opportunity for Workers with Disabilities (Jun 2020) (29 U.S.C. 793).
- 52.222-37, Employment Reports on Veterans (Jun 2020) (38 U.S.C. 4212).
- 52.222-40, Notification of Employee Rights under the National Labor Relations Act (Dec 2010) (E.O. 13496). Flow down required in accordance with paragraph (f) of FAR clause 52.222-40.

- 52.222-41, Service Contract Labor Standards (Aug 2018) (41 U.S.C. chapter 67).
- 52.222-50, (1) Combating Trafficking in Persons (Nov 2021) (22 U.S.C. chapter 78 and E.O. 13627).
- 52.222-51, Exemption from Application of the Service Contract Labor Standards to Contracts for Maintenance, Calibration, or Repair of Certain Equipment – Requirements (May 2014) (41 U.S.C. chapter 67)
- 52.222-53, Exemption from Application of the Service Contract Labor Standards to Contracts for Certain Services – Requirements (May 2014) (41 U.S.C. chapter 67).
- 52.222-54, Employment Eligibility Verification (May 2022) (E.O. 12989).
- 52.222-55, Minimum Wages Under Executive Order 13658 (Jan 2022).
- 52.222-62, Paid Sick Leave Under Executive Order 13706 (Jan 2022) (e.o. 13706).
- 52.223-15, Energy Efficiency in Energy Consuming Products (May 2020).
- 52.224-1, Privacy Act Notification (Apr 1984).
- 52.224-2, Privacy Act (Apr 1984).
- 52.224-3, Privacy Training (Jan 2017) (5 U.S.C. 552a).
- 52.225-13, Restrictions on Certain Foreign Purchases (Feb 2021).
- 52.225-26, Contractors Performing Private Security Functions Outside the United States (Oct 2016) (Section 862, as amended, of the National Defense Authorization Act for Fiscal Year 2008; 10 U.S.C. 2302 Note).
- 52.226-6, Promoting Excess Food Donation to Nonprofit Organizations. (Jun 2020) (42 U.S.C. 1792). Flow down required in accordance with paragraph (e) of FAR clause 52.226-6.
- 52.244-6, Subcontracts for Commercial Items (Sep 2023).
- 52.247-64, Preference for Privately Owned U.S. Flag Commercial Vessels (Nov 2021) (46 U.S.C. Appx. 1241(b) and 10 U.S.C. 2631). Flow down required in accordance with paragraph (d) of FAR clause 52.247-64.
- 18 U.S.C. § 201: Bribery of public officials and witnesses.
- The Foreign Corrupt Practices Act of 1977, as amended, 15 U.S.C. §§ 78dd-1, et seq. ("FCPA"),
- The rights outlined in 41 U.S.C. 4712 (implemented by FAR 52.203-17, Contractor Employee Whistleblower Rights and Requirement to Inform Employees of Whistleblower Rights), 10 U.S.C. 2409 (implemented in DFARS 203.9, Whistleblower Protections for Contractor Employees), and 18 U.S.C. 1833(b) (Immunity from Liability for Confidential Disclosure of a Trade Secret to the Government or in a Court Filing).

As a supplier to Carahsoft, supplier shall affirm its status as a bona fide selling agency in accordance with FAR 3.4 and is genuinely and effectively engaged in the business of selling or leasing products or services. Further, to the extent necessary, supplier will hold valid authorizations for the representation and sale of products and services and shall adhere to ethical business practices. Supplier recognizes this is a critical aspect of partnership with Carahsoft.

DPAS RATING

If there is a priority rating on a Purchase Order issued to Supplier by Carahsoft, then in accordance with FAR 52.211-15 it is a rated Purchase Order certified for national defense, emergency preparedness, and program use, and Suppliers shall follow all requirements of the Defense Priorities and Allocations System (DPAS) regulation (15 CFR 700). By acceptance of this Purchase Order, Supplier agrees to process this Purchase Order in accordance with the above criteria. Supplier performance or delivery under the applicable Purchase Order further constitutes Supplier acknowledgment of, and agreement to, the DPAS regulation.

ADHERENCE TO LABOR LAW, EMPLOYEE RIGHTS AND PROTECTIONS

Policies should be in place to confirm the Supplier's commitment to these points and improvement programs should be in place where relevant:

Wages and benefits: At a minimum, the legal minimum wage standard must be adhered to across the entire workforce, employees should receive clear information on their wages, and unfair deductions from wages as a disciplinary measure are not permitted.

Working hours: Working hours must be limited according to national or local law, including breaks. Overtime should be voluntary, should not replace regular employment and must be fairly compensated.

Freedom of association, collective bargaining or parallel means: Employees have the right to join or form a trade union without facing discrimination or intimidation. Where freedom of association and collective bargaining is restricted under law, employees should have the right to develop parallel means.

Health and safety and working conditions: A safe and hygienic working environment should be provided with an awareness of any industry-specific hazards. Relevant training should be provided to employees.

Regular employment: All employees should be provided with a written employment contract setting out

SUBCONTRACTING

Where authorized subcontracting is used by Supplier to support the execution of services for Carahsoft, Supplier shall confirm that the subcontractor meets the minimum expectations set out in this Section through the following controls:

- A. Supplier shall take necessary steps to obtain and maintain visibility over labor rights and risks within the operations and supply chains of subcontractors;
- B. Supplier shall attain the right to audit over subcontractor operations; and
- C. Records of audits undertaken of subcontractors shall be available on request.

Supplier shall have written agreements in place with subcontractors to ensure that any further subcontracting by the subcontractor company (a) is authorized and (b) meets the standards set out in this document.

DIVERSITY AND INCLUSIVENESS

Suppliers will be required to comply with any applicable discrimination legislation. Our Suppliers will be treated fairly and equally during the tendering and purchasing process, with decisions made on the basis of clear selection criteria.

Carahsoft expects Suppliers to have a policy in place to consider usability by, and inclusion of, individuals with disabilities when designing products and/or delivering services to Carahsoft. As part of the policy, there are accessibility standards and/or processes in place that conform to disability guidelines when Suppliers are designing products and/or delivering services.

Carahsoft expects Suppliers to have a policy that explicitly bans discrimination/bullying and harassment based on sexual orientation, race, gender or gender identity/expression. In addition, Suppliers are also encouraged to have evidence of diversity and inclusiveness training that is inclusive of sexual orientation and gender Identity/expression.

Our Inclusive Procurement strategy's chief objective is to identify, develop and utilize certified diverse businesses (defined below) that can enhance our competitive advantage and provide innovative and cost-effective products and services for us and our clients. It is our expectation that all Suppliers use their best efforts themselves to procure diverse businesses to compete for goods and services to become preferred Suppliers to the Supplier and/or as its subcontractor(s). In accordance with the terms of its agreement with Carahsoft, Suppliers commit to comply with all relevant regulatory agency requirements, as well as with any local diversity regulations and programs.

For the purposes of this Supplier Code of Conduct, a "diverse business" is a company that is certified to be at least 51%-owned, -operated and -controlled by one or more minority, woman, LGBT+ person, person with a disability, veteran, service-disabled veteran, or aboriginal or indigenous person. In addition, historically underutilized business and social enterprises as defined by the local country will be included in the diverse business classification.

It is our commitment that diverse business enterprises shall have equal opportunity to compete for all goods and services to become preferred Suppliers and/or subcontractor(s) for the organization. Carahsoft is committed to the development and growth of diverse business enterprises to build a better working world and to expand networks to build trusted and enriched relationships.

Carahsoft expects Suppliers to have equivalent policies to promote diversity in their supply chains and purchase from diverse businesses. Suppliers agree to make a reasonable effort to utilize diverse suppliers and provide evidence to Carahsoft upon request.

MONITORING

Carahsoft may conduct annual compliance surveys to confirm compliance with this Supplier Code of Conduct. However, Carahsoft expects that Suppliers will actively audit and monitor their day-to-day management processes with respect to the Carahsoft Code of Conduct and provide evidence to Carahsoft upon request. All costs associated with the annual compliance survey will be the responsibility of Carahsoft.