

# Teradata Corporation Values and Code of Conduct

2016-2017

## Table of Contents

1	Our Shared Values
4	Tone at the Top: Why Integrity Matters
7	Trust
9	Ethics
11	Respect
13	Achievement
16	Dedication
19	Accountability
23	Teamwork
28	Attitude
30	Appendix

The Teradata Code of Conduct is a summary of the minimum standards of conduct required of all Teradata people and teams. The Code helps us understand how to comply with the legal and ethical responsibilities that come with our jobs. It also helps Teradata establish clear and consistent rules for applying our Values and Qualities.

The Code is only a general overview. You will find a number of policies referenced in the Code and elsewhere in Teradata communications. These Policies establish, in more detail, our requirements for how we must deal with issues. We also outline the reporting of suspected Code and Policy violations. You should feel comfortable asking questions before you act, so you can get clear answers in advance about complying with our Code, our Policies or legal requirements.

## Our Shared Values

The Teradata Shared Values are core principles to guide us in our work-related activities, decisions, and statements. The Shared Values, and the Qualities that arise from them, help us not only comply with legal and ethical standards, they help Teradata remain a great place to work. Where our Code or a Policy does not address a particular issue, our Values and Qualities guide us in doing the right thing.

The Teradata Shared Values serve as the basis for the overall direction of our company and help us evaluate our performance. These Values are not merely compliance measurements. They are and must be embedded as a part of our culture.

*The shared values include the following:*

- **Integrity** – We are committed to the highest standards of integrity and ethics. At Teradata, we do the right thing—always.
- **People focus** – We believe our people distinguish us. We respect individual differences, and strive to build a supportive work environment.
- **Open, trust-based environment** – We strive to create an environment of openness and trust within Teradata and with our customers, partners, and suppliers.
- **Customer dedication** – We are passionate about our customers and their success with our solutions.
- **Responsibility** – We demonstrate responsibility in all aspects of our business endeavors. We are committed to the communities where we work and live.
- **Innovation** – We foster an environment of continuous innovation to deliver greater value to our customers.

<INTERACTIVE LAYER>

### *Teradata Attributes*

The Teradata Attributes are the inherent DNA of our Teradata people. They are the qualities or features which become our consistent trademarks. These Attributes create value and influence with our customers, prospects, shareholders, and public. This is what we do, how we do it, and who we are.

### *Passionate*

We do great things because we believe in what we're doing. When it comes to the success of our customers we will do the right thing, the right way, whether or not it is easy.

### *Practical*

We are diligent and hands-on doers. We do whatever it takes to deliver for our customers. We never give up.

### *Future-Focused*

We create value and success for our customers and our company today. We are always listening to our customers to deliver what they need tomorrow.

### *Expert*

We help our customers unlock the value of their data with analytics and applications. No company does more. This is our heritage, our focus, and our future.

<END INTERACTIVE LAYER>

## **Our Desired Qualities**

The Qualities desired at Teradata are aligned with our Shared Values. They reflect the characteristics we stand for and expect of all Teradata people. These Qualities apply to everything we do.

*These Qualities Are:*

- **Trust**
- **Ethics**
- **Respect**
- **Achievement**
- **Dedication**
- **Accountability**
- **Teamwork**
- **Attitude**

At Teradata, we are committed to applying our Values and exemplifying our Qualities in all of our decisions, words, and conduct.

The remainder of this publication will focus on each of these Qualities and discuss the implementation of them in our daily activities.

*Our Code of Conduct Commitments include:*

1. We conduct business ethically and in compliance with our Code of Conduct and Policies.
2. We seek guidance and report concerns and violations.
3. We respect others.
4. We comply with laws.
5. We compete fairly.
6. We avoid conflicts of interest.
7. We protect assets.
8. We protect data.
9. We keep accurate records.
10. We apply our Code of Conduct and Policies consistently.
11. We do the right thing – always.

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Contact the Teradata Ethics Helpline at 1-866-455-0993, or visit **[www.integrity-helpline.com/tdhelp.jsp](http://www.integrity-helpline.com/tdhelp.jsp)** to report a violation or raise an ethics or compliance issue.

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## **Complying with our Code**

The Teradata Code—as well as our Values, Qualities, and Policies—apply to all Teradata people and teams throughout the world. We also expect our business partners to comply with the standards of conduct set out in them with respect to all of their Teradata-related activities.

Teradata subsidiaries, affiliates, business organizations, operations, and teams may decide to implement additional standards to supplement our Code. If supplemental standards apply to you, you must always follow the stricter standard—so that you comply with both our Code and team- or role-specific standards.

By incorporating our Code, Values, and Qualities into our daily activities, you will help ensure we do business the right way. Anyone who acts contrary to the principles and standards established by our Code, Values, and Qualities will be subject to discipline, up to and including termination, consistent with local law.

Our Code and Values apply to all Teradata people and organizations globally.

In this document, “Teradata” refers to Teradata Corporation and all of its subsidiaries, affiliates, business organizations, teams, and operations throughout the world. Teradata “associates” include every Teradata employee, independent contractor, subcontractor, temporary employee, agent, representative, officer, and Board member.

Teradata “business partners” include every Teradata supplier, vendor, reseller, distributor, alliance partner, service provider, and other third party with whom Teradata conducts, or proposes to conduct, business. Teradata “people” are all Teradata “associates” and all Teradata “business partners” throughout the world.

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## **Tone at the Top: Why Integrity Matters**

### **Ethics and Compliance are Top Priorities at Teradata**

Teradata is accelerating our pace of change throughout the company to deliver high-impact business outcomes for our customers through analytics at scale. As we execute against our strategy and make improvements throughout the organization to gain efficiencies, we must continue to support our top priorities of ethics, compliance, trust, and integrity.

To help foster and achieve our commitment to Ethics and Compliance (E&C), we have declared and communicated our Values, Qualities, and Code of Conduct throughout the company. Guided by these principles and standards, Teradata people are expected to comply with these controls, policies, and our Code of Conduct—essentially to do the right thing in the right way at all times.

Our Code of Conduct provides clear and consistent rules for all to follow, helps us comply with legal and ethical standards, and helps Teradata remain a great place to work. Strong ethics also provide us with a competitive advantage. They are a key reason our customers view us as a trusted advisor, and we are an employer of choice for current employees and future talent.

Our Leadership Team has challenged the Teradata E&C program to be among the best and most effective in the world. Teradata managers and team leaders set the right tone and example when it comes to integrity, ethics, and compliance. We also hold individuals accountable to our high standards for E&C, and we take swift and decisive actions for compliance violations.

I know I can count on our Teradata team to maintain this high level of integrity in all their efforts. Our team's past behaviors have enabled Teradata to achieve the World's Most Ethical Companies award for each of the past seven years. As we transform our company, I invite each of our team members and community of partners and suppliers to reflect on ways to better apply our Values and Qualities and make a personal commitment to uphold them in everything you do connected with Teradata.

I know you will join me in ensuring Ethics and Compliance continue to be the foundation of who we are and what we do at the new Teradata. As you all know, I believe honesty and integrity are key tenets to a strong personal and strong business foundation.

Vic Lund  
President and Chief Executive Officer  
Teradata Corporation

**Teradata Leaders must set the right tone and example regarding integrity, ethics, and compliance.**

Integrity is also the top priority for the Teradata Board of Directors. The Board is committed to the Teradata Values and Qualities and to complying with the Teradata Code of Conduct. Teradata Board members, officers, and senior managers are accountable for applying those Values, exhibiting our desired Qualities, complying with the Teradata Code and Policies, and setting the right examples and tone for Teradata in the areas of ethics, compliance, and integrity.

But no matter how committed to integrity the Board, the President and CEO, the officers, and the senior managers of Teradata are, we understand that being a company of true integrity can be achieved only through the personal commitment and conduct of every Teradata person. We are counting on you to help achieve this top priority. Together, let's continue to build on Teradata's success by following the highest standards of ethics and integrity.

Jim Ringler  
Chairman of the Board  
Teradata Corporation

**Integrity, ethics, and compliance is a key part of everyone's job at Teradata.**

I am honored to serve as Teradata's Chief Ethics, Compliance, and Privacy Officer. I am pleased that Teradata has been recognized many times with the "World's Most Ethical Companies" award and other recognitions for being a company of ethics and integrity.

However, the Teradata E&C Office merely administers the company's ethics and compliance program and tracks and reports information regarding indicators of Teradata being an ethical and legally compliant company. The true key to our E&C achievements is the execution and results produced by every Teradata person and every Teradata team every day.

While we have achieved good E&C results in the past, we must raise the bar for the future. One E&C lapse can undermine all we have achieved and will achieve in the future.

We all must continuously improve our E&C program, achievements, and E&C results.

I give you my and the E&C Office's commitment to do so and ask that all Teradata people do the same. You are the key to our company's achievements in ethics, compliance, and integrity.

Thank you for all you do to help make and keep Teradata a great company, a great place to work, and one of the "World's Most Ethical Companies."

Todd Carver  
Chief Ethics, Compliance, and Privacy Officer  
Teradata Corporation

<INSERT CALLOUT>

Contact me at: [todd.carver@teradata.com](mailto:todd.carver@teradata.com) 937-242-4718

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# Trust

**Our Values, Qualities, Code of Conduct, and Policies express what Teradata expects. Trust has been placed in us. Trust to do the right thing. We either earn that trust or we don't. We earn trust by asking questions and getting answers before we act, and by standing together against wrongdoing. We earn trust by living the Teradata Values of integrity and responsibility. We earn it by upholding our company's reputation as a customer-dedicated, passionate company, which does business the smart and the right way. And as we earn trust, we continue to build a bright future for our company, our shareholders, our business partners, our communities, and our customers.**

If something doesn't feel right, doesn't seem right, doesn't look right, or doesn't sound right, we must question it. If our Values, Qualities, Code, and Policies don't clearly address a concern, we must seek guidance from other sources. We must continuously earn and confirm trust by doing the right thing.

## *Non-Retaliation*

All Teradata people must feel empowered to report any suspected violation of the law, our Code, or Teradata Policies without fear that his/her employment or other business relationship with Teradata will be negatively impacted. Teradata strictly prohibits any form of retaliation against those who ask questions, voice concerns, or submit reports in good faith, as well as those who participate in ethics and compliance investigations and audits.

Good faith does not mean you have to be right, but it does mean you are providing all of the information you have, and you believe it to be truthful. Bad faith is when someone provides information he or she knows is false, often with the intent to target or retaliate against someone else. Just as we do not tolerate retaliation, we will not tolerate knowingly false information submitted in bad faith.

## *Keeping Accurate Records*

All of us are responsible for ensuring Teradata books and records are complete and accurate. This helps us live up to our Value of Integrity, and allows us to meet our commitments to our investors and regulators. All of our financial entries and records, including travel and entertainment expense reimbursement requests and payments, must fairly and accurately reflect the true nature, amounts, relevant dates, involved parties, and purpose of the spending.

This means we may not establish or use any slush funds or unrecorded pools of money or assets for bribes, kickbacks, entertainment, or any other improper purpose. You must never make false or artificial entries on expense reports or any other Teradata books and records.

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We need accurate information to make the best and most effective decisions for our business. To fulfill our obligations and to be accountable to customers, associates, business partners, shareholders, and government authorities, we must keep full, fair, accurate, and timely books and records of all business transactions. Accurate records are critical to Teradata fulfilling its financial, legal, and reporting obligations.

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<INSERT INTERACTIVE LAYER>

### *Red Flags of Fraud*

- The individual is in the office at odd hours for no apparent legitimate business purpose.
- The individual is discreetly accessing/copying company records for no apparent legitimate business purpose or company records that are not related to his job responsibilities.
- The individual's lifestyle reflects that he is living beyond his means.
- The individual lacks personal stability; the individual is experiencing an emotional trauma in home life or work life; the individual is facing undue/unreasonable family, company, community, financial, or lifestyle expectations.
- The individual consistently tries to beat the system, compromise or manipulate processes, or exceed his authority.

<END INTERACTIVE LAYER>

All Teradata associates are required to make certain Teradata's books and records are accurate. We need to ensure all the reports we make—including the recording of time worked, business expenses incurred, and all other business-related activities—and all receipts and other supporting documentation and information are not falsified, misleading, or forged in any way. You must record and file reports on time and accurately. If, after checking relevant Policies, you are unsure whether a certain expense is a legitimate reimbursable business expense or is permitted by our Policies, you should ask your manager or other subject matter experts in the company before you act and before you submit a reimbursement claim for it. Associates are accountable and will be subject to discipline for submitting false reports or claims for reimbursement.



We must never book or process a transaction or payment, including recognizing orders and recognizing revenue, without the full and appropriate underlying documentation. Falsifying, forging, or back-dating books, records, orders, contracts, approvals, invoices, acceptances, or any documents used in connection with revenue recognition is always wrong and will not be tolerated. Each of us must cooperate fully with financial controls personnel, proper revenue recognition assurance personnel, and internal and external auditors in their effort to verify the accuracy of the company's books and records and compliance with accounting and legal requirements. Refusing to cooperate or affirmatively interfering with a review, audit, or investigation will result in discipline.

Properly maintaining corporate records after they are created also is very important. Teradata has adopted a Record Retention Policy (Corporate Finance & Accounting Policy (CFAP) 111) describing how to maintain records for required periods and destroy them when they are no longer needed. If you are unsure about what records you need to maintain and for how long, please review our Record Retention Policy and make certain you follow the record retention schedule for your area or for the types of documents with which you work.

Also keep in mind in the event of actual or threatened legal proceedings or government investigations, a Legal Hold might be placed on certain documents and records. Teradata's status in legal proceedings may be at risk if we do not secure or are unable to produce relevant documents and records. In these cases, you will be contacted by the Teradata Law Department. If a Legal Hold applies to you or documents or records held or controlled by you, you must retain all relevant records subject to the Legal Hold instructions.

## Ethics

At Teradata, we are passionate about our business and customers. We are committed to conducting business with the highest standards of ethics, integrity, respect, and accountability.

Teradata empowers companies to achieve high-impact business outcomes. Our focus on business analytics solutions, analytic ecosystem architecture consulting, and hybrid cloud solutions can unleash the potential of great companies. Personal and corporate integrity are the foundations of our mission.

Our Code of Conduct sets the standards for how we conduct Teradata business. However, our Code, Shared Values, Qualities, and Policies are only guides to ethical conduct. They cannot cover every possible situation or every question a Teradata person might face. If you are unsure about what is the right thing to do, you should ask. Start with your manager, and then contact appropriate Teradata subject matter experts. Ethics compel us to get an answer before we act if we are uncertain if something is right.

On unique occasions, it may be appropriate to waive or alter a provision of our Code or a Policy for a personal situation. This might be the case if doing one thing would be a violation, but doing another thing—or nothing at all—would also be a violation, or where legal requirements changed after the provision was written. If you encounter circumstances where you think such an ethical dilemma or contradiction has arisen, you should raise the issue with your manager immediately, and the manager should raise it with other appropriate responsible Teradata resources. If either of you is uncertain to whom a question should be directed, you should raise it to the Teradata Ethics & Compliance Office. The important thing is to obtain direction before you act if you face such a dilemma or uncertainty.

Except for Policy deviation approvals expressly provided for in our Policies, all Code of Conduct and Policy waivers require the advance written approval of the Teradata Law Department. Only the Audit Committee of the Teradata Board of Directors may waive compliance with our Code by Teradata executive officers or Board members, and only in the most unique situations, and only in compliance with proper disclosure and transparency requirements. We hold everyone from the top down at least to the same standards of conduct.

And we hold company executives and Board members to even higher standards and expectations.

### *Seeking Guidance and Reporting Violations*

Violations of our Code are serious and can cause great harm to our business relationships and reputation. If you have a question or concern, or become aware of conduct you think may be a violation of our Code, our Policies, or the law, then you have a duty to speak up. Reporting your concerns in good faith—meaning you are giving a sincere and complete account of a possible issue—helps Teradata solve problems in the workplace before they escalate.

If you suspect a legal or ethical violation, bring it to the attention of one of the following:

- Your manager
- Your manager's manager
- Your Teradata human resources representative
- A member of the Teradata subject matter expert team for the area at issue (for example, Corporate Security for suspected theft issues, or Internal Audit for suspected financial irregularities)
- The Teradata Law Department
- The Teradata Ethics & Compliance Office (by e-mail at [et230068@teradata.com](mailto:et230068@teradata.com) or [Ethics&ComplianceOffice.TD@teradata.com](mailto:Ethics&ComplianceOffice.TD@teradata.com), or by calling Teradata's Chief Ethics & Compliance Officer, Todd Carver, at 937-242-4718).
- The Teradata Ethics Helpline, which can be reached online at [www.integrity-helpline.com/tdhelp.jsp](http://www.integrity-helpline.com/tdhelp.jsp) or by telephone at 1-866-455-0993. The Teradata Ethics Helpline telephone number is printed on most Teradata associate identification badges—so it is readily available to you at all times.

- The Teradata Certified Professional Program (by e-mail at TCPP.Security@teradata.com) for questions about illegal or questionable study materials, suspicious testing behavior, certification title representation, logo usage, and associated matters.

While you may choose to report anonymously, it may be difficult to follow up with specific details of your concern. In some countries, local laws may require you to identify yourself. The Ethics & Compliance Office or the Ethics Helpline will let you know if either of these apply to your report. We encourage you to identify yourself when contacting these resources so Teradata can thoroughly investigate the issue. If you do give your name or come forward in person, Teradata will take steps to the fullest extent permitted by applicable laws to protect your identity, sharing your name only on a need-to-know basis.

Teradata analyzes and investigates all reports of misconduct and takes appropriate action when violations are found. This may include disciplinary action against those who commit violations, up to and including termination of employment or termination of contract.

If asked to aid in an investigation, you must answer all questions truthfully and cooperate completely. Lying, concealing, or covering-up an ethical or legal violation is a serious violation of our Code.

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If you do not feel comfortable reporting your concerns to any of the resources listed here, you may report them directly to the Audit Committee of the Teradata Board of Directors by written communication to the Corporate Secretary at Teradata world headquarters: Audit Committee of the Board of Directors, Teradata Corporation, Attention: Corporate Secretary, 10000 Innovation Drive, Dayton, Ohio (USA) 45342.

<END CALLOUT>

In conducting investigations and deciding which actions are appropriate, Teradata relies on facts. We are not *out to get anyone* or make someone a scapegoat. Rather, we need to and will run a clean shop and conduct business in ways consistent with legal requirements and our Values, Qualities, Code, and Policies.

## Respect

Having an open, trust-based environment is one of our core Values, and respect is one of the key Qualities in our workplace. We seek to provide a work environment that fosters respect for all associates, customers, and business partners, and that includes and reflects the diversity of the communities in which we operate.

### *Diversity and Inclusion*

As a global company, Teradata understands that its diversity of people—and the culture, ideas, training, and background they provide—enable us to drive innovation and enhance the products and services we deliver to our customers. When we deliver innovative products and services to our customers, we increase our competitive advantage and drive growth and return to our shareholders.

Teradata complies with the laws and regulations of the countries in which we operate. However, our commitment to diversity extends beyond legal compliance. Teradata strives to create a workplace where different cultures and ideas are valued, supported, and encouraged.

Through our diversity and inclusion initiatives, Teradata aims to build and enhance our diversity profile to help deliver the best and most innovative products and services in analytic data solutions.

### *Non-Discrimination*

Teradata prohibits unlawful discrimination in any employment-related decisions or business partner selection decisions. We hire, select, give performance appraisals, and promote based on merit—never discriminating against anyone on the basis of protected characteristics such as race, color, religion, national origin, gender, age, disability, sexual orientation, pregnancy, gender identity/expression, marital status, veteran status, or any other unlawful factor.

If you experience discrimination, or if you become aware of discrimination, you must report it immediately. You should use the reporting methods outlined in our Code.

### *Non-Harassment*

Respect for one another demands a work environment free from all forms of unlawful harassment. Harassment is any form of inappropriate or illegal conduct towards another person that creates an intimidating, hostile, or offensive work environment. It can be sexual or nonsexual in nature. Sexual harassment involves unwelcome sexual advances, requests for sexual favors, or other physical or verbal conduct of a sexual nature.

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### *Red Flags of Sexual Harassment*

Offensive, inappropriate, demeaning, or unwelcome comments, jokes or images connected with the workplace (including in e-mails and other electronic communications using company resources) regarding sexual conduct, sexual attractiveness, sexuality, sexual identity, gender, age, race, national origin, religion, disability, or other legally protected category of people.

<END INTERACTIVE LAYER>

No matter the form it takes, harassment can interfere with a person's work performance or adversely affect his or her employment opportunities. Teradata does not tolerate harassment regardless of whether it occurs on company premises or during off-site or after-hours events such as holiday parties, team-building events, business conferences, or business travel.

If you experience harassment, or if you become aware of a harassment situation, you must report it immediately using the reporting methods outlined in our Code. Teradata strictly prohibits retaliation against anyone who makes a good faith report of discrimination or harassment.

## Achievement

**Teradata operates in a highly-competitive marketplace. We must constantly innovate and improve our products and solutions to meet our customers' needs and keep pace with our competition. We recognize and value personal and professional achievement. Our future achievements as individuals and as a company are built upon the base of our accumulated assets, knowledge, and training.**

### *Use of Company Assets*

Teradata assets—its information, facilities, equipment, materials, property, technology, and reputation—have been acquired through the hard work, achievement, and dedication of our entire team. We all have an interest in the continued success of Teradata, and we all are accountable for that success. We must protect our assets from theft, damage, loss, and misuse, and ensure they are used only for Teradata and Teradata-approved purposes.

Teradata recognizes our associates may occasionally make limited personal use of certain Teradata assets. However, the routine or extensive use of Teradata time, assets, or resources for personal purposes is not permitted. Anything more than minimal use of Teradata resources for personal or non-Teradata approved community or charitable purposes must receive prior approval from your manager.

If you are in doubt about whether the amount, type, or content of personal use of Teradata assets is proper, please discuss it with your manager, obtain approval in advance, and refrain from using Teradata assets for such purposes until after you have received permission to do so.

The Teradata Code, Values, and Qualities apply to both business use and permitted personal use of Teradata assets. This means you should not use Teradata assets at any time for anything that violates the Code or Policies, such as for accessing, viewing, storing, or sending pornography; engaging in acts of discrimination, harassment, retaliation, or threats of violence; or illegal gambling, prostitution, or any illegal activities. Violations will lead to discipline, up to and including termination of employment.

## *Social Messaging, Information Technology, and Network Systems*

Social networking and the Internet are key business tools. The use of the Internet and social networks at work or using company technologies must be consistent with our Qualities of achievement, respect, trust, and accountability. We may not use either Teradata information technologies (equipment, software, or networking resources) or a customer's or business partner's information technologies to gather or distribute offensive, sexually-suggestive, discriminatory, harassing, pornographic, or other inappropriate data or information, whether during or after work hours.

E-mail messages, text messages, instant messages, blog comments, twitter messages, social networking site communications, and voicemail messages produce an easily-forwarded, traceable, and recoverable record of communications. All messages made on or through Teradata IT systems, devices or networks, or that are Teradata-related should be composed with the same care you would take in composing a letter on the company's letterhead.

You should assume that whatever you say in e-mails, instant messages, text messages, and other forms of social networking will be seen by others and could be the subject of external and internal investigations or subject to legally-required disclosures. A good rule of thumb to keep in mind and apply to the content of communications and documents using those resources or that refer to or involve Teradata is the Newspaper Rule: If your communication appeared on the front page of the paper for others to read without any other context, would it be perceived as consistent with Teradata's Values, Qualities, and Code of Conduct? If not, then don't use it, send it, or post it.

To maintain the security, integrity, and the business purposes of our information technologies and comply with laws, regulations, privacy obligations, and contractual duties, we all need to take necessary actions to safeguard passwords and identification codes to prevent unauthorized access to Teradata, customer, and business partner information systems.

Teradata reserves the right to monitor the content of any messages transmitted or stored through or in its systems. This includes information that has been deleted by users or sent over Teradata networks. You should not expect privacy (beyond that required by applicable laws) when using e-mail, the Internet, or other forms of electronic communications on Teradata, customer, or business partner computers or networks. Teradata expects and requires each of us to be respectful of the conditions and limitations that apply to use of Teradata resources and the resources of its customers and business partners.

None of the restrictions relating to social media or confidentiality of employee information are intended or should be interpreted as limiting an employee's right to engage in legally protected concerted activity.

### *Insider Trading*

We regularly have access to information that others may not have about Teradata and the companies with which we conduct or may propose to conduct business. This knowledge may include non-public information that might influence an investor to buy, sell, or otherwise trade in a company's securities (including stocks and options of Teradata or other companies involved), such as non-public information about acquisitions, divestitures, management changes, or financial results or projections.

Insider trading is the illegal act of buying, selling, or otherwise trading in securities while in the possession of material non-public information about Teradata, its customers, its business partners, or others with which Teradata has or is considering a business relationship. Insider trading is a serious violation of our Code, the Teradata Insider Trading Policy (see Corporate Management Policy (CMP) 922 and 922Q) and state and federal securities laws, and could subject the individuals involved to immediate termination and potential criminal prosecution.

'Tipping' is also a violation of our Policies, Code, and securities laws, with the same consequences. Tipping occurs when you provide material non-public information to someone else, even inadvertently, and that person acts on the information, or tips others to act on the information to buy, sell, or otherwise trade in securities. Each of us must be careful not to disclose any non-public information about Teradata, our customers, our business partners, or others with which Teradata has or is considering a business relationship to family members, friends, or other third parties.

Under the Teradata Insider Trading Policy, certain associates will be treated as restricted insiders and automatically "blacked-out" from trading during certain periods. If you have questions or concerns about trading in securities while in possession of inside information or while serving in a restricted insider role, consult the Teradata Insider Trading Policy and, if still in doubt, contact the Law Department for more guidance before you trade.

### *External Company Communications*

To help assure our reputation is effectively managed and protected, all communications with media outlets involving Teradata must be handled through the Teradata Public Relations/Communications organization. Similarly, all responses to subpoenas and governmental inquiries and inspection requests must be handled through the Teradata Law Department. And, all business and financial results disclosure must be made only when and as authorized under Teradata Policies (see CMP 110) and by the Teradata Disclosures Committee. This helps us ensure the information we communicate or produce is consistent, accurate, and in line with Teradata Policies and disclosure laws, regulations, and legal requirements.

## *Data Protection*

Teradata has built a well-deserved reputation as an organization that has earned the trust and respect of our customers. We must uphold that trust and respect by protecting the confidentiality, integrity, and availability of data. Each of us must follow all relevant procedures for processing and handling confidential data, such as:

- Allowing access only by authorized persons (e.g., Teradata associates and business partners with a legal and legitimate need to know it).
- Closely guarding passwords and the technology accessed with those passwords.
- Resisting the instinct to be immediately helpful when unverified or unauthorized people seek access to data, funds, or approvals, such as through pre-texting or phishing attempts.
- Maintaining careful backups in accordance with and otherwise complying with our data management Policies and Information Protection standards.

If you become aware of a data security breach, no matter how minor, you have an obligation to Teradata and our customers to report it immediately so we can address and limit any damage, make any filings or disclosures required by applicable laws, regulations, or contracts, and take steps to comply with other data and privacy protection laws and regulations as quickly and completely as possible. Ignoring a data security breach is not an option.

All of us should read, understand, and comply with the provisions of our Privacy Policy statement. That statement is publicly accessible through our external website at [Teradata.com](http://Teradata.com). (Select the “Privacy/Legal” link at the bottom of that Web page.)

## Dedication

**Teradata is a global team of dedicated individuals. We earn our customers’ business and partnership through our dedication to being the best in our field of analytic data solutions.**

Teradata has also earned its reputation as a smart, innovative, customer-dedicated company through our hard work and focus. To safeguard our reputation, we must obey the laws of the communities in which we operate, and we must respect the customs and traditions of those communities. At the same time, we must not engage in any conduct that violates our Code or Policies—even if that conduct would be allowed by local laws.

*Zero Tolerance for Bribery, Corruption and Money Laundering; Government-related Dealings*

We do business free of corruption and other impropriety. Teradata Corporation and all of its people and teams everywhere in the world are subject to anti-corruption, anti-bribery, and anti-money-laundering laws, including the United States Foreign Corrupt Practices



Act (FCPA), the U.K. Bribery Act, the Chinese anti-bribery laws, and other global requirements. Under these laws, we must not offer, give, solicit, or receive any form of bribe or kickback, nor may we engage a third-party agent to do so on our behalf.

A bribe is anything of value used to influence the judgment of an official or representative, or to ensure a particular outcome or action by or from an official or representative. A bribe does not have to be cash. Inappropriate gifts, entertainment, or paying an inflated price to purchase property or services can also be considered bribery. Similarly, a kickback is the return of a sum already paid or due to be paid as part of a contract as a reward for an official or representative (or his family or friend) making or fostering business arrangements.

Consequences for violations of the FCPA and other anti-corruption and anti-bribery laws are severe, including fines to the individuals making or receiving the payments and the company, as well as potential prison sentences. While the FCPA specifically applies to dealings with non-U.S. governmental officials, the same principles apply to activities with U.S. government officials and dealings with non-governmental customers and business partners.

<INSERT INTERACTIVE LAYER>

#### *Anti-Corruption Guidance*

*Question:* An official with a non-U.S. telecommunications company or bank that is partially government-owned tells you Teradata will get favorable treatment in a pending business opportunity if Teradata will: hire the official's son; award a subcontract to the official's brother's company; provide a charitable donation to a scholarship fund that benefits the official's niece; or cover the expenses for the official's family to accompany him on an otherwise legitimate business trip. What should you do?

*Answer:* You should decline the request, and immediately report it to your manager and the Teradata Law Department. You and/or your manager should also immediately report it to the Teradata Ethics & Compliance Office. The U.S. Foreign Corrupt Practices Act (FCPA) applies to U.S.-based companies and all of their subsidiaries globally that deal with officials of non-U.S. state-owned enterprises, such as the telecommunications company or bank involved in this scenario. Trading, soliciting, or offering favorable treatment in business dealings with such officials in exchange for personal favors for the official or his family, whether in cash, cash equivalents, or in-kind (such as providing a job, a subcontract, a charitable scholarship, or travel that benefits his family members here) is prohibited and must be immediately reported.

<END INTERACTIVE LAYER>

Some customers or Teradata partners are owned in whole or in part by a governmental entity. As a result, the directors, managers, employees, contractors, and other representatives of those businesses may be considered government officials. In these situations, ordinary and reasonable business entertainment or gifts typically are allowed when they are customary and legal in the applicable community, provided they comply with Teradata Policies. For more information on monetary thresholds, pre-approval requirements, and other considerations, please see the Teradata Gift and Entertainment Policy (CMP 912), visit this link: <http://iis.teradata.net/teradata.com/teradata.net/communications/EthicsGuideGiftsEntertainmentCashCashEquivalents2013.pdf> or consult the Teradata Law Department before acting.

In some countries outside the U.S., facilitating payments to low-level officials may be permitted under local law or business customs. Facilitating payments (sometimes called “grease” payments) are small payments, typically made in cash, to expedite the performance of routine governmental administrative actions, such as the processing of paperwork or granting of a permit. However, it can be difficult to tell when a facilitating payment crosses the line and becomes a bribe. For your protection and the protection of the company, Teradata prohibits all facilitating payments. You must immediately report all solicitations of facilitating payments, as well as solicitations of bribes or kickbacks, to the Teradata Law Department.

Teradata has adopted and applies a written policy of Zero Tolerance for Bribery, Corruption, and Money-Laundering. This is referred to as our Global Anti-Corruption Policy (CMP 904). All Teradata people must comply with this policy.

Teradata also publishes various *Ethics Guides* we can use for additional information, guidance, examples, cautions (red flags), and responses to frequently asked questions. These include the Teradata Ethics Guides on the FCPA and on Government Contracting and Government-related Dealings in the United States. These Ethics Guides are accessible to all Teradata associates through the Ethics and Compliance page of our *Teradata Connections* internal social media site.

Teradata has also adopted various processes, tools, and controls related to third-party due diligence. These are intended to help screen out and prevent dealing with third parties who are known to be involved in corrupt activity. They also help assure extra and transparent precautions are taken to help ensure high risk or red-flagged third-party dealings are implemented in compliance with all applicable legal requirements and with due consideration of reputation risks. All Teradata people must comply with these processes and tools.

# Accountability

**We each have accountability in various areas of our personal and professional lives. Some Teradata associates assume additional accountability as managers. We all assume accountability for compliance with our Code of Conduct, our Shared Values, and additional special areas relating to our roles at Teradata. For example, Export Compliance regarding those involved in distributing products and technical information across country borders. When we rise to our expectations for accountability, the organization succeeds.**

## *Special Responsibilities of Managers*

Teradata associates who supervise others have additional duties and responsibilities. Managers must show, through their words, decisions, and actions, a personal commitment to the highest standards of integrity. As a Teradata manager, expectations of you include the following:

- Ensure associates on your team and your business partners understand our Values, Qualities, Code, and relevant Policies.
- Consider whether associates on your team follow our Code and exemplify our Shared Values and Qualities before promoting them to positions of greater responsibility.
- Recognize and reward associates who set positive examples through their actions and behaviors.
- Be alert to and, as necessary, report any potential misconduct that occurs within your team or workplace to the Teradata Ethics & Compliance Office.
- Create an environment that encourages Teradata people to raise ethics, compliance, and Policy questions and concerns.
- Never take or allow retribution against those who raise concerns in good faith.

Managers who know or should have known about violations and do not address and/or report them may be subject to discipline. Remember as a Teradata manager, it is your duty to set the tone that integrity is top priority at Teradata.

## *Export and Import Compliance*

For Teradata to participate in the world market as a high-tech company, we must be particularly aware of international trade and immigration laws and restrictions. The export of goods and technology from most countries, including the United States, is strictly regulated. Communicating technical information to a person in another country (or to a citizen or representative of another country, even if that person is temporarily located within the same country as you) can be considered an export under the law. Whether a product or technology may be exported depends on a number of factors, including the nature of the item, the country of destination, and the intended end use and end user.

For more information on export activity and the laws that govern such activity, please see our Export Compliance Policy (CMP 919), or contact the Law Department.

Teradata also must comply with all applicable import laws and regulations. These laws typically govern what can be imported into a country, how the goods must be marked and valued, and what duties or other taxes must be paid on them. The penalties for violations of both import and export regulations can be severe. If you are involved in the import process for Teradata, you should read and understand the company's Import Compliance Policy (CMP 917). For guidance about import regulations, consult your organization's designated import compliance liaison or the Teradata Law Department.

Teradata expects each of us to comply with all applicable import and export control laws and regulations. We supplement these laws and processes with third-party due diligence tools and controls designed to prevent and reduce the risk of bribery and corruption as well as to comply with trade restrictions and sanctions. We all are charged with ensuring we understand who our customers are, how our products will be used, and the end destinations of our products.

As a U.S.-based company we are subject to restrictions on trading with some specific countries, individuals, or entities. We are also prohibited from activities related to certain other countries', groups' or customers' attempts to implement boycotts, embargoes, or other trade restrictions, if those actions are incompatible with U.S. trade policies (for example, efforts by some to restrict or prohibit trade with Israel). We keep detailed Policies (CMP 903 and 919) and lists (e.g., Denied Parties Listings) regarding the individuals and countries with whom we may not trade and regarding what boycott and embargo activities are prohibited. If you have any questions about trade and economic sanctions that may apply to your work, please contact the Law Department.

### *Conflicts*

We all are dedicated to making Teradata successful. Conflicts of interest can interfere with this success. Conflicts can develop when our personal, family, or financial interests interfere (or even appear to interfere) with our ability to make objective business decisions in the best interests of Teradata. We all must avoid any situation where we feel torn between our loyalty to Teradata and outside interests.

Here are some examples of common conflict situations. If you have a real or potential conflict of interest, disclose it to your manager right away. While a particular potential conflict situation may not rise to the level of a Code violation, failure to report a conflict may.

### *Gifts and Entertainment*

Gifts can be anything of value, including goods, services, travel, lodging, and meals and entertainment, even when the giver is not present.

Gift-giving practices vary around the world. Business gifts and entertainment are courtesies designed to build good working relationships with customers and business partners. Gifts are inappropriate, however, if they create an obligation or are given with an intent to improperly or corruptly influence a business decision.

Gifts are permitted generally if they are:

- Nominal in value.
- Infrequent.
- In good taste.
- Unsolicited.
- Not cash or cash equivalents.
- Not at or for adult-sexually-oriented venues, services or entertainment.
- Comply with applicable laws, regulations, and policies of both the giver and the recipient.

The standard maximum permissible threshold limit for gifts under Teradata Policies (CMP 912) is USD \$100 for gifts and USD \$200 for entertainment. These are the standard maximum limits. Lower limits may apply under departmental, local or team policies, rules, or local law (for example, those involved in procurement or entertainment of government officials or representatives of government wholly-owned or government partially-owned enterprises).

If you are offered a gift or entertainment that is not allowed or is over the amounts set forth in Teradata Policies, you should politely explain that Teradata Policies do not permit you to accept it. If you find yourself in a situation where refusing such a gift would embarrass or offend the person offering it, you may accept the gift on behalf of Teradata, and then report it immediately to your manager.

You should always respect the policies of other companies. If a gift or entertainment is allowed under Teradata policy but prohibited by the recipient's policy, you should not offer the gift. By far the most important thing to remember is that you cannot offer, give, solicit, or receive anything that would compromise—or appear to compromise—the recipient's ability to make objective business decisions.

<INSERT CALLOUT>

When dealing with government customer representatives, you must be particularly cautious. Laws prohibit some government employees from receiving anything of value, even a modest lunch, a cup of coffee or a token item, such as a meal or promotional item bearing the Teradata logo.

<END CALLOUT>

## *Doing Business with Family and Friends*

A conflict of interest may also arise if you (or your spouse, relative, or close friend) have a personal stake in a company that supplies or seeks to supply goods or services to Teradata, is a Teradata customer or prospect, or competes with Teradata. If you find yourself in that situation, you must not use your position to influence the selection or bidding process or negotiations involving that party. If you are directly involved in vendor selection, and the potential conflict involves a vendor or potential vendor, you must notify your manager immediately and remove yourself from the decision-making process. You should also not be involved in assessing the quality of the goods or service provided if the vendor with whom you have a relationship is selected.

If you have a relative or close friend who works for a competitor, notify your manager and take extra precautions to avoid giving them access to Teradata confidential information and information systems, and avoid communicating with them about things covered by our competition/antitrust law compliance and insider-trading Code provisions and Policies.

A romantic relationship between a representative of a seller and a representative of a buyer also raises conflict of interest issues that must be disclosed and addressed before any transaction including their employers is completed.

Teradata Policy on employment of family members (CMP 201) generally prohibits us from hiring, supervising, or otherwise overseeing a family member or a person with whom we have a romantic relationship. If you have or are aware of any such conflict, then you must report it immediately to your manager and Teradata Human Resources representatives so the hiring, supervisory, and/or overseeing relationship between the two involved people can be changed or otherwise addressed.

<INSERT INTERACTIVE LAYER>

### *Conflict of Interest Guidance*

*Question:* Your uncle owns and runs a business that supplies a certain type of service, and you become aware that Teradata is in the market for that type of service. Can you refer the Teradata people involved in procuring that type of service to your uncle's business?

*Answer:* Yes, but, under our Conflict of Interest Policy, you must disclose your relationship when you make the referral. Also, you must not be involved in the decision-making process to select providers for that service; negotiate, implement, or manage that service if it is procured from your uncle's company; evaluate the quality of the service; or approve payments to your uncle's company. Disclosure, transparency, and removing yourself from the related decision-making, management, and payment channels are keys to being compliant under these circumstances.

<END INTERACTIVE LAYER>

### *Outside Employment and Investments*

Taking employment outside of Teradata or holding a major stake in a Teradata competitor also may create a conflict of interest for a Teradata associate. If you are a full-time Teradata employee, you may not conduct any non-Teradata business that interferes with the proper performance of your employment with Teradata. This includes conducting outside business during your Teradata working hours or using Teradata property, equipment, networks, information, or other resources for non-Teradata business uses. Also, serving on the board of another for profit or publicly-traded company can present conflict of interest issues. Teradata associates should raise all new offers of such roles to their manager and the Teradata Law Department. We can typically address these situations by communicating about the boundaries, expectations, and requirements of the position.

### *Corporate Opportunities*

In some cases, through your position at Teradata, you may become aware of an opportunity to make a purchase or investment in which Teradata might be interested. You must promptly notify your manager of the opportunity to allow Teradata to evaluate it. If Teradata opts not to pursue that opportunity, you must also seek and obtain written approval from your manager and the Teradata Ethics & Compliance Office before you act on it for yourself or refer it to another party.

### *Handling Conflicts of Interest*

Teradata recognizes a conflict of interest may develop without any bad intentions, and changes in circumstances may arise that create a conflict or the appearance of a conflict of interest where none previously existed.

The important thing to remember regarding this subject is as soon as you become aware of a possible conflict of interest situation you must disclose it to your manager. The manager, working with Teradata Human Resources, the Law Department, and/or the Teradata Ethics & Compliance Office, will determine what must be done to resolve it, or will give you approval to proceed with assurances you will implement proper precautionary actions so a potential conflict of interest will not become an actual one.

## Teamwork

**Teamwork provides Teradata associates the opportunity to bond with one another and enhance respect for each other. Teamwork multiplies the creativity and innovation of the individual. Our Values require associates to support the shared vision of delivering world-class data analytics solutions to our customers, while driving value for Teradata shareholders.**

Teamwork also requires cooperation in following the rules of the road for workplace, environmental, health and safety compliance, and managing Teradata's proprietary information.

### *Workplace Safety and Health*

Teradata is committed to having an open, trust-based environment. Our company strives to provide each associate and business partner with a safe and healthful work environment. We conduct no activity without taking all proper health, safety, and environmental protection precautions.

Teradata is also committed to a drug-free workplace. That means all of us must be free from the influence of drugs and alcohol while conducting business. The use, possession, distribution, or sale of illegal drugs, or the improper use or abuse of prescription drugs, on company premises or while on company business is strictly prohibited. Alcohol may be consumed in moderation at certain management-approved, company-sponsored events, but only consistent with the guidelines of the event.

Violations of our drug and alcohol abuse policy in the workplace will not be tolerated. Teradata has associate support programs in place to assist associates who are dealing with drug or alcohol abuse or addictions. Affected associates are encouraged to use these programs. Information about these services is available through the Teradata Employee Assistance Program.

Teradata associates are expected to treat each other with respect and courtesy. Teradata will not tolerate acts or threats of violence. If you witness actual or threatened violence in the workplace, you should report it immediately to your manager, facilities manager, or Human Resources representative.

### *Environmental, Health, and Safety Compliance*

In keeping with our commitment to an exceptional workplace, Teradata follows all applicable environmental, health, and safety (EH&S) laws, rules, and regulations in the communities where we conduct business. We have an EH&S handbook, EH&S Policies, EH&S standard operating procedures, mandatory EH&S reporting requirements, and mandatory EH&S training for all associates. Information concerning these is available (see CMP 601); much of it also is publicly accessible through our external website (Teradata.com) and our internal social media site, *Teradata Connections*.

### *Social Responsibility*

We also have proactive environmental sustainability, human rights, and other related corporate social responsibility initiatives including required compliance with regulations addressing hazardous content in our products; electronic waste recycling; emissions; product standards; and conflict minerals human rights commitments; supplier code of conduct; and the principles of the Electronic Industry Citizenship Coalition (EICC) Code of Conduct and the United Nations (UN) Global Compact. Information concerning these



and other programs is available on our Teradata.com website and *Teradata Connections* under “Corporate Social Responsibility.”

<INSERT INTERACTIVE LAYER>

### *Human Rights*

Teradata follows the ten principles of the United Nations Global Compact, which are stated below.

- Principle 1: Businesses should support and respect the protection of internationally proclaimed human rights; and
- Principle 2: make sure that they are not complicit in human rights abuses.

### *Labor*

- Principle 3: Businesses should uphold the freedom of association and the effective recognition of the right to collective bargaining;
- Principle 4: the elimination of all forms of forced and compulsory labor;
- Principle 5: the effective abolition of child labor; and
- Principle 6: the elimination of discrimination in respect of employment and occupation.

### *Environment*

- Principle 7: Businesses should support a precautionary approach to environmental challenges;
- Principle 8: undertake initiatives to promote greater environmental responsibility; and
- Principle 9: encourage the development and diffusion of environmentally friendly technologies.

### *Anti-Corruption*

- Principle 10: Businesses should work against corruption in all its forms, including extortion and bribery.

<END INTERACTIVE LAYER>

If you have any questions, or if you become aware of an unsafe condition or a possible violation of EH&S laws, regulations, Policies, standard operating procedures, or our commitments to sustainability, human rights or corporate social responsibility, you should immediately report it to your manager, facility manager, the Law Department, or the Ethics and Compliance Office.

## *Proprietary Information*

Information is a key Teradata asset. It includes our intellectual property and other protected information, such as:

- Trade secrets, other confidential information, patents, trademarks, and copyrights.
- Research and development, including inventions, patent applications, and engineering records.
- Network management information.
- Business, marketing, and service plans.
- Customer and prospective customer identities.
- Pricing and other quote, proposal, and contractual terms.
- Merger and acquisition candidates.
- Unpublished financial plans, data, reports, and projections.
- Examination/test material for the Teradata Certified Professional Program (TCPP).
- Information subject to written nondisclosure/confidentiality agreements.

<INSERT CALLOUT>

### Intellectual Property

Teradata respects the intellectual property of its vendors, suppliers, and competitors, and expects other parties to respect Teradata's intellectual property. Each Teradata associate must use only properly licensed software or other intellectual property. Our associates must not download software or other intellectual property without the knowledge or approval of the Teradata Procurement or IT teams. Also, you should be aware that use of stock photography, music, open source code or text in any Teradata produced material, such as PowerPoint® or other presentations, can put the Company at risk. You must ensure Teradata or its vendors have the appropriate licenses and ability to use such material before it is incorporated in presentations or other media.

<END CALLOUT>

While sharing information is necessary in our interconnected workplace, we all need to protect information belonging to Teradata, keep it from being exposed to unauthorized people, and ensure it is used only for legitimate Teradata business purposes. Also, we must protect proprietary information belonging to companies with which we conduct business, such as our customers and business partners, against unauthorized disclosure and use.

But our duties here are not restricted to proprietary information. During the course of our work, some of us have access to personal information entrusted to Teradata by our fellow associates, customers, and business partners (for example, privacy law protected information). If your job gives you access to this type of information, you must take all reasonable precautions to ensure it is treated with care and respect and in compliance with all legal requirements. It should be used only for legitimate business purposes, and only accessed by those who need to know it to do their jobs. We cannot share this

information even with fellow associates or transfer it across borders without appropriate authorization. You should take precautions to label any document or e-mail containing confidential and/or private information as *Teradata Confidential Information*.

Because confidential information is not always marked, if you are uncertain about whether use or disclosure is proper, review applicable Teradata Policies (e.g., CMP 1402 and 204) regarding protecting information and ask your manager or the Teradata Law Department before you use or disclose the information.

### *Teradata Certified Professional Programs*

Our Company provides us with the resources we need to obtain professional certifications. Those taking certification exams must read and understand the TCPP Security Policy BEFORE obtaining exam study material and/or taking any exams. Certification exam content (both the questions and answer options) is part of Teradata's intellectual property and is not to be shared or discussed with anyone in any manner. People or entities that copy, distribute, post, receive, download, buy, or sell our proprietary materials are violating laws, Teradata rights, and Teradata policies. Associates must refrain from engaging in any such activity. If you come across any such materials, you should report it to TCPP Security (e-mail at [TCPP.Security@teradata.com](mailto:TCPP.Security@teradata.com)).

### *Third-Party Intellectual Property*

An important part of protecting Teradata intellectual property rights involves understanding and respecting others' intellectual property rights, and Teradata not violating those rights—intentionally or unintentionally. For example, we may use open source computer code, which is often freely available, in developing Teradata intellectual property. However, the licensing terms for some open source computer code could mean that related (or even unrelated) Teradata intellectual property might be placed in the public domain. This is particularly a concern if the open source computer code is embedded in our products in certain ways or is not used in accordance with certain requirements that are necessary to avoid that consequence.

Teradata has adopted and applies Intellectual Property and open source content policies, practices, and procedures. Associates involved in activities related to such must be familiar with and comply with them. If you have any questions about Intellectual Property or open source content, contact your manager or the Teradata Law Department.

### *Political Contributions*

Teradata associates are encouraged to participate in community and political activities of their own choosing. However, any political involvement must be done on your own time, using your own resources, and not represented as being on the company's behalf unless expressly authorized—in advance—by the Teradata Law Department.

The laws and regulations governing political contributions and political activities by corporations in many of the places where Teradata does business vary and can be complex. As a general rule, we may not do anything that would make it appear that Teradata is supporting a candidate for election, political party, or political initiative without the advance written approval of the Teradata Law Department. Even then, the political activities permissible will be determined by Teradata's Political Activity Policy Statement, available at [Teradata.com](http://Teradata.com) and *Teradata Connections* under "Corporate Governance."

As a company, we have adopted initiatives and Policies in which we support charities and the communities in which we operate. Our company also has a program (Teradata Cares) that, among other things, offers and encourages each of us to use company paid time off to perform charitable/community volunteer service. The amount of Teradata resources used for such purposes must be managed, implemented, and prioritized. This helps us stay on track and avoid conflicts.

## Attitude

**The final ingredient to a successful organization is competing with the right attitude. At Teradata we compete aggressively, but fairly. We follow the rules and best practices in our internal and external activities. We strive to be world-class and best-in-class in all of our market segments.**

### *Competing Fairly*

Teradata Values and Qualities include the attributes of innovation, excellence, achievement, dedication, responsibility, accountability, and teamwork. These mean we succeed based on merit, and the innovations and qualities of our products, services, people, and business partners, regardless of where we operate. We comply with laws intended to protect competition and free enterprise globally, including laws referred to as antitrust laws or fair competition laws.

Under fair competition laws, we may not make any agreement with a competitor that restricts competition. Illegal agreements do not have to be signed contracts. They might be as simple as an oral understanding between two competitors. Any coordination or collusion among competitors is serious and places both you and Teradata at risk.

When communicating with competitors, you must not raise, discuss, or address any of these matters:

- Dividing territory
- Dividing customers
- Charging customers a fixed or certain price
- Paying suppliers a fixed or certain price
- Offering the same or similar discounts, terms, or conditions of sale
- Requiring down-stream resellers to charge a fixed or certain resale price
- Boycotting a particular customer or supplier

If any of these topics arise when communicating with a competitor, you should stop the conversation immediately, make your disapproval as obvious as possible, and report the situation to the Teradata Law Department immediately.

#### *Participating In Industry Associations and Trade Shows*

Industry associations and trade shows can be wonderful networking and business development opportunities, but they can also pose legal and ethical challenges. When attending these events, be careful to avoid even the appearance of improper collusion. If you become aware of any formal or informal discussion between competitors regarding anti-competitive topics at any of these events, you should excuse yourself and contact the Law Department.

#### *Dealing Fairly with Customers*

Teradata is known for its extraordinary customer dedication and service. To live up to this reputation, we must deal fairly with our customers.

Fair competition laws generally allow Teradata to choose the companies with which we conduct business. However, those decisions must be made independently and never in agreement or collusion with competitors.

As part of dealing fairly with customers and avoiding violating competition laws and fair trade practices laws, we never:

- Make false, unfounded, or misleading statements about our competitors' products or services, or make false or unfounded comparisons of their products and services with our products and services.
- Make commitments or promises that you or Teradata do not intend to or are not able to keep.
- Sell comparable goods on comparable terms at significantly different prices, during the same time periods, in the same volumes, and in the same geographies to customers who compete with one another. Significant pricing deviations for competing customers, which are not justified based on objective differences in products/services, timing, geography, terms, volumes, and the like, can constitute illegal, anti-competitive price discrimination.

If you have any questions about how to deal fairly with customers, seek guidance from the Law Department before you act.

### *Abusing Market Power*

Fair competition laws also restrict companies from taking actions that discourage innovation and competition based on their market power. To avoid abusing market power, we should not:

- Sell our goods and services at below-cost pricing with the intent of driving competitors out of the market.
- Tie the purchase of certain goods and services to the required purchase of additional items.
- Make reciprocal deals with customers where we commit to buy their products if they commit to buy ours, unless pre-approved by the Law Department.
- Make exclusive dealing (exclusivity) arrangements, without prior approval from the Law Department.

### *Business Intelligence*

Obtaining accurate information about our competitors' activities is necessary and may even be part of your job. We obtain this information ethically and from legitimate sources. These include publicly available documents, analysts, publications, and the Internet.

We may not, however, gain a competitive advantage by obtaining information through illicit means. We may never steal confidential business information or trade secrets by any means—not through bribery, espionage, false pretences, or other illegal or unethical behavior. This means, in part, you should not ask for or encourage others to share with you any information that would violate a confidentiality agreement they have with any other company.

Teradata competes fairly and aggressively, but legally. If you are a former employee of a Teradata competitor, do not disclose or use any of your prior employer's confidential information or trade secrets in connection with your Teradata job. Even if you are asked by one of your colleagues or managers to share such information, you must not.

## Appendix

### *Ethics and Compliance Contacts and Resources*

#### *Teradata Ethics Helpline*

By telephone toll-free 24-hours-per-day at 866-455-0993 (outside of the United States, call toll free through AT&T Direct) or online at [www.integrity-helpline.com/tdhelp.jsp](http://www.integrity-helpline.com/tdhelp.jsp). You can make good-faith reports of suspected violations, or raise ethics and compliance

concerns and questions, do so in multiple languages, anonymously and confidentially if you choose, and where it is not restricted by law, and without fear of retaliation.

#### *Teradata Ethics Email Inbox*

By e-mail at [et230068@teradata.com](mailto:et230068@teradata.com) or [Ethics&ComplianceOffice.TD@teradata.com](mailto:Ethics&ComplianceOffice.TD@teradata.com). You can make good-faith reports of suspected violations, raise ethics and compliance concerns and questions, confidentially if you choose, and without fear of retaliation.

#### *Teradata Ethics and Compliance Office—Direct to the E&C Officer*

By telephone at 937-242-4718, by e-mail at [todd.carver@teradata.com](mailto:todd.carver@teradata.com), or by mail at 10000 Innovation Drive, Dayton, Ohio (USA) 45342.

#### *Teradata Law Department*

By telephone at 937-242-4845, by e-mail at [laura.nyquist@teradata.com](mailto:laura.nyquist@teradata.com), or by mail at 10000 Innovation Drive, Dayton, Ohio (USA) 45342. For issues related to dealing with government agencies, officials, or contractors in the United States, you may contact the Teradata Law Department's Chief Counsel for Teradata Government Systems, Bruce Teeters, by telephone at 937-242-4757 or by e-mail at [bruce.teeters@teradata.com](mailto:bruce.teeters@teradata.com).

#### *Teradata Certified Professional Program*

By email, to the Teradata Certified Professional Program at [TCPP.Security@teradata.com](mailto:TCPP.Security@teradata.com) for questions about illegal or questionable study materials, suspicious testing behavior, certification title representation, and logo usage.

#### *Teradata Internal Audit*

By telephone to Mike DiLoreti, VP of Enterprise Risk and Assurance Services, at 678-577-5856, by email at [michael.diloreti@teradata.com](mailto:michael.diloreti@teradata.com), or by mail at 11695 Johns Creek Parkway, 4th Floor, Johns Creek, Georgia (USA) 30097. Issues regarding financial irregularities can be dealt with directly through this resource.

#### *Teradata Corporate and IT Security*

By telephone at 937-242-9741, or by e-mail at [timothy.kiggins@teradata.com](mailto:timothy.kiggins@teradata.com), or by mail at 10000 Innovation Drive, Dayton, Ohio (USA) 45342. Issues regarding security and theft can be dealt with directly through this resource.

## *Teradata.com*

Our global external web site at Teradata.com offers information about Teradata corporate governance Policies and practices (or directly by linking to Teradata.com/corporategovernance), and about Teradata's other corporate social responsibility, Conflicts Minerals, sustainability, human rights and environmental protection Policies, practices, and initiatives (or directly by linking to Teradata.com/corporate-social-responsibility).

## *Teradata Connections*

Our global internal/associate social media site. From within that site, Teradata associates can access:

- Teradata Policies internal resource page.
- The Teradata Law Department internal resource page.
- The Teradata Ethics & Compliance internal resource page.

## Index

Abuse of Market Power 45  
Alcohol in the Workplace 37  
Anonymous Reports 16, 46  
Anti-money-laundering 27  
Antitrust 34, 43  
Assets 11, 21  
Back-dating 12  
Books and records 11, 12, 37  
Bribery 27, 28, 32, 45  
Business partners 5, 33  
Certified Professional Certifications 16, 39, 40, 47  
Code of Conduct 15, 31, 38  
Code of Conduct Commitments 5, 44  
Company Reputation 11  
Competing Fairly 43  
Competition 34, 43, 44, 45  
Competitors 39, 43, 44, 45  
Compliance with Laws 8, 9, 34, 38, 40  
Computer and Communications Systems 21, 47  
Confidential Information 34, 39, 40, 45  
Conflict of Interest 33, 34, 35  
Corporate Opportunities 35  
Corruption 27, 28  
Customers 44  
Data Privacy/Protection 25



Disciplinary Action 17  
Discrimination 19  
Doing Business with Family/Friends 34  
Drug-Free Workplace 37  
Employment Outside of Teradata 35  
Entertainment 33  
Environmental Health and Safety 37  
Ethical Dilemma 15  
Ethics and Compliance Officer 46  
Ethics Guides 29  
Ethics Helpline 5, 16, 46  
Ethics Violations 16, 46  
Examinations/Certifications 39, 40  
Exports 31, 32  
Facilitating Payments 28  
Fair Competition 43, 44, 45  
Falsification of Documents 11, 12  
Family and Friends 34  
FCPA (Foreign Corrupt Practices Act) 27, 28, 29  
Foreign Corrupt Practices Act (FCPA) 27, 28, 29  
Fraud 12  
Gambling 21  
Gathering Business Intelligence 45  
Gifts 27, 28, 33  
Government Contracts 29  
Government Inquiries/Inspections 13, 24  
Government Officials 28, 33  
Government-Owned Enterprises 28, 33  
Government-related Dealings 27, 29  
Guides 29  
Harassment 19, 21  
Immigration 31  
Imports 31, 32  
Industry Associations 44  
Information Protection 25  
Insider Trading/Information 23, 24, 34  
Investigations 11, 13, 17, 22  
Investments 35  
Kickbacks 11, 27, 28  
Legal Holds 13  
Managers 8, 28, 31  
Media Communications 24  
Non-Retaliation 11  
Outside Employment 35  
Personal Use of Company Assets/Systems 21  
Policies 24, 32, 33, 38, 40

Political Activities 41  
Political Contributions 41  
Pornography 21  
Privacy 22, 25  
Prostitution 21  
Protecting Assets 21  
Protecting Data/Information 25  
Qualities 4  
Raising Violations Concerns and Questions 5, 15, 46  
Reciprocal Arrangements 45  
Record Keeping 11  
Record Retention 12  
Records 11, 12, 13  
Red Flags of Fraud 12  
Red Flags of Harassment 19  
Reporting Violations/Concerns 16, 19, 38  
Resources for E&C Reports/Assistance 9, 46  
Respect 18, 19  
Retaliation 11, 19, 21  
Retribution 31  
Safety 37, 38  
Sexually Oriented Communications/Conduct 19, 22  
State-Owned Enterprises 33  
Teradata Certified Professional Program 39, 40, 47  
Teradata Ethics Helpline 5, 16, 46  
Third-Party Intellectual Property 40  
Threats of Violence 21, 37  
Tipping Others with Inside Information 24

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12.16