

Verint Third Party Code of Conduct

June 2014



Introduction

Verint's Values – A Message from Dan Bodner, Verint Systems Inc. CEO

We set high standards for our own corporate and individual behavior as detailed in the *Verint Code of Conduct: Ethics Promote Excellence*. Verint is built on the five core values of Integrity, Innovation, Transparency, Humility and Passion which shape the way we do business with our customers, our partners, and each other. They express the company we want Verint to be — from the people we hire to the way we design our products — and they guide us in the decisions we make every day. These values embody the spirit of Verint and form the foundation for superior solutions, unparalleled service, and an unwavering commitment to your success. Through the Verint Code of Conduct ([Code of Conduct](#)) Verint has established company standards that include ethical business practices and regulatory compliance. These standards apply to all Verint employees, contractors, directors, and officers.

On behalf of our stakeholders, we require our vendors, partners, contractors, resellers, distributors and other suppliers and representatives of Verint, along with their subsidiaries, affiliates and sub-contractors, (each a “Third Party”) to embrace this commitment to integrity in carrying out their work. The following Verint Systems “Third Party Code of Conduct” details each Third Party’s obligations as a condition of doing business with Verint.

Compliance with the Third Party Code of Conduct

Verint Systems Inc., including all of its subsidiaries, (jointly “Verint”), is committed to:

- A standard of excellence in every aspect of our business and in every jurisdiction in which we operate;
- Legal, ethical and responsible conduct in all of our operations;
- The protection of our intellectual property and confidential and proprietary information;
- Respect for the rights of all individuals, including:
 - Protection of human rights
 - Fair and non-discriminatory labor practices; and
- Prompt reporting and resolution of violations and potential violations of the Code.

We expect all Third Parties to make these same commitments. These standards cannot address every conceivable situation. Each Third Party is obligated, in all of their activities, to operate in full compliance with the laws, rules and regulations of the countries in which they operate. The fact that an issue is not specifically addressed herein does not relieve a Third Party of their obligation to maintain the highest ethical standards under any and all circumstances. At a minimum, we require that all Third Parties meet the following standards. By conducting business with Verint, each Third Party: (i) agrees that the requirements detailed in this Vendor Code of Conduct are incorporated into and binding on the Third Party, and (ii) represents and warrants its continued compliance with these standards during any period of performance with or for Verint.

Work Environment

Child Labor: Third Parties must not use child labor and should adopt procedures to ensure that no workers are younger than local legal age for employment or are younger than the age for completing compulsory education, whichever is greatest.

Equal Employment Opportunity: Verint makes all decisions of employment with consideration to appropriate principles of Equal Employment and Affirmative Action. Third parties are likewise obligated to make decisions regarding hiring, developing, promoting and providing other terms and conditions of employment

without regard to a person's sex, race, color, age, national origin, religion, disability, marital status, sexual orientation, gender identity, citizenship, pregnancy, or veteran status, or any other status protected by applicable law.

Non-Discrimination: Third Parties must provide a workplace free of harassment and discrimination. Discrimination for reasons such as race, color, age, gender, sexual orientation, ethnicity, disability, religion, political affiliation, union membership or marital status is not condoned.

Accommodations for Individuals with Disabilities: Third Parties should be committed to working with, and providing reasonable accommodations for, employees and applicants with physical or mental disabilities, consistent with applicable law.

Alcohol and Drugs: Third Parties must not possess illegal drugs or controlled substances while on Verint premises or while conducting business with or for Verint. This prohibition does not include legally obtained medications used as directed by a licensed medical practitioner. Third Parties must comply with all background check requirements of Verint and/or its customers for any Third Party employees and contractors while conducting such business.

Fair Treatment: Third Parties must provide a workplace free of harsh and inhumane treatment, including any sexual, physical, psychological or verbal harassment, abuse or intimidation corporal punishment, mental or physical coercion and no threats of any such treatment.

Involuntary Labor & Lawful Employment: Third Parties must not force, bond or have involuntary labor and must allow employees to discontinue employment upon reasonable notice. Third Parties must validate and review all relevant documentation to ensure that employee has legal right to work in that jurisdiction.

Wages, Benefits, & Working Hours: Third Parties must comply with and pay workers according to applicable wage and hour laws, including minimum wages, overtime hours, and mandated benefits.

Freedom of Association: Open communication and direct engagement with workers to resolve workplace and compensation issues is encouraged. Third Parties must respect the rights of workers, as set forth in local laws, to associate freely, join or not join labor unions, seek representation and join workers' councils.

Health and Safety: Third Parties must provide employees with a safe and healthy workplace in compliance with all applicable laws and regulations, ensuring, at a minimum, reasonable access to potable water and sanitary facilities, fire safety, and adequate lighting and ventilation. Third Parties must provide appropriate safety equipment and training, and:

- Ensure that employees are not over exposed to chemicals, physical hazards or physically demanding tasks in the workplace.
- Safety information is made available to educate, train and protect employees from hazards.
- Have emergency plans and response procedures.

Third parties are expected to support this policy at their own locations and when on-site at Verint or its customers.

Retaliation: All workers should be encouraged to report in good faith concerns or illegal activities in the workplace, without the threat of reprisal, intimidation or harassment.

Protection of the Environment

Verint recognizes that environmental responsibility is essential to providing world-class products and services.

Third Parties must comply with all applicable environmental regulations (i.e., permits, licenses, information registration, and operational and reporting requirements) and must operate in an environmentally responsible and efficient manner, and minimize adverse impacts on the environment. Third parties are encouraged to conserve natural resources, to avoid the use of hazardous materials where possible and to engage in activities that reuse and recycle.

Conducting Business with Verint

Legal and Regulatory Compliance Practices

Trade: Third Parties must comply with all applicable trade controls, as well as all applicable export, re-export and import laws and regulations.

Fair Competition: Third Parties must not enter into an arrangement with competitors to fix price, margins, terms and conditions, markets and customers.

Boycotts: Third Parties must not participate in international boycotts that are not sanctioned by the United States (U.S.) government or applicable laws.

Anti-Corruption: Third Parties must not tolerate, permit or engage in bribery, embezzlement, extortion, kickbacks or other forms of corruption in dealings with any government official or employee or any individual in the private sector. Third Parties must abide by all applicable local, national and international laws, expressly including the US Foreign Corrupt Practices Act, UK Bribery Act, the Brazil Anti-Bribery Act and the related principle adopted in the United Nations Global Compact, which provides that “business should work against corruption in all its forms, including extortion and bribery.” Third Parties and their officers, directors, employees and agents must engage only in legitimate business and ethical practices in commercial operations; must not directly or indirectly pay, offer, give, promise or authorize payment of anything of value to another party for the purpose or intent to induce that party to use his/her authority to help the Third Party or another party; and must not accept any payment or other benefit as an inducement or reward for any act or forbearance or in connection with any matter or business transacted by or on behalf of Verint.

Insider Trading and Tipping: During the course of the engagement, Third Parties may come into possession of inside information, the unauthorized use of which could result in violation of insider trading laws. In general, these laws prohibit buying or selling stock in any public company, including Verint, when the individual has material information that has not been released to the public. Third Parties must refrain from communicating material nonpublic information to anyone who might use it to buy or sell securities and must refrain from doing so themselves. “Tipping” others may violate laws and can result in penalties to all parties involved, including Verint and the Third Party.

Business Practices and Ethics

Business Records: Third Parties must honestly and accurately record and report all business information and comply with all applicable laws regarding their completion and accuracy. Create, retain, and dispose of business records in full compliance with all applicable legal and regulatory requirements.

Press and Social Media: Third Parties must not speak to the press on behalf of Verint or with respect to Verint, unless authorized in writing to do so by Verint. Be mindful that what is said will be visible by everyone, including others outside the third party and Verint, such as Verint customers, its competitors, and the media. Such restrictions include, but are not limited to, writing about specific Verint products, services, or customers.

Gifts: Third Parties are prohibited from offering anything of value to obtain or retain a benefit or advantage for

the giver, or anything that might appear to influence, compromise judgment, or obligate the Verint employee. If offering a gift, meal, or entertainment to Verint employees, use of good judgment, discretion, and moderation must be applied. Any gifts, meals, or entertainment must comply with applicable law, and must not violate either the Third Party's or Verint's policies on the matter, and must be consistent with local custom and practice. Third Parties are not allowed to give gifts of any value to any member of the Verint global procurement group or its representatives.

Conflicts of Interest: A Third Party must avoid the appearance of or actual improprieties or conflicts of interests. Third Parties must not deal directly with any Verint employee whose spouse, domestic partners, or other family member or relative holds a significant financial interest in the Third Party. In the course of negotiating any agreement with Verint, or performing obligations for or on behalf of Verint, dealing directly with the Third Party's personnel's spouse, domestic partner, or other family member or relative employed by Verint is also prohibited.

PROTECTION OF ASSETS AND INTELLECTUAL PROPERTY

Information Security Practices: Third Parties must protect and responsibly use the physical and intellectual assets of Verint, including intellectual property, tangible property, supplies, consumables and equipment, when authorized by Verint to use such assets, and in accordance with all contractually agreed terms with Verint.

Third Parties must use Verint provided information technology and systems (including email) only to the extent authorized by Verint, and then only for authorized Verint business-related purposes.

Third Parties must comply with all Verint requirements and procedures for maintaining passwords, confidentiality, security and privacy as a condition of providing Verint with goods or services or receiving access to the Verint internal corporate network, systems and buildings. All data stored or transmitted on Verint owned or leased equipment is to be considered private and is the property of Verint. Verint may monitor all use of the Verint network and all systems (including email) and may access all data stored or transmitted using the Verint network.

Third Parties must comply with the intellectual property ownership rights of Verint and others including but not limited to copyrights, patents, trademarks, and trade secrets; and manage the transfer of technology and know-how in a manner that protects intellectual property rights.

Each of the foregoing requirements also apply to Third Parties with respect to any applicable Verint customer's.

Security of Company and Personal Data: Third Parties must handle and process data on behalf of Verint or its customers only for the purposes for which it was collected, received or otherwise made available, in accordance with the directions provided by Verint, and subject to technical and organizational security measures necessary to safeguard it against loss, alteration, unauthorized disclosure, access or other unlawful forms of processing.

Other Laws

Third Parties must comply with all applicable local, national and international laws, regulations, treaties and industry standards, including, without limitation, those pertaining to the manufacture, pricing, sale, and distribution and safety of the relevant products and/or services.

In the event that the requirements of this Third Party Code of Conduct are stricter than applicable local, national or international law, Third Party must comply with this Third Party Code of Conduct. However, if there is any conflict between the requirements of this Third Party Code of Conduct and the requirements of any applicable local, national or international law, Third Party is to comply with the local, national or international law. Third

Party must notify Verint in writing of any such conflicts.

Contact Information and Escalation Procedures

Whenever possible, contact your primary Verint contact with any complaints or concerns regarding questionable behavior or a possible violation of the Third Party Code of Conduct and other matters such as illegal or unethical activity. If necessary, contact the Verint Ethics HelpLine which provides an alternative channel to communicate concerns confidentially and where permitted by local law, anonymously. The Helpline is operated by an independent third party firm and is available 24 hours a day, 365 days a year and can be accessed via phone or the Internet:

Web-Based Reporting

Verint.EthicsHelpLine.com

From the United States:

Dial 1-800-844-9113

From outside the United States:

See Reporting Complaints and Concerns on the Corporate Governance page of the Verint website for a list of international phone numbers. [Verint Ethics Helpline](#)

Anyone reporting a concern or allegation must do so in good faith and have reasonable grounds prior to making the allegation. Individuals that knowingly provide false information or accusations are subject to legal actions by the individuals accused of illegal or fraudulent conduct.