



# THIRD PARTY CODE OF CONDUCT





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## MESSAGE FROM THE CEO

Trimble Inc. (“Trimble”) is committed to maintaining a culture of high ethical standards and business integrity. Our culture is based on strong values that are practiced every day, in all that we do. Trimble expects the same level of business ethics and integrity from our business partners. Just as Trimble must comply with anti-bribery, anti-corruption and other laws of the countries in which we operate or conduct business, we expect our business partners to be familiar and also comply with all applicable laws and Trimble policies. Trimble appreciates the efforts of our partners to uphold these ethical and legal standards, and stands ready to support our partners in this endeavor.

## COVERAGE AND SCOPE OF THE CODE

This Third Party Code of Conduct (“the Code”) applies to our dealers, distributors, resellers, partners, sales representatives, agents, consultants, vendors, suppliers, contractors, subcontractors and others who act on Trimble's behalf or whose businesses are associated with Trimble in the public eye, as well as their employees and representatives.

## COMPLIANCE WITH THE CODE

As a prerequisite to act on behalf of or with Trimble, all third parties and their employees must agree to comply with the Code and all applicable laws, including, among others anti-corruption and export control laws. If a third party works with other parties such as subcontractors or sub-dealers in conducting its business with Trimble, the third party is responsible for providing a copy of this Code to any such party, and is also responsible for any such party’s compliance with this Code.

We expect our third parties to be able to demonstrate ongoing compliance with this Code and to maintain policies and procedures that will enable them to prevent and detect misconduct, suspected violations of the Code, applicable laws and industry standards. When appropriate, and consistent with our contractual arrangements, third parties may be called upon to



demonstrate compliance with the Code by providing access to transaction documentation, facilities and financial records related to the sale of Trimble products and services for review. In addition, Trimble third parties must provide reasonable assistance to and cooperation with any investigation by Trimble related to an actual or suspected violation of this Code, Trimble policies or governing laws.

Any actual or suspected failure to comply with the Code may result in remedial measures being implemented and penalties being assessed against the third party, including, but not limited to, termination of the business relationship or contract between Trimble and the third party. Violations not warranting termination may require additional due diligence measures and other steps to ensure future compliance.

## ANTI-CORRUPTION POLICIES AND IMPROPER PAYMENTS

Third parties may not, either directly or indirectly (for example, through an agent or intermediary such as a sub-contractor or consultant), offer or give anything of value to improperly influence any person (including government officials) in an existing or potential business relationship with them or Trimble. Such improper payments include anything of value, including without limitation bribes, kickbacks or loans to or from any person with whom third parties conduct business on behalf of Trimble. Bribes can also take such forms as excessive gifts, meals and entertainment; travel, hospitality, and lodging expenses; charitable donations; political contributions; offers of employment (for the person or his or her relatives), event sponsorships and tickets to sporting events, if they improperly influence the recipient, if they are offered for an improper purpose or if they are in violation of applicable law. Hallmarks of appropriate gift-giving are when the gift is nominal in value, given openly and transparently, properly recorded in the giver's books and records, provided only to reflect esteem or gratitude and permitted under local law. The larger or more extravagant the gift, the more likely it was given with an improper purpose.



Not only do improper payments or actions violate this policy, such offers or payments violate the laws of virtually all countries. Even the appearance of such unethical conduct must be avoided. Trimble anti-corruption policies and the prohibition of improper payment extends to the employees, subcontractors, agents and representatives of our third parties.

## FINANCIAL INTEGRITY AND BOOKS AND RECORDS

Third parties are required to maintain complete, accurate and transparent books and records regarding the sales of Trimble products and services and any other Trimble-related business activity and transactions, including expenses. Specifically, a third party must maintain accounting records that provide sufficient detail and accurately, fairly and transparently reflect the true nature of all Trimble-related business transactions and expenses. The accounting records of our third parties must not contain any false or misleading entries or entries that disguise the intended use of funds. Documentation and financial accounting records must be kept as evidence of compliance with the Code and in accordance with applicable law, and third parties are expected to create, retain and dispose of documentation and financial accounting records in compliance with all applicable laws and regulations.

## CONFLICTS OF INTEREST

A conflict of interest occurs when the possibility of direct or indirect personal gain influences or appears to influence a Trimble third party's judgment or actions in performing Trimble business, or interferes or appears to interfere with responsibilities owed to Trimble. Our third parties must avoid actual or potential conflicts of interest. Even the appearance of a conflict may be damaging, and as such should be avoided. Trimble third parties also should avoid any activities that interfere or appear to interfere with their performance of Trimble business. Any actual or perceived conflict of interest should be disclosed promptly and in writing to your primary contact at Trimble.



## FAIR DEALING

Fair dealing means that no unfair advantage is taken through manipulation, concealment or misrepresentation of material facts, abuse of confidential or privileged information, or like practices. Third parties acting on Trimble's behalf must not use improper or illegal means of gaining competitive information that is confidential or proprietary information owned by others, or disclose confidential or proprietary information gained from past relationships and/or business dealings with other persons/companies.

Trimble does not engage in false or misleading claims to its customers, competitors or the public. Third parties working with us must adhere to the following standards:

- Marketing, advertising and sales materials will be clear and truthful. They will not contain false or exaggerated claims about Trimble products and services.
- Sales information about prices, products and services should be provided to customers and vendors in a way that avoids any appearance that it is being given in an underhanded or preferential way.
- Third parties must not knowingly make any offers or promises on behalf of their company or Trimble that cannot be fulfilled by their company or Trimble.
- Third parties should not make false or misleading statements about a competitor's products or services.

## ANTI-COMPETITIVE ACTIVITY

Third parties may not engage in any activities that are, or may be perceived as, anti-competitive and must comply with all applicable antitrust and competition laws. These laws are designed to create a level playing field in the marketplace and to promote fair competition, and generally prohibit agreements with competitors regarding pricing, certain boycotts of customers or suppliers, agreements limiting production or sales, or market, geographic, or customer allocation and other forms of anti-competitive conduct.



## CONFIDENTIAL AND PROPRIETARY INFORMATION

Confidential and proprietary information is any information about Trimble that the third party learns or develops as a part of representing Trimble in business and is not made public by the company. Such information may include, but is not limited to, company practices, procedures, processes, inventions, financial information, engineering plans, customer/supplier lists and marketing plans.

Confidential information and the personal information of others must be safeguarded with the highest level of care. Confidential information must not be disclosed to outside parties unless you are expressly instructed or authorized to do so by a Trimble representative or in the normal course of business conducted on our behalf. In addition, third parties may never use or disclose confidential information to trade or influence the trading of securities, or otherwise use or share the information for personal advantage or the advantage of others.

## INTERNATIONAL TRADE REGULATIONS

We expect third parties to understand and comply with applicable US, local and international import and export controls regulations and anti-boycott laws.

Third parties must comply with the requirements of US laws and regulations relating to exports and re-exports, including among others the US Export Administration Act, the US Arms Export Control Act, the US Foreign Assets Control Regulations and US International Traffic in Arms Regulations. Third parties must also comply with the export and re-export control laws of other countries where we conduct business, regardless of the location of a particular business or the place of origin of products.



## THIRD-PARTY DUE DILIGENCE

As part of its own Compliance Program, Trimble conducts initial and periodic due diligence on all of its third party partners. Third parties are required to provide timely and accurate information to Trimble as a part of Trimble's due diligence process and to update any information that becomes outdated or inaccurate.

## ZERO TOLERANCE

Trimble will not tolerate any conduct that achieves or attempts to achieve results for Trimble in violation of law or by acting dishonestly. Third parties acting on Trimble's behalf are expected to decline an opportunity or advantage, where the opportunity or advantage would place Trimble's business ethics and reputation at risk.

## REPORTING CONCERNS

Third parties are required to report actual or suspected violations of the Code, Trimble policies and/or applicable laws and regulations relative to the sale and distribution of Trimble products and services by anyone, including by Trimble employees, immediately. Notify your primary Trimble business partner, and follow any specific notification requirements described in instructions provided to you (for example, through the Trimble Partner website).

## ANTI-RETALIATION

Trimble will not retaliate against any party that reports a concern or suspected violation in good faith or that participates in an investigation regarding related reports of concern. Trimble extends this prohibition of retaliation to its third party partners when an employee, agent or other third party, in good faith, reports suspected misconduct, violations of law or other concerns to them or otherwise assists in an investigation regarding such reports.



## QUESTIONS

Please reach out to your primary contact at Trimble if you have any questions about the scope, applicability or requirements of the Code as it relates to your business or activities on behalf of Trimble.

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