

Conflict of Interest Policy

Function/Department: Ethics and Compliance

Region: Global

Effective: 27 February 2021



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Conflict of Interest Policy

Purpose

We make decisions on behalf of Blue Yonder every day, and part of our responsibility as associates is to make those decisions in the Blue Yonder's best interests, independent of any outside influences. As associates, we must perform our duties and exercise our judgment on behalf of the company without being impacted by conflicts of interest, or the appearance of conflicts of interest.

Conflicts of interest can cause significant financial loss to the Blue Yonder, damage the company's reputation, and undermine trust with our associates and business partners. In the area of conflict of interest, even more than in most other areas of our business, the appearance of a problem can often create as much harm as the actual existence of a problem. This is because the appearance of a conflict can raise doubts or arouse suspicions among co-workers, customers, suppliers and others that can be damaging in themselves. If in doubt about whether a conflict exists, you should always err on the side of full disclosure. The company will then assist you in determining whether a conflict actually exists and in deciding on an appropriate solution to eliminate or control the conflict.

This policy is intended to define what a conflict of interest is and what steps must be taken for disclosing and handling a conflict of interest or the appearance of a conflict of interest.

Policy

A **Conflict of interest** occurs when you have a personal or outside (non-company) interest that conflicts with the best interests of the company, or, in other words, when your personal interests conflict with a company interest. Your personal interest could be a financial interest in another company or a transaction, a personal relationship with someone or any interest or relationship that could inappropriately affect your judgment or decision-making when you are performing responsibilities for the company. Any such interest, obligation or relationship, including those of your immediate family, must be disclosed to the Blue Yonder Ethics and Compliance Department.

Judgment or decision-making could be inappropriately influenced when the outside interest:

- Impacts your ability to make decisions based on what is best for the company
- Affects your impartiality (for example, in choosing between two business partners or two potential associates)
- Introduces personal or non-business issues into what should be a business decision.

If an outside interest is substantial enough to impact your judgment or in any way interfere with your duty to act in the best interest of Blue Yonder, you have a **conflict**. Even if you are certain that your judgment will not in any way be affected by an outside interest, if others might reasonably think the interest is substantial, the **appearance of a conflict** may exist.

As associates, we have an obligation to Blue Yonder to advance its legitimate business interests when the opportunity to do so arises—and not to advance our interests at the company's expense. **In order to maintain the highest degree of integrity in the conduct of Blue Yonder's business, you must ethically handle any activities, interests and associations where your personal interests could conflict, or reasonably appear to conflict, with the interests of the company.**

Associates may not take for themselves personally opportunities that are discovered through the use of Blue Yonder corporate property, information or position, nor may you use corporate property, information or position for personal gain. These are Corporate Opportunities, and they belong to the Blue Yonder. In addition, you may not engage in any activity in competition with Blue Yonder or in any activity that could advance, or that reasonably could be expected to advance, the interests of a competitor.

You must make prompt and full disclosure to your supervisor/manager or to the Ethics and Compliance Department of any situation that may involve a Conflict of Interest, including the pursuit of a Corporate Opportunity. You may not enter into a transaction or engage in an activity giving rise to a Conflict of Interest or a Corporate Opportunity without the prior written approval of the Ethics and Compliance Department or the Board of Directors. Executive officers and members of the Board must make a disclosure to and obtain the prior written approval of the Audit Committee of the Board before entering into any such transaction or engaging in any such activity.

Policy Scope

This policy is applicable to all Blue Yonder associates globally and to the members of the Blue Yonder Board of Directors.

Definitions of a Conflict of Interest

Corporate Opportunity

A Corporate Opportunity is a potential business transaction that an associate, employee or board of director discovers through the use of company property or information or the associate's, employee's or director's position at the company.

Substantial Interest

A Substantial Interest is an economic or financial interest that could, or might reasonably be thought to, influence judgment or action. An investment representing less than 1% of the associate's net worth or, less than 1% of a class of outstanding securities of a publicly held corporation is not a Substantial Interest.

Family or Personal Relationship

Family or Personal Relationship means a husband or wife, domestic partner, parent, grandparent, brother or sister, aunt or uncle, child, stepchild or grandchild, niece or nephew, cousin, spouse or domestic partner of a child, stepchild, grandchild, niece, nephew, cousin, brother or sister, aunt or uncle, or a close personal friend or business partner.

Conflict of Interest Types

We must perform our duties and exercise our judgment on behalf of the company without being impacted by conflicts of interest, or the appearance of conflicts of interest.

Although this policy cannot list every conceivable conflict, the following are some examples that illustrate actual or apparent conflicts of interest types that must be disclosed:

Ownership Interests or Outside Employment or Affiliations in Other Businesses

Without full disclosure and the prior written approval of Blue Yonder, neither you nor a family member or someone you have a personal relationship with, may own a Substantial Interest in, or serve as an employee, officer, director or partner, or otherwise be affiliated with, any entity which does or seeks to do business with the Blue Yonder, or which enters into a transaction with the Blue Yonder.

Examples include, but are not limited to, an associate's having invested in or acting as an officer, director, partner or employee of a supplier or a vendor that provides any form of service to Blue Yonder. Executive officers and members of the Board must obtain the prior written approval of the Audit Committee of the Board or Directors before they or a Family member, or someone you have a personal relationship with, obtains a Substantial Interest in such an entity or before such entity enters into a transaction with Blue Yonder.

Further, you, a family member, or someone you have a personal relationship with, may not accept money or benefits of any kind as compensation or payment for any advice or services that you may provide to a customer, supplier or anyone else in connection with its business with Blue Yonder.

Business Arrangements with Blue Yonder

Without prior written approval from the Ethics and Compliance Department or the Audit Committee of the Board of Directors, you may not participate in a joint venture, partnership or other business arrangements with Blue Yonder. Executive Officers and members of the Board must obtain the prior written approval of the Audit Committee of the Board of Directors before participating in such an arrangement.

Outside Employment or Activities with a Competitor

Simultaneous employment, owning a Substantial Interest, or serving as a director of a competitor of Blue Yonder is strictly prohibited without the prior written approval of the Ethics and Compliance Department or the Audit Committee of the Board of Directors. You may not market products or services in competition with Blue Yonder's current or potential business activities, or otherwise engage in competition with the company, without full disclosure to and the prior written approval of the Ethics and Compliance Department or the Audit Committee of the Board of Directors.

Executive Officers and members of the Board must obtain the prior written approval of the Audit Committee of the Board of Directors. It is your responsibility to consult with the Ethics and Compliance Department to determine whether a planned activity will compete with any of Blue Yonder's business activities before you pursue the activity in question.

Misappropriation of Corporate Opportunities

You should advance the Blue Yonder's interests whenever the opportunity to do so arises. You may not take personal advantage of opportunities that properly belong to Blue Yonder, unless approved in advance by the Ethics and Compliance Department, or the Audit Committee of the Board of Directors.

For example, without full disclosure to and the prior written approval of the Ethics and Compliance Department or the Audit Committee of the Board of Directors, you may not:

- Purchase, sell or lease real estate or other facilities that you know or have reason to know that the company may be interested in, or may need in the future;
- Take personal advantage of an opportunity that properly belongs to the company.

Executive officers and members of the Board must make full disclosure to and obtain the prior written approval of the Audit Committee of the Board of Directors before entering into any such transaction or negotiation or availing themselves of any such opportunity.

Exchanging Business Courtesies

Blue Yonder's reputation, and to a large extent its success, are based on integrity. While the exchange of business courtesies can help build business relationships, accepting or providing business courtesies that are excessive or inappropriate can harm your reputation and the reputation of Blue Yonder.

Offering or accepting gifts or entertainment can potentially be problematic because business courtesies can be viewed as attempts to influence the performance of duties and, in some cases, could create a conflict of interest. Please refer to Blue Yonder's [Code of Conduct](#) and the [Global Anti-Bribery and Anti-Corruption Policy](#) for detailed information on Blue Yonder's policy governing gifts and entertainment.

Public Service and Charitable Activities

As part of the Blue Yonder's commitment to being involved in the communities where associates work and live, associates are encouraged to make contributions of personal time or financial resources to charitable, educational, and community-service organizations.

Your service on behalf of charitable and community organizations can result in a conflict or the appearance of a conflict even where no personal gain or economic interest is involved. For example, if an organization you are involved with seeks to do business with Blue Yonder—such as a charity that is contemplating Blue Yonder's products and services—you must disclose your relationship with the charity to your supervisor or the Ethics and Compliance Department. You will likely be required to disqualify yourself from making or participating in any decision on behalf of the company that concerns or impacts the charity.

Contributions of company time and financial resources to non-profit organizations can create conflicts of interest and present legal and regulatory concerns. To ensure compliance with applicable laws, you must obtain approval from the Ethics and Compliance Department before making a contribution to Blue Yonder corporate resources for charitable or community purposes. You must also obtain the Ethics and Compliance Department's approval before soliciting donations of time or resources from other company associates.

Associates are discouraged from seeking donations to charitable causes from Blue Yonder's customers, suppliers and business partners. If you find yourself in a situation where you believe that such a solicitation would be appropriate, you must first obtain the approval of the Ethics and Compliance Department before contacting the customer, supplier or business partner.

Pre-Existing Situations Giving Rise to Conflicts

Given the evolving nature of Blue Yonder's business, products and services, including the acquisition of new lines of business, conflicts of interest and the appearance of a conflict can change over time. Where an activity or transaction that exists prior to a Blue Yonder company development creates a conflict situation, you must make full disclosure as soon as you learn of the existence of an actual or apparent conflict of interests.

Disclosure of A Conflict of Interest

Associates and directors should not act in a manner that is not in the best interests of Blue Yonder or that could adversely affect the confidence of our customers, suppliers or associates in the integrity of Blue Yonder or its procedures. All Conflict of Interest situations must be disclosed. There are two ways that a Conflict of Interest can be disclosed:

Annual Conflict of Interest Questionnaire Disclosure

Each year, all Blue Yonder Associates must complete their annual Conflict of Interest Questionnaire. Upon receiving the questionnaire, the Associate must answer the questions honestly, accurately, and completely to the best of their knowledge and submit the questionnaire.

Failure to complete this questionnaire and submit it, will lead to an escalation to the Associates's leadership team.

Reporting a new Conflict of Interest Situation

You are required to promptly take the following steps when an actual or potential conflict of interest or an appearance of a conflict of interest comes to your attention, whether or not you are directly involved in the conflict of interest or you become aware of a conflict of interest involving another associate:

1. Immediately disclose the conflict of interest to your direct manager or supervisor.
2. Report the conflict of interest to the Ethics and Compliance Department by sending an e-mail to ComplianceInquiries@blueyonder.com detailing the actual or potential conflict of interest.
3. The Ethics and Compliance Department will forward a form/questionnaire that you must complete and submit back. This will be your Conflict of Interest Disclosure.
4. Resolve the conflict of interest by:
 - a. Receiving approval from your direct manager or supervisor and the Ethics and Compliance Department for risk mitigation actions to address an identified conflict of interest; or
 - b. Obtaining a waiver of a disclosed conflict of interest from Blue Yonder's Chief Compliance Officer, except where approval by the Board of Directors is required by law.

If you are unsure of whether an actual potential Conflict of Interest exists, or the appearance of a conflict of interest and you are concerned about raising this to your direct manager, supervisor or the Ethics and Compliance Department, you may also raise this concern anonymously and confidentially through the [Blue Yonder EthicsLine](#) (if allowed by local law).

The [Blue Yonder EthicsLine](#) is independently operated. You can submit a concern using this EthicsLine (online or phone) and your concern will be routed to the appropriate person within Blue Yonder, who will ensure that each report is handled in a professional and confidential manner.

Questions About Conflict of Interest

If you have any questions concerning this Conflict of Interest Policy, how it applies to specific situations or if you know of or suspect a violation of this Policy, you should contact the Ethics and Compliance Department at ComplianceInquiries@blueyonder.com, or you can contact the [Blue Yonder EthicsLine](#).

Definitions

Term	Definition
Blue Yonder Ethicsline	Blue Yonder EthicsLine is an external service operated by EthicsPoint, an independent company. All reports submitted using Blue Yonder's EthicsLine (via web or phone) are received directly by EthicsPoint and then routed to the appropriate person within Blue Yonder, who will ensure that each report is handled in a professional and confidential manner.

Reference

- [Blue Yonder Code of Conduct](#)
- [Global Anti-Bribery and Anti-Corruption Policy](#)
- [Blue Yonder EthicsLine](#)
- [Conflict of Interest video library](#)