Service Provider Code of Business Conduct and Ethics Policy

2015
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Introduction

Ethical business conduct is critical to TIBCO’s business. As a person or entity that provides services to TIBCO (a “Service Provider”), you are responsible for respecting and adhering to this Policy. This Service Provider Code of Business Conduct and Ethics Policy (the “Policy”) helps ensure a TIBCO Service Provider’s continued compliance with legal requirements and TIBCO standards of business conduct. All Service Providers are expected to uphold these standards in day-to-day activities, comply with all applicable policies and procedures, and ensure that all Service Provider agents and employees are aware of, understand and adhere to these standards.

Many of these practices reflect legal or regulatory requirements. Local laws may in some instances be less restrictive than the principles set forth in this Policy. In those situations, Service Providers are expected to comply with the Policy, even if the conduct would otherwise be legal under applicable laws. If local laws are more restrictive than the Policy, Service Providers are expected to, at a minimum, comply with applicable local laws.

1. Service Providers, Contractors, Suppliers and Vendors

TIBCO Service Providers are contractors, suppliers and vendors, or other third parties hired by TIBCO as independent contractors, and who make significant contributions to TIBCO’s success. To create an environment where Service Providers have an incentive to work with TIBCO, Service Providers must be confident that they will be treated lawfully and in an ethical manner. TIBCO’s policy is to purchase supplies, products and services based on need, quality, service, price and terms and conditions. TIBCO expects its Service Providers to conduct their business in the same manner.

2. Applicable Laws

Service Providers must comply with all applicable laws, regulations, rules and regulatory orders. Regardless where located, Service Providers must comply with laws, regulations, rules and regulatory orders of the United States, including the Foreign Corrupt Practices Act and the U.S. Export Control Act, the UK Bribery Act of 2010, and applicable local laws. Service Provider must acquire appropriate knowledge of the requirements relating to his or her duties sufficient to enable him or her to recognize potential dangers and to know when to seek advice from their own legal counsel on specific TIBCO policies and procedures. Violations of laws, regulations, rules and orders may subject Service Provider agents or employees to individual criminal or civil liability, as well as legal or other action by TIBCO.

3. Communications

It is very important to TIBCO that all external communications are consistent and in accordance with the guidelines set by TIBCO’s executive level management. Therefore, the only employees authorized to make public statements on TIBCO matters are the TIBCO CEO, CFO, CTO, the Chief Administrative Officer, the Chief Marketing Officer, and the head of
Investor Relations (together “Spokespersons”). In the event a Service Provider is contacted by the media regarding TIBCO, Service Provider must refer the inquiry to a Spokesperson.

4. Equal Opportunity, Non-Discrimination and Anti-Harassment

As a private employer subject to the United States Equal Opportunity Employment Commission and other employment laws as applicable, TIBCO is committed to providing a work environment that is free of discrimination and harassment. TIBCO practices equal opportunity with respect to all activities concerning its employees. In keeping with this commitment, Service Provider is required to prohibit harassment of any kind (verbal, physical, visual or sexual) or discrimination, including harassment or discrimination on the basis of race, religious creed, color, national origin, ancestry, physical disability, and mental disability, medical condition including genetic characteristics, marital status, sex, age, sexual orientation, veteran status, or any other characteristics protected by law in accordance with TIBCO policies.

Under no circumstance shall Service Provider retaliate against any of its employees for reporting any incidents of harassment or perceived harassment, discrimination or for participating in any investigation of incidents of discrimination or harassment or perceived harassment.

5. Background Checks and Drug Testing

Prior to entering into an agreement or relationship with a new Service Provider, TIBCO will perform a due diligence review of that Service Provider. TIBCO also may perform subsequent due diligence reviews of Service Providers to ensure that there have been no material changes in the standing, reputation and practices of the Service Provider since first approved. Service Providers are required to fully cooperate with TIBCO in its due diligence efforts and failure to do so shall constitute grounds for TIBCO’s termination of business dealings with the Service Provider.

In addition to its company-level due diligence screenings, TIBCO may conduct a thorough background investigation of Service Provider employees assigned to work on TIBCO or TIBCO customer premises. This investigation may include inquiries to educational institutions, past employment, criminal records, driving records, credit agencies and references regarding the employee’s abilities, character, and reputation. TIBCO will conduct any background investigation in compliance with applicable law.

Service Provider employees may be required to perform services at the TIBCO Customer’s place of business. Some of TIBCO’s customers may require TIBCO to conduct drug tests and/or background checks on TIBCO employees or Services Providers assigned to work at the customer’s place of business or to allow those employees or Service Providers to be subjected to drug tests and/or background checks by the customer, in accordance with applicable laws for the administering of drug tests and background checks.
Service Provider will ensure its employees assigned to provide services to TIBCO have provided or have agreed to provide their consent in cases where a background check and/or drug test is required.

6. Confidentiality and Intellectual Property

Service Providers are required to comply fully with the TIBCO Service Provider Security Standards as well as the terms and conditions of Service Provider’s agreement with TIBCO regarding the confidentiality and protection of TIBCO assets, confidential information and intellectual property of TIBCO, its customers and other third parties.

7. Financial Records

Accurate and reliable financial and business records are of critical importance to TIBCO. Service Providers should not have or make any false or inaccurate entries in the accounting books or records related or provided to TIBCO for any reason. Service Provider records must be retained in accordance with record retention policies and all applicable laws and regulations.

8. Prohibition of Inducements

Under no circumstances may Service Providers offer to pay, make payment, promise to pay, or issue authorization to pay any money, gift, or anything of value to TIBCO employees, customers, suppliers, vendors, consultants, etc. that is perceived as intended, directly or indirectly, to improperly influence any business decision, any act or failure to act, any commitment of fraud, or opportunity for the commission of any fraud.

Service Providers worldwide are required to comply with the U.S. Foreign Corrupt Practices Act, the UK Bribery Act of 2010, and all applicable local anti-bribery laws.

Laws in most countries outside of the United States also prohibit or restrict government officials or employees of government agencies from receiving payments, entertainment, or gifts for the purpose of winning or keeping business. No contract or agreement may be made with any business in which a government official or employee holds a significant interest, without the prior written approval of TIBCO’s General Counsel. No gift or thing of value may be given or promised to any government official or employee in connection with TIBCO business without the prior written approval of TIBCO’s General Counsel.

9. Antitrust and Competition

Many countries have laws and regulations, usually referred to as antitrust or competition laws, that prohibit unlawful restraint of trade and generally, that prohibit agreements or actions that unreasonably restrain trade, are deceptive or misleading, or that unreasonably reduce competition with no beneficial effect to consumers. These laws are designed to protect consumers and competitors against unfair business practices and to promote and protect healthy competition. TIBCO Service Providers are required to strictly adhere to all such laws and regulations.
10. Export Controls/Anti-Boycott Legislation

A number of countries maintain controls on the destinations to which products or software may be exported. Some of the strictest export controls are maintained by the United States against countries that the U.S. government considers unfriendly or as supporting international terrorism. The U.S. regulations are complex and apply both to exports from the United States and to exports of products from other countries, when those products contain components or technology of U.S. origin. Software created in the United States is subject to these regulations even if duplicated and packaged abroad. In some circumstances, an oral presentation containing technical data made to foreign nationals in the United States may constitute a controlled export. TIBCO Service Providers are required to strictly adhere to all applicable export controls.

Service Providers shall not participate in, or provide information that could be construed to further, any economic or other type of boycott not sanctioned by the United States government and applicable local laws.

11. Lobbying

Service Providers worldwide whose work requires lobbying communication with any member or employee of a legislative body or with any government official or employee in the formulation of legislation must have prior written approval of any such activity from TIBCO’s General Counsel. Activity covered by this policy includes meetings with legislators or members of their staffs or with senior executive branch officials. Preparation, research, and other background activities that are done in support of lobbying communication are also covered by this policy even if the communication ultimately is not made.

12. Government Contracts

It is TIBCO’s policy that Service Providers comply fully with all applicable laws and regulations that apply to government contracting. Service Provider’s providing services under government contracts must strictly adhere to all terms and conditions of such contracts and all local, state, federal, foreign or other applicable government laws and regulations which apply to such contracts. Service Providers are required to disclose if they have been debarred or otherwise declared ineligible for United States federal contracts because of prior contract actions or the violation of any federal laws or orders, including Executive Order 11246; Section 503 of the Rehabilitation Act of 1973, as amended 29 U.S.C. Sec. 793 (“Section 503”); and/or the affirmative action provisions of the Vietnam Era Veterans' Readjustment Assistance Act of 1974, as amended, 38 U.S.C. Sec. 4212 (“Section 4212”).

13. Supplier Diversity

TIBCO welcomes supplier diversity in its Service Providers in order to create the greatest opportunity for development of the most innovative, highest quality and most cost-effective business solutions for TIBCO. Please advise us whether you are recognized as, or utilize any of the following diverse businesses:

For additional information about these diversity classifications, visit the websites at U.S. Small Business Administration (http://www.sba.gov/), the National Minority Supplier Development Council (http://www.nmsdcus.org/), the Women's Business Enterprise National Council (http://www.wbenc.org/Default.aspx), or Supplier Diversity Europe (http://www.supplierdiversityeurope.eu/forum/).

14. Industrial Espionage

It is TIBCO’s policy to lawfully compete in the marketplace. This commitment to fairness includes respecting the rights of our competitors and abiding by all applicable laws in the course of competing. TIBCO expects its competitors to respect TIBCO’s rights to compete lawfully in the marketplace, and TIBCO must respect the rights of a competitor equally. Service Providers may not steal or unlawfully use the information, material, products, intellectual property, or proprietary or confidential information of anyone including, but not limited to, suppliers, customers, business partners and competitors of TIBCO.

15. Conflict of Interest

A conflict of interest describes any circumstance that could cast doubt on a Service Provider’s ability to act with total objectivity with regard to the supply of products and services to TIBCO. In the event a Service Provider feels there may exist a conflict of interest or potential conflict of interest with TIBCO or any TIBCO employee(s), all pertinent details must be reported to TIBCO’s head of the Human Resources Department. Service Provider should report any situations where a current employee of Service Provider is, or is related by blood, marriage or affinity to a current employee of TIBCO.

16. Compliance

TIBCO will take appropriate action against any Service Provider or consultant whose actions are found to violate these policies or any other policies of TIBCO. Disciplinary actions may include immediate termination of the business relationship by TIBCO at its sole discretion. Where TIBCO has suffered a loss, it may pursue its remedies against the individuals or entities responsible. Where laws have been violated, TIBCO and Service Providers will cooperate fully with the appropriate authorities.

17. Independent Contractor

TIBCO Service Providers are Independent Contractors pursuant to the Internal Revenue Services common law test to determine a service provider’s classification as an independent contractor.
18. Violations and Reporting

Violations of this policy can create significant liability for TIBCO, you as a Service Provider and for your agents and employees. Part of your job and ethical responsibility is to help enforce this Policy and promptly report any violations or any conduct believed in good faith to be an actual, apparent, or potential violation to your TIBCO supervisor or by calling the EthicsPoint Hotline at 1-866-384-4277 or on-line at www.ethicspoint.com, which will process your report and forward it to appropriate TIBCO personnel for investigation. Reports will be handled as confidentially as possible. Reprisal, threats, retribution or retaliation against any person who has in good faith reported a violation or a suspected violation of law, or against any person who is assisting in any investigation or process with respect to such a violation, is prohibited.