

Global Anti-Corruption Policy





Policy Statement

As a company conducting business around the world, Dynatrace, Inc. and its divisions, subsidiaries, and/or affiliates (together, “Dynatrace” or the “Company”) must comply with all applicable United States laws, including the U.S. Foreign Corrupt Practices Act (“FCPA”), and all laws of the other jurisdictions in which Dynatrace does business, including the UK Bribery Act and similar anti-corruption laws of other nations. This obligation extends to all Company personnel and agents, both within and outside the United States.

This Global Anti-Corruption Policy (“Policy”) is designed to familiarize you with the FCPA, the UK Bribery Act, and similar anti-corruption laws. Nothing in this Policy limits the scope or requirements of the Dynatrace Code of Business Conduct and Ethics and any other code of conduct and ethics that the Company may enact. This Policy simply builds on any such code and provides additional guidance so that the Company’s personnel, agents, and business partners do not knowingly or unknowingly compromise Company values or violate these laws.

In addition to reviewing this Policy, the Company may provide mandatory FCPA or other anti-corruption training. It also is your obligation to seek guidance on anti-corruption issues as they arise, and to report suspected or actual FCPA, UK Bribery Act, or similar violations promptly. You can seek guidance or ask questions at PolicyQuestions@dynatrace.com and report a concern or violation of law at Concerns@dynatrace.com.

Failure to comply with the FCPA, the UK Bribery Act, and other laws may result in civil and/or criminal fines to the Company, as well as significant harm to the Company’s reputation. Such a failure may also result in civil and criminal penalties being imposed against the employees involved. Failure to comply with this Policy will also result in disciplinary action being taken by the Company as described below.

The FCPA

Overview

The FCPA contains two components, which are informally known as its “anti-bribery provisions” and its “accounting provisions.” In summary, the “anti-bribery provisions” prohibit the Company and its directors, officers, employees, representatives, agents, and business partners from offering, authorizing, promising, directing, or providing anything of value to any non-U.S. government official for the purpose of influencing that person to assist the Company in obtaining or retaining business or securing an improper business advantage. Individuals and companies may also be penalized if they order, authorize, or assist someone else to violate the anti-bribery provisions, or if they conspire to violate those provisions.

In addition to prohibiting improper payments, the FCPA also contains “accounting provisions” that impose additional record-keeping and internal control requirements on public companies. These accounting provisions do not just prohibit improper accounting of improper payments, they even prohibit improper accounting of proper payments. Put differently, even legitimate business expenses, if improperly accounted for in the books and records of the Company, can lead to a violation of the FCPA.

FCPA penalties

Under the anti-bribery provisions of the FCPA, any Company director, officer, employee, representative, agent, business partner, or person acting on behalf of the Company who wilfully violates the FCPA may be



liable for up to \$10,000 in civil fines and up to \$100,000 in criminal fines and may be imprisoned for up to five years. The FCPA prohibits indemnification of such individuals by the Company. The Company may be liable for civil fines up to \$10,000 and criminal fines up to \$2 million.

In addition, an FCPA violation could result in other adverse consequences such as suspension or debarment from government contracts, revocation or suspension of export license privileges, stockholder lawsuits, disgorgement, and long-term damage to the Company or an individual's reputation.

FCPA provisions and what they mean

Included below are summaries and explanations of some important FCPA provisions to assist you in your general understanding of these requirements.

- **The FCPA prohibits payments or the offer of payments.** You do not need to make a payment for liability to attach under the FCPA. The mere offer or promise of a payment can result in a violation of the statute.
- **The FCPA prohibits payment of money or anything of value.** The FCPA extends to payments of anything of value—not just payments of cash. There is no minimum threshold or materiality requirement for corrupt payments.
 - Prohibited payments can take many forms, including the purchase of an official's property or services at inflated prices, entertainment, charitable donations, travel expenses, loans with favorable terms, scholarships, cars or sports equipment, or anything else of value.

The following are examples of bribes or improper payments under the FCPA:

- making payments or giving something of value to a government official in order to receive or renew a license or permit or to obtain an approval that the Company needs to continue business;
 - making payments or giving something of value to a government official that is intended to influence implementation of a law that is beneficial to the Company's business or to influence the repeal of a law that is adverse to the Company's business;
 - making payments or giving something of value to a government official in exchange for overlooking or forgiving a regulatory compliance mistake or violation;
 - making payments or giving something of value to government officials or political parties in connection with transactions or proposed transactions related to the Company's products or services; or
 - authorizing or making payments to government officials intended to influence acts and decisions that would help the Company to win a deal or prevent the Company from losing a deal.
- **The FCPA prohibits both direct and indirect payments.** In addition to direct payments to foreign government officials, indirect payments through an agent, partner, subsidiary, consultant, or any other third-party may also give rise to liability. The FCPA prohibits payments to any person while "knowing" that any part of the proceeds will be provided to or otherwise used to influence the acts of a non-U.S. official.



Below are some “red flags” that may require further inquiry to ensure that improper payments are not being directed to government officials:

- requests for commissions that are unusually large in relation to the work to be performed;
 - references by a local agent to “special accommodations” that have to be made with local officials or statements that you should not ask too many questions about how business gets done in the local jurisdiction;
 - requests for “up front” payments when such payments are not expressly required by a written business agreement;
 - requests for payment to an offshore bank account, in cash, in a different name, to a shell corporation, to an account in a different country, through private payment procedures, or to an unrelated third-party;
 - refusal by a prospective agent to commit in writing to comply with the Company’s compliance policies;
 - refusal to submit to or respond to the Company’s due diligence requests without a reasonable explanation;
 - a history of illegal or questionable behavior by a prospective consultant;
 - family or business relationships between the Company’s agent and government officials; or
 - requests by government officials that specific parties be engaged to provide services or materials to the Company.
- **The FCPA does not require a *quid pro quo* agreement.** U.S. regulators and courts have made clear that an arrangement need not be of a “quid pro quo” (or “this for that”) nature to be corrupt. Any attempt to favorably influence foreign officials, even if that simply includes purchasing their good will, may be considered securing an improper advantage and a violation of the FCPA.
 - **The FCPA broadly defines “foreign officials.”** A foreign official is someone who acts as an elected official of a foreign government, acts as an officer or employee of any government department, acts as an employee, officer, or director of a state-owned or quasi-governmental enterprise, or acts in an official capacity for or on behalf of a foreign government—even if that person is not employed by the government (e.g., a government consultant). Employees of state-owned enterprises or government-controlled entities, as well as officials from public international organizations, also qualify as foreign officials.
 - **Exceptions for “Reasonable and Bona Fide Expenses.”** The FCPA permits payments to foreign officials for reasonable and *bona fide* expenses directly related to a promotion, demonstration, or explanation of a company’s products and services. However, you must be extremely careful when making such payments and keep the following rules in mind:
 - Do not extend any invitation for travel to any government official, government employee, or political party, official, or candidate for political office, without the prior approval of the Compliance Officer or his designated representative.



- Any travel or entertainment expenses must be limited solely to those individuals necessary for the furtherance of the Company's business. You cannot pay or promise to pay any travel or entertainment expenses for spouses or guests of your invitees.
 - All travel and entertainment expenses must be accurately and adequately documented in the books and records of the company; you must not misstate the purpose or value of these expenses.
 - Legitimate gifts, meals, and entertainment are permitted only if they are of nominal value, infrequent, and not offered for an improper purpose.
 - It is your obligation to ensure that a payment qualifies as a "reasonable and bona fide expense." If you have any questions or concerns, it is your obligation to consult the Company's General Counsel or her/his designated representative. You may reach out to with any questions.
- **Record-keeping and internal controls requirements.** The FCPA requires companies to maintain detailed and accurate accounting records and internal controls. All Company personnel and third-party agents and business partners must keep detailed and accurate records of payments to foreign officials, agents, and business partners. There is no intent requirement and there is no "materiality" threshold for these requirements. Even a small misstatement or false record-keeping can give rise to liability.
 - **Willful ignorance and similar bad acts by others are not valid defenses.** Willfully ignoring FCPA warning signs in an attempt to avoid gaining actual knowledge of a violation is not a valid defense. Similarly, arguments that bribes or improper payments are part of the business culture in a particular country or industry or are part of the costs of doing business in a particular country, are not valid defenses.

The UK Bribery Act

Overview

Similar to the FCPA, the UK Bribery Act of 2010 ("Bribery Act") also is designed to limit bribery and corruption by commercial organizations. The Bribery Act extends its jurisdiction to all businesses that conduct some part of their business in the UK, even if the bribe or improper conduct at issue happens outside the UK. In a number of ways, the Bribery Act is broader than the FCPA. For example, the Bribery Act prohibits bribes to any individuals, not just government officials. In addition, the Bribery Act prohibits the receipt or offer of a bribe. Dynatrace requires full compliance with the Bribery Act and all other applicable foreign laws.

Additional factors to consider to ensure compliance with the UK Bribery Act

Adherence to the principles outlined above regarding the FCPA will also assist the Company and its directors, officers, employees, representatives, agents, and business partners from violating the Bribery Act and other similar anti-corruption laws. Included below are a few additional factors to consider to ensure compliance with the Bribery Act.

- **The Bribery Act prohibits payments to any persons, not just government officials.** One of the biggest differences between the FCPA and the Bribery Act is that, while the FCPA only applies to the corruption



of foreign officials, the Bribery Act prohibits corrupt payments to any person, not just a foreign government official. Thus, the Bribery Act prohibits commercial bribery and private-to-private bribery.

To commit the offense of bribing another person under the Bribery Act, the briber must intend to bring about or to reward improper performance of any function or activity. This function or activity may be within the private or public sector, and the test of whether it has been improperly performed is an objective test of what a reasonable person in the United Kingdom would expect in relation to the performance of the type of function or activity concerned.

- **The Bribery Act prohibits giving or receiving bribes.** Another way in which the Bribery Act is broader than the FCPA is that it makes it an offense to request, to agree to receive, or to accept a bribe. The FCPA, on the other hand, applies only to persons giving or offering an improper payment. (However, even though the FCPA does not prohibit receiving or requesting bribes, Dynatrace prohibits any of its personnel or business partners from engaging in such unethical conduct.)
- **The Bribery Act does not require any corrupt intent for payments to foreign officials.** The Bribery Act contains a stand-alone offense of bribing a public official (in addition to the general bribery offense that applies to all recipients and does not require a payment to a public official). This offense of bribing a public official does not require a corrupt intent on the part of the briber.
- **The Bribery Act creates a strict liability offense for organizations that fail to prevent bribery.** The Bribery Act creates a strict liability corporate offense for a company's failure to prevent bribery, subject to it being able to establish that it had "adequate procedures" in place to prevent bribery. Given that the Bribery Act extends to acts of "associated persons," anyone who performs services for or on behalf of a commercial organization can cause it to suffer great harm. Accordingly, Dynatrace requires personnel to be especially vigilant in ensuring that neither they nor their agents and business partners violate the law.
- **The Bribery Act imposes significant penalties.** An individual found to have committed an offense under the Bribery Act is subject to imprisonment of up to ten years and/or to an unlimited fine. A company found to have committed an offense is subject to an unlimited fine.

Seeking guidance on anti-corruption issues

The Company's management has appointed the General Counsel, or in his or her absence the Chief Financial Officer, to be responsible for implementing and providing guidance and interpretation on matters related to this Policy, and/or the anti-corruption issues in general.

Company personnel with questions about anti-corruption laws, or who are uncertain of the requirements of this Policy, are obligated to seek guidance from their superiors and/or the General Counsel or his/her designated representative.

The General Counsel also has responsibility for investigating, or overseeing the investigation of, any information or allegations concerning possible violations of anti-corruption laws or other unethical or improper business conduct. The General Counsel has authority to retain and consult with outside legal counsel to assist in carrying out their duties.

It is understood that Company personnel will often go to their immediate supervisor to seek guidance on ethics-related issues or report potential violations of this Policy or other rules and regulations. However, there may be situations in which Company personnel do not wish to raise such issues with their supervisors. Such



situations may include instances where the conduct in question involves a supervisor, where the employee has reported the conduct previously and does not believe that the supervisor has dealt with it properly, or where the employee does not feel that the matter can be appropriately discussed with his or her supervisor. In these types of situations, Company personnel should raise the matter with the General Counsel, either directly, via Concerns@dynatrace.com or anonymously as outlined at www.dynatrace.com/ethics.

Note: Each Company officer, director, or employee has an independent and continuing obligation to ensure compliance with this Policy and all applicable anti-corruption laws. Simply reporting potential issues to a supervisor does not absolve you from all responsibility relating to improper conduct.

Reporting suspected violations of the FCPA, the UK Bribery Act, or this policy

The Company will take reasonable steps to prevent the disclosure of the identity of any employee who reports a suspected violation of anti-corruption laws or this Policy without his or her permission unless disclosure is unavoidable during an investigation. To facilitate the reporting of any suspected violation or noncompliance, the Company has established the following methods/procedures for employees to report violations:

- The Company has designated a number and website to accept anonymous reports regarding suspected violations of the anti-corruption laws, Policy or the Code of Conduct. If you have a complaint or concern regarding suspected violations, you can make an anonymous report at www.dynatrace.com/ethics or call this “hotline” anonymously at +1 800.916.7037 (toll free in the United States) or the other numbers listed at www.dynatrace.com/ethics.
- An employee may report any suspected noncompliance with this Policy to the General Counsel. The General Counsel can be reached at the Company’s headquarters directly as follows:

Dynatrace
1601 Trapelo Road, Suite 116
Waltham, MA 02451 Attn: General Counsel
+1 781.530.1000
Concerns@dynatrace.com

A complaint about a suspected violation should be factual rather than speculative or conclusory and should contain as much specific information as possible to allow for proper assessment. The complaint describing an alleged violation of the FCPA, Bribery Act, or this Policy should set forth all of the information that the employee knows regarding the allegation or concern.

Employee obligations and consequences

This Policy imposes several obligations on Company employees. These obligations will be enforced by the standard disciplinary measures available to the Company.

Reporting obligations

Employees must immediately report to the General Counsel any suspected or actual violation of anti-corruption laws by the Company or any of its officers, directors, or employees, or any other third-party such as agents, business partners, consultants, or others acting on the Company’s behalf. Once an employee has made



a report, the employee has an obligation to update the report as new information comes into his or her possession.

Under no circumstances shall the good faith reporting of any such information or possible violation serve as a basis for any retaliatory actions to be taken against any employee making the report.

Third-party and due diligence obligations

All Company employees have an obligation to ensure that any third-party agents or business partners with whom you seek to establish a relationship on behalf of the Company are properly investigated to ensure compliance with the FCPA, the Bribery Act and this Policy. One step to ensure compliance is to conduct due diligence on all agents or business partners who conducts business in any foreign jurisdiction before entering into any third-party relationship, contract, or agreement.

The Company's General Counsel can provide you with materials regarding proper due diligence and can direct you to individuals who can assist in performing this due diligence. If you have concerns about the type and scope of diligence required by a particular situation, it is your responsibility to raise any questions or concerns with the General Counsel.

Employee disciplinary action

If an employee violates the FCPA, Bribery Act, or any provision of this Policy, or fails to cooperate in implementing this Policy, the employee will be subject to disciplinary action, which may include, but not be limited to, suspension, demotion, reduction in pay, reprimand, and termination.

Changes to this Policy

This Policy does not form part of any employee's contract of employment. Dynatrace may update this Policy from time to time to reflect changes in the applicable law and/or our business practices. Staff members will be notified of changes to this Policy via regular channels. Additional training will be provided where necessary.

Adopted August 1, 2019, and updated October 22, 2021