Boomi Supplier Principles

(Revision October 2021)

Introduction

Boomi, LP, on behalf of itself and its direct or indirect subsidiaries ("Boomi"), is committed to responsible business practices and ethical behavior. This includes holding our suppliers to the same high standards of excellence to which we adhere, as set forth in Boomi’s Code of Conduct (available at https://boomi.com/legal/codeofconduct), and as articulated in governing laws and regulations, recognized international standards and conventions, and global best practices. Complying with Boomi Supplier Principles ("Principles") is a condition of doing business with Boomi.

Scope

These Principles are applicable to direct and sub-tier suppliers working within Boomi’s supply chain, including suppliers’ employees, contractors, agents, independent contractors, and sub-tier suppliers within suppliers’ supply chain (“Supplier(s)”). Supplier compliance with these Principles is mandatory.

In cases of non-compliance, Boomi reserves the right to take any and all available actions against Suppliers for violations of these policies, including without limitation the termination or reduction of business, onsite compliance auditing at Supplier’s expense, employee compensation at Supplier’s expense, seeking of damages, and/or termination of Boomi’s agreement with the Supplier.

Statement of Principles

Boomi’s Suppliers must comply with:

- All applicable laws, regulations, and purchasing requirements, including but not limited to relevant provisions under the US Federal Acquisition Regulation (FAR) and the Defense Federal Acquisition Regulation Supplement (DFARS) and any U.S. federal agency supplement.
- Boomi Slavery and Human Trafficking Policy Statement (available on Boomi’s website)
- UK and Australian Modern Slavery Acts.
- California Transparency in Supply Chains Act.
- Relevant International Labor Organization (ILO) conventions, including the eight fundamental conventions and conventions 1, 102, 131, 155 and 170.
- NIST (National Institute of Standards and Technology) Cybersecurity Framework.

Suppliers shall meet these Principles through three (3) primary means:

- Meet or exceed applicable laws and recognized international standards;
- Ensure compliance with Boomi’s aforementioned Statement of Principles; and
- Fully cooperate with any Supplier assessment or compliance program conducted by Boomi.

All Suppliers are expected to conduct at least annually due diligence of their respective supply chains,
which includes the use of risk assessments and mechanisms to objectively measure compliance. Boomi uses its own assessment mechanisms to scope Supplier participation in Boomi's compliance efforts and engages with Suppliers to drive compliance and create shared value. Suppliers are also encouraged to highlight any risks adhering to these standards as a part of doing business with Boomi.

1. Compliance with Laws, Regulations and International Standards

COMPLIANCE WITH LAWS AND REGULATIONS

It is essential to a socially and environmentally responsible supply chain that Suppliers conduct their business legally, and ethically. Boomi and Suppliers shall comply with all applicable laws and regulations.

TRADE COMPLIANCE

Suppliers shall comply with export control and economic sanctions laws and regulations of the United States, the European Union and other applicable jurisdictions ("Trade Compliance Laws"). This includes, without limitation, export licensing requirements, end user, end-use, and end-destination restrictions, prohibitions on dealings with sanctioned individuals and entities, including but not limited to persons on the U.S. Office of Foreign Assets Control's (OFAC) Specially Designated Nationals and Blocked Persons List, or the U.S. Department of Commerce Denied Persons and Entity Lists, as amended, as well as entities subject to military end-use restrictions. Supplier agrees not to violate the Trade Compliance Laws with respect to sourcing, licensing or delivery of products to Boomi. Supplier shall maintain trade compliance policies and procedures that are adequate to ensure that Supplier complies with the Trade Compliance Laws.

ANTI-CORRUPTION

Boomi does not tolerate bribes, kickbacks or extortion of any kind. Business decisions involving Boomi shall always be made based on the merits of Boomi products and services.

Suppliers must comply with all applicable anti-bribery, anti-kickback, and anti-corruption laws, including without limitation, the U.S. Foreign Corrupt Practices Act, the United Kingdom Bribery Act of 2010, and those in effect in jurisdictions where Suppliers act or purchase, market, sell, distribute, source, license, or deliver Boomi products or services ("Anti-Corruption Laws").

Suppliers must never offer, promise, request, authorize or accept a bribe, directly or through a third party, for any reason. A bribe can be anything of value, including cash payments, gifts, travel or lodging expenses, charitable donations, event sponsorships, meals, entertainment, or job opportunities, that is intended to improperly induce, influence, secure, or reward a decision or act of the recipient to promote business interests.

Suppliers shall maintain and enforce reasonably adequate policies, procedures, and internal controls to ensure that Suppliers and any person to whom Suppliers subcontract the provision of any element of the services to be provided, or who provides any services or receives any payment in connection with Suppliers’ performance of services, comply with the Anti-Corruption Laws. Suppliers agree to fully cooperate with Boomi in the evaluation of program effectiveness.

Suppliers must conduct appropriate risk-based due diligence on any third party that Suppliers may subcontract, oversee, manage, transact with, direct or otherwise engage in the context of Boomi business, and to use such third parties only when necessary. Do not work with any individual or entity that engages in, or is suspected of engaging in, bribes, kickbacks, fraud, or other improper activities.
GIFTS AND HOSPITALITY

All gifts, meals, travel, or entertainment offered or provided by Suppliers must comply with Anti-Corruption Laws in addition to local laws, rules, and regulations. Gifts or hospitality shall never be offered or provided under circumstances that create the appearance of impropriety.

Suppliers are prohibited from offering or providing gifts greater than 100 USD (or equivalent in local currency) or lavish hospitality to Boomi team members.

PRIVACY AND PERSONAL DATA PROTECTION

Boomi respects the importance of privacy to its customers, employees and other individuals as a fundamental human right, and as integral Boomi maintaining their trust. Accordingly, Boomi expects its Suppliers to understand, track, and comply with all laws and regulations related to privacy and data protection that are relevant to their actions as a Supplier. Among other things, this means that Suppliers must access, collect, use, share, transfer and store the personal information of others only when specifically authorized and only as necessary for legitimate business purposes. Suppliers must only collect personal information of others with the appropriate notices and/or consents required for the purposes for which that personal information will be used. Suppliers must meet the limitation of use requirements set forth in their Supplier agreement for any personal data received from Boomi. As also required in Supplier agreements, Boomi expects Suppliers to implement appropriate safeguards to ensure the protection, integrity, security and availability of personal information in accordance with applicable data privacy laws. This includes holding accountable subcontractors that handle personal data to at least the same requirements imposed upon the Supplier. Boomi also expects Suppliers to notify Boomi promptly according to the terms of the Supplier’s agreement should a suspected or actual breach of data security occur with respect to personal data received from Boomi or collected on behalf or for the benefit of Boomi.

PROTECT CONFIDENTIAL AND PROPRIETARY INFORMATION

Suppliers must always protect Boomi assets, confidential information and intellectual property. The following are examples of information that Suppliers must not disclose without Boomi’s express authorization (absent requirement by law or court order to disclose, and coordination with Boomi prior to such disclosure unless such coordination notice to Boomi is barred by law or court order):

- The terms and conditions of your agreement(s) with Boomi;
- Boomi’s business and marketing plans, and other internal Boomi matters such as pricing, costs, terms of sale, customer lists and other competitively sensitive information;
- Boomi intellectual property (including patents, copyrights, trademarks and trade secrets) and Boomi technical information; and
- Personal information of Boomi employees, contractors or customers.

Boomi confidential information should only be shared with those individuals that need to know the information to fulfill the purpose for which Boomi engaged Supplier; those individuals may only use such confidential information for the purpose for which it was disclosed by Boomi.

Suppliers must also respect and protect the valid and legitimate intellectual property rights of Boomi and each customer including, without limitation, patent, trademark, copyright, and trade secret rights, and use those rights only in accordance with valid licenses, terms of use, or other relevant contractual provisions. Suppliers must notify Boomi immediately of any known unauthorized use of Boomi trade secrets, brands, trademarks, logos, or confidential information by any third party.

COMPLY WITH ANTITRUST AND COMPETITION LAWS

Boomi is committed to observing the applicable antitrust or competition laws (“Competition Laws”) of all countries in which it conducts business and expects Suppliers to share that commitment. The Competition Laws prohibit actions which are deemed to unreasonably restrain trade, such as, but not limited to, fixing
prices or allocating customers. The penalties for failing to comply with these laws can be severe and include significant fines and possible jail time for certain infractions.

CERTIFICATIONS

All Suppliers shall achieve and maintain certification on the ISO Standards identified in the Statement of Principles, above. Suppliers who have certifications to similar standards or who are working to obtain initial certification must submit the alternate certificate or a certification schedule, respectively, to Boomi for approval.

2. Core Policy Commitments and Supplier Requirements

Boomi imposes specific requirements on its Suppliers with respect to the following issue areas:

FEDERAL ACQUISITION REGULATION (FAR)

If Boomi is providing Supplier’s products or services under a United States government prime contract or subcontract, Supplier shall comply with the applicable provisions of the Federal Acquisition Regulation, published in the version of Title 48 of the United States Code of Federal Regulations (“CFR”) at 52.244-6 in effect on the date Boomi issues its order to Supplier. It is Supplier’s responsibility to stay up-to-date on the list of clauses in 52.244-6, but the clauses in effect as of the date of these Principles are: 52.203-13 (Contractor Code of Business Ethics and Conduct); 52.203-15 (Whistle-blower Protections Under the American Recovery and Reinvestment Act of 2009); 52.203-19 (Prohibition on Requiring Certain Internal Confidentiality Agreements or Statements); 52.204-21 (Basic Safeguarding of Covered Contractor Information Systems); 52.204-23 (Prohibition on Contracting for Hardware, Software, and Services Developed or Provided by Kaspersky Lab and Other Covered Entities); 52.204-25 (Prohibition on Contracting for Certain Telecommunications and Video Surveillance Services or Equipment); 52.219-8 (Utilization of Small Business Concerns); 52.222-21 (Prohibition of Segregated Facilities); 52.222-26 (Equal Opportunity); 52.222-35 (Equal Opportunity for Veterans); 52.222-36 (Affirmative Action for Workers with Disabilities); 52.222-37 (Employment Reports on Veterans); 52.222-40 (Notification of Employee Rights Under the National Labor Relations Act); 52.222-50 (Combating Trafficking in Persons); 52.222-55 (Minimum Wages under Executive Order 13658); 52.222-62 (Paid Sick Leave Under Executive Order 13706); 52.224-3 (Privacy Training); 52.225-26 (Contractors Performing Private Security Functions Outside the United States); 52.232-40 (Providing Accelerated Payments to Small Business Subcontractors) and 52.247-64, Preference for Privately Owned U.S.-Flag Commercial Vessels. Suppliers shall also comply with the requirements of 41 CFR §§ 60-1.4(a), 60-300.5(a) and 60-741.5(a), which prohibit discrimination against qualified individuals based on their status as protected veterans or individuals with disabilities, and prohibit discrimination against all individuals based on their race, color, religion, sex, or national origin.

Supplier shall also comply with the provisions of 48 CFR 52.204-21, 48 CFR 252.204-7012, 48 CFR 252.204-7019, 48 CFR 252.204-7020, and 48 CFR 252.204-7021 if: (i) Supplier’s performance involves access to “Federal contract information” or “covered defense information” (as those terms are defined in 48 CFR 52.204(a) and 48 CFR 252.204-7012(a), respectively); and (ii) Supplier is providing other than Commercial Off-The-Shelf items. Boomi may require Supplier to separately certify its compliance with any of the above cited regulations.

RESTRICTED SOURCES AND TECHNOLOGIES

Supplier represents that it does not provide: (1) covered telecommunications equipment or services, or (2) any equipment, system, or service that uses covered telecommunications equipment or services as a substantial or essential component of any system, or as critical technology as part of any system. The terms “covered telecommunications equipment or services,” “substantial or essential component,” and “critical technology” are as defined in FAR 52.204-25 or by any United States Executive Order. Supplier also represents that it does not provide to Boomi any products, solutions, software or technologies (or any
substantial/essential component thereof) that are sourced from any person or provider that is restricted as a source by FAR. Supplier shall immediately notify Boomi directly if it sources from any supplier restricted by FAR.

WORKING CONDITIONS, FORCED LABOR AND HUMAN TRAFFICKING

Boomi is committed to upholding the human rights of workers at any tier of its supply chain, and to treating them with dignity and respect. Workers include direct employees, temporary workers, migrant workers, student workers, contract workers, and any other person(s) providing labor and employment services to Supplier. In addition to the international standards listed in Statement of Principles, this commitment also encompasses (but is not limited to) the following core tenets:

- Forced, bonded (including debt bondage) or indentured labor, involuntary prison labor, slavery or trafficking of persons of any age shall not be used at any tier of the supply chain, including use of recruitment fees by suppliers or labor agents recruiting workers.
- No misleading or fraudulent practices by employers or labor agents during employee recruitment.
- Child labor is prohibited in any tier of the supply chain.

These and additional requirements are aligned with the international frameworks listed in Statement of Principles, above.

MINERALS AND RESPONSIBLE SOURCING

Suppliers must take reasonable measures to determine whether the products they supply to us contain tantalum, tin, tungsten, or gold, and, if so, implement supply chain due diligence processes to identify the sources of these metals and to support efforts to eradicate the use of minerals that finance -- directly or indirectly-- armed conflict in the Democratic Republic of Congo or adjoining countries.

SUPPLY CHAIN SECURITY

Boomi takes a holistic and multifaceted approach to protecting its supply chain and delivering solutions that customers can trust. This includes multiple layers of controls across the supply chain ecosystem and following and driving international risk management standards and best practices. Suppliers are expected to maintain security controls and risk management processes to identify and mitigate sourcing, cyber and physical security risks throughout the product lifecycle and provide product integrity.

Suppliers must (1) implement and maintain counterfeit mitigation measures that substantially meet the system criteria specified in 48 CFR 252.246-7007 (Contractor Counterfeit Electronic Part Detection and Avoidance System); (2) provide to Boomi on request, information concerning such counterfeit mitigation measures; and (3) address any material deficiencies in such mitigation measures that may be identified by Boomi or by Suppliers. Suppliers must also adhere to existing Boomi security policies as applicable, including, but not limited to, data protection agreements, secure development specifications, and logistics security.

Suppliers are encouraged to drive security best practices aligned to industry standards such as ISO 27001 and NIST Cybersecurity Framework, among others, and collaborate with Boomi on continuous improvement.

SUPPLIER DIVERSITY

Boomi believes an ethical, diverse supply chain is a vital part of its business. Suppliers must meet the following diversity requirements: (1) comply with any applicable law and regulation targeted towards Suppliers to governmental entities; (2) use reasonable efforts to engage minority-owned businesses, women-owned businesses, small businesses, LGBT-owned businesses and disabled-owned businesses if Supplier engages
subcontractors to provide any deliverables or to support the Supplier’s overall business operations; (3) use commercially reasonable efforts to engage small businesses as defined by the United States Small Business Administration (including small business subcategories such as small disadvantaged businesses, small women-owned businesses, veteran-owned businesses, service disabled veteran-owned businesses and HUB zone businesses) if Supplier engages subcontractors in the United States to provide any deliverables or to support the Supplier’s general business operations; (4) maintain accurate records of Supplier’s efforts under this provision; and (5) report to Boomi on request, Supplier’s spend with minority-owned businesses, women-owned businesses, small businesses, LGBT-owned businesses and disabled-owned businesses.

AVOID CONFLICTS OF INTEREST

Suppliers must avoid both actual and potential conflicts of interest involving Boomi business. A conflict of interest consists of any circumstance, including a personal relationship, the giving or receiving of lavish business courtesies, a business investment, or other financial interest that may compromise a Supplier’s ability to act with objectivity and in the best interests of Boomi. Suppliers shall not conduct Boomi business with a Boomi employee who has a romantic, familial, or other personal relationship with a current employee of their company. Suppliers must promptly disclose to Boomi all pertinent details of any personal, financial, or other situation that represents or appears to represent an actual or potential conflict of interest.

USE OF INCLUSIVE LANGUAGE

Boomi is committed to the use of inclusive language in our products and across our supply chain. We are remediating non-inclusive language over time where practicable and preventing future ongoing use. Suppliers should avoid use of non-inclusive terms in code and content within deliverables provided to Boomi, with sensitivity to terms such as:

- Master, Slave, Master/Slave or Master-Slave
- Blacklist, Whitelist, Blacklist/Whitelist or Blacklist-Whitelist
- Blackhat or Whitehat
- Segregate/Segregation
- Blackout
- Man-hour or man day
- Manpower
- Rule of Thumb

3. Supplier Engagement, Capability Building and Assessment Programs

To help ensure that global standards and Boomi policy commitments are implemented and reinforced, Boomi requires Suppliers to participate in its programs to understand and evaluate risks and Supplier performance, build capability to meet and exceed applicable standards, and remedy areas of concern.

Programs may include, but are not limited to: managing working hours, maintenance of management systems, ensuring onsite health and safety standards, environmental reporting; disposition of electronic material. Suppliers are identified for programs according to Boomi’s own assessment mechanism and are expected to participate as requested. In addition to these programs, Suppliers are expected to report any incident which encompass any of the conditions listed below which result in the following:

- Death;
- Significant injury to three or more employees or injury to 10 or more employees;
- Any infectious disease outbreaks such as Coronavirus Disease (COVID-19), Severe Acute Respiratory Syndrome (SARS), tuberculosis, or public health events required by International Health Regulations to be reported to the World Health Organization;
- Environmental pollution that has been cited or acknowledged by local government;
- Environmental, safety or labor issue reported by public media or NGO;
- Environmental, health, safety, or other related issue resulting in a relocation or shutdown notice from
local government;
- Environmental, health, safety, or other related issue resulting in relocation or shutdown planning or roadmaps by a supplier; or
- Fire or other safety incidents causing significant property loss.

ENSURING SUPPLIER SUITABILITY

Boomi may conduct appropriate risk-based due diligence on all Suppliers during the initiation of the relationship, and throughout the term of the relationship. Suppliers must comply with Boomi’s due diligence procedures and provide complete, accurate, and timely information where requested to facilitate such efforts.

In addition, Suppliers must provide periodic certifications of Suppliers’ compliance with relevant laws and these Principles, and perform any other requested mitigation activities, in a form, manner and timeframe acceptable to Boomi, upon request.

BUSINESS CONTINUITY

Boomi’s global footprint, flexibility, and Supplier relationships are key to the resilience of our supply chain. Boomi expects Suppliers to develop and maintain a business continuity and resiliency plan (“BCRP”) in accordance with Supplier’s agreement with Boomi and/or information regarding business continuity preparedness, as aligned with ISO 22301.

BUSINESS REVIEWS

Key Suppliers may be required to undergo a quarterly business review with Boomi, which includes scoring and/or metrics, as determined by Boomi, of their supply chain performance aligned to these Principles, particularly regarding sustainability, risk, and security. Boomi Suppliers are evaluated regularly and should expect their scores to influence Boomi’s purchasing decisions.

FINANCIAL INTEGRITY AND ACCURATE RECORD KEEPING

Suppliers must maintain and provide upon request proper, accurate, complete and reliable financial and business records to Boomi relating to any transactions or expenditures relevant to any Boomi business. Suppliers are prohibited from “parking funds”, creating “slush funds”, or engaging in similar improper or false accounting practices.

AUDIT RIGHTS

Boomi may audit Supplier, upon notice and in a non-disruptive fashion, to ensure compliance with applicable laws, the Agreement and the Supplier Principles. Among other things, you may be required to demonstrate support for work performance under the Agreement. You are required to cooperate with any such audit, consistent with applicable laws and contractual obligations, and provide reasonable assistance to any investigation or audit of Boomi or its authorized representatives and allow Boomi and its authorized representatives reasonable access to all records and documentation concerning compliance with your obligations to Boomi.

TRANSPARENCY AND REPORTING

Transparency is important to Boomi’s customers and stakeholders. To this end, Boomi may publicly disclose certain assurance information. This information includes, but is not limited to, annually aggregated data on Boomi’s social and environmental responsibility programs and a list of Boomi’s key Suppliers.
If Suppliers become aware of facts or circumstances that will likely lead to or cause violations/misconduct of these Principles, the Suppliers must immediately notify Boomi. In the event Boomi receives substantive allegations of violations/misconduct, Boomi reserves the right to immediately investigate the allegations and if required by law, will disclose all relevant information related to the allegations to the appropriate authorities.

If required by Boomi, Suppliers shall publish, at their own expense, (a) an annually updated public sustainability report based on the Global Reporting Initiative (GRI) or other internationally recognized framework and (b) participate in environmental reporting. Suppliers must also provide information about social and environmental responsibility, including compliance with Boomi policies, when requested by Boomi.

CONTINUOUS IMPROVEMENT

Boomi is committed to responsible sourcing and Suppliers must meet the standards specified in these Principles. With a focus on self-assessment, internal ownership and self-accountability, Suppliers should continue to make changes that will bring long-lasting, sustainable impact not only to their own facilities and operations, but also to Boomi.

4. Reporting Suspected Violations

If Suppliers know or suspect of a violation of applicable laws or regulations or these Principles, Suppliers are encouraged to report as follows:

- Boomi’s toll-free, third party operated telephone and web-based Ethics and Compliance Helpline at 1-800-513-7270 for anonymous and non-anonymous reporting. Please view www.ethics.boomi.com for international numbers, if needed;
- Send an email to legal@boomi.com;
- For matters involving personal information, contact Boomi’s Privacy team at privacy@boomi.com.

Supplier must promptly notify Boomi in the event that Supplier is debarred, suspended, or proposed for debarment or suspension by any governmental department or agency.

Any reported violation will be kept confidential to the maximum extent allowed under applicable laws. Such reports may be made anonymously, where local law permits, by using any of the methods set forth above. Although reports of violations or suspected violations under these Principles may be made verbally, Suppliers are encouraged to make any such reports in writing, which assists the investigation process.

Boomi will not retaliate against anyone who provides information or otherwise assists in an investigation or proceeding regarding any conduct the person reasonably believes constitutes a violation of applicable laws or these Principles.

Suppliers are expected, consistent with applicable laws and contractual obligations, to provide reasonable assistance to any investigation by Boomi of a violation of these Principles or applicable laws, and to allow Boomi reasonable access to all facilities, records and documentation concerning their compliance with these Principles and laws applicable to Boomi’s procurement of Supplier products and/or services.