



**Code of Business
Conduct and Ethics**



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A message from leadership

As we continue to grow as an organization, one thing that will never change is our commitment to operating with the highest ethical standards. We have a clear Mission supported by our Values, which capture who we are and what we stand for as an organization.

In addition, our Code of Business Conduct and Ethics sets forth the standards by which we conduct our operations. It covers a range of subjects, from respect in the workplace, to use of corporate assets, gifts, conflicts of interest, and protecting confidential information. It applies to all employees and sets the expectation that our standards must be followed in all job-related activities, regardless of business pressures.

I ask that you read our Code carefully and follow it and all other policies and laws. The Code includes links and information about other resources that are available for help. If you have any questions or concerns, it is important that you speak up. We can't fix problems we don't know about. Bazaarvoice leaders have additional responsibilities to lead by example and to help others understand and meet their ethics and compliance responsibilities.

We are truly fortunate to have outstanding employees throughout our organization. I know I can count on each of you to use good judgment and to keep in mind our Mission and Values and this Code. Working together we will not only continue to grow, but we will always be proud of how we achieve our success.

Thank you for your continued support and hard work.

Keith Nealon

Chief Executive Officer



Keith Nealon

Chief Executive Officer

**“BUSINESS MOVES
AT THE SPEED
OF TRUST”**

Our responsibilities

Know our code

Welcome to our Code of Business Conduct and Ethics ("Code").

Whatever role or responsibility you have at Bazaarvoice, Inc. (the "Company"), from time to time you may have faced difficult decisions or had a question about how best to handle a situation. We are fortunate that at times like these, we have resources to turn to for help. We can rely on one another, on our managers and on technical experts throughout the organization. But just as important, we also have our Mission, Values, and our Code which provide a foundation for our actions.

Using our code

Our Code is designed to be a reference tool summarizing policies, laws and regulations. If you do not find the information you are looking for in the Code, follow the links to our more detailed policies.

Of course, the Code cannot cover every situation. If you need additional information or guidance you can contact any of the resources listed throughout the Code. Your department may adopt further guidance that applies specifically to situations you may face. The Code is intended to supplement, not replace, the Employee Handbook and the other policies and procedures.

Our Code is designed to help you:

- **Comply with applicable laws,** regulations, and Company policies.
- **Promote integrity** and the highest standards of ethical conduct.
- **Address common ethical situations** you could encounter in your work.
- **Avoid even the appearance of anything improper** in connection with our business activities.

Who must follow our code

All employees, officers and members of the Board of Directors of Bazaarvoice, Inc. and its subsidiaries, must follow this Code, as well as related policies, procedures, laws and regulations.

We also require anyone acting on our behalf, including consultants, agents and contractors, to conduct themselves in a manner consistent with this Code and to follow the law, applicable policies, and their contractual obligations.

Our responsibilities

Each of us must take responsibility for acting with integrity, even when this means making difficult choices. Meeting our responsibilities is what enables us to succeed and grow.

- **Always act in a professional, honest, and ethical manner** when acting on behalf of our Company.
- **Know the information in the Code and written Company policies** and pay particular attention to the topics that apply to your specific job responsibilities.
- **Complete all required employee training** in a timely manner and keep up-to-date on current standards and expectations.
- **Report concerns about possible violations** of our Code, our policies, or the law to your manager, the Legal Department, or any of the other the resources listed in this Code.
- **Cooperate and tell the truth** when responding to an investigation or audit, and never alter or destroy records when an investigation or audit is anticipated.

Remember: There is no excuse for violating our Code, our policies, or the law. Not the desire to meet business or financial goals or to achieve personal quotas or earn commissions, or pressure from coworkers or managers. Nothing is worth risking our honor, reputation and the trust our employees, customers, suppliers, investors, and other stakeholders have placed in us.

OUR RESPONSIBILITIES

Additional responsibilities of Bazaarvoice leaders

If you are in a leadership position at Bazaarvoice, you are expected to meet the following additional responsibilities:

- **Lead by example.** As a manager, you are expected to exemplify high standards of ethical business conduct.
- **Help create a work environment that values mutual respect and open communication.**
- **Be a resource for others.** Be available to communicate with employees, contractors, suppliers, and other business partners about how the Code and other policies apply to their daily work.
- **Be proactive.** Look for opportunities to discuss and address ethics and challenging situations with others.
- **Respond quickly and effectively.** When a concern is brought to your attention, ensure that it is treated seriously and with due respect for everyone involved.
- **Be aware of the limits of your authority.** Do not take any action that exceeds your authority. If you are ever unsure of what is appropriate (and what isn't), discuss the matter with your manager.
- **Delegate responsibly.** Never delegate authority to any individual whom you believe may engage in unlawful conduct or unethical activities.



WHAT WOULD YOU DO?

Q. I'm a manager and not clear on what my obligations are if someone comes to me with an accusation – and what if it involves a senior manager?

A. No matter who the allegation involves, you must report it. Bazaarvoice provides several avenues for reporting concerns. If for any reason you are uncomfortable making a report to a particular person, you may talk to another member of senior management, the Legal Department or any of the other resources listed in the Code.

Q. I observed misconduct in an area not under my supervision. Am I still required to report the issue?

A. You are chiefly responsible for employees, contractors, and other third parties under your supervision, but all Bazaarvoice employees should report misconduct they observe or suspect, regardless of where it occurs. As a leader, you are especially obliged to be proactive. The best approach is to talk first with the manager who oversees the area where the problem is occurring, but if this isn't feasible or effective, you should use the other resources described in our Code.

FIND OUT MORE

All Company compliance policies, as well as guidance for asking questions and raising concerns, are posted on the [Legal & Compliance page on InsideVoice.](#)

OUR RESPONSIBILITIES

Asking the right questions – making good decisions

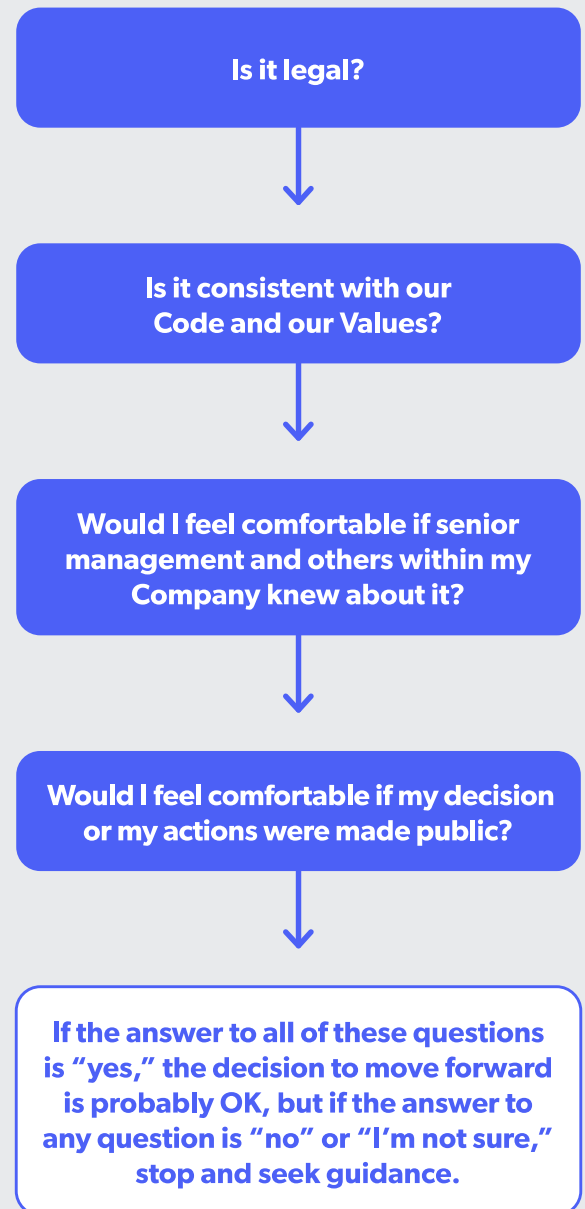
Making the right decision is not always easy. There may be times when you'll be under pressure or unsure of what to do.

Remember, in any situation, under any circumstances, it is always appropriate to ask for help.

One more thing...

We value your feedback. If you have suggestions for ways to enhance our Code, our policies, or our resources to better address a particular issue you have encountered, bring them forward. Promoting an ethical Bazaarvoice is a responsibility we all share.

It may help to ask yourself:



OUR RESPONSIBILITIES

Asking questions or sharing concerns

If you have questions or concerns about this Code, the applicable law or any of our ethics and compliance-related policies or procedures, we want to hear from you.

If you see or suspect any violation of our Code, our policies, or the law, or if you have a question about what to do, talk to your manager. The purpose is not to invade anyone's privacy or create an oppressive environment, but to help us identify and remedy problems. We can't address issues of which we aren't aware.

If you're uncomfortable speaking with your manager, there are other resources available to you:

- Contact another member of management
- Send an email to ethics@bazaarvoice.com
- Contact your People & Talent Business Partner (listed on InsideVoice or you can send an email to askpandt@bazaarvoice.com)
- Contact a member of the [Legal Team](#)



WHAT WOULD YOU DO?

Q. Our manager typically does nothing when concerns about potential misconduct are brought to her attention, and I believe she has made things difficult for coworkers who have raised issues. I have a problem – a coworker is doing something that I believe to be ethically wrong. What should I do?

A. Take action and speak up. While starting with your manager is often the best way to efficiently address concerns, if you do not believe that it is appropriate or do not feel comfortable doing so, you should talk to another member of management, or use any of the resources listed in the Code. This would include using the Ask Us/Tell Us Helpline.

At any time you may also use the Ask Us/Tell Us Helpline

Go to bazaarvoice.ethicspoint.com Call toll-free in the U.S. 855-846-6571
(International toll-free dialing instructions can be found at bazaarvoice.ethicspoint.com)

How to Use the Ask Us/Tell Us Helpline

The Ask Us/Tell Us Helpline web portal and phone line are available 24 hours a day, seven days a week. Trained specialists from an independent third-party provider of corporate compliance services, will answer your call, document your concerns, and forward a written report to Bazaarvoice for further investigation.

When you contact the Ask Us/Tell Us Helpline, you may choose to remain anonymous where allowed by local law. All reports will be taken seriously whether they are submitted anonymously or not.

After you make a report, you will receive an identification number so you can follow up on your concern. Following up is especially important if you have submitted a report anonymously, as we may need additional information in order to conduct an effective investigation. This identification number will also enable you to track the resolution of the case; however, please note that out of respect for privacy, Bazaarvoice will not be able to inform you about individual disciplinary actions.

Any report you make will be kept confidential by all individuals involved with reviewing and, if necessary, investigating it.

OUR RESPONSIBILITIES

Zero tolerance for retaliation

We will not tolerate any retaliation against any employee who, in good faith, asks questions, makes a report of actions that may be inconsistent with our Code, our policies, or the law, or who assists in an investigation of suspected wrongdoing.

Reporting “in good faith” means making a genuine attempt to provide honest, complete, and accurate information, even if it later proves to be unsubstantiated or mistaken.

Accountability and discipline

Violating our Code, our policies, or the law, or encouraging others to do so, exposes our Company to liability and puts our reputation at risk. If an ethics or compliance problem does occur, you should report it so an effective solution can be developed. You should also understand that violations of laws or regulations may result in legal proceedings and penalties including, in some circumstances, criminal prosecution.

Waivers and changes to our code

On rare occasions, limited waivers of the Code may be necessary. Any waiver of any provision of this Code for a member of the Board of Directors or the CEO can be made only by the Board of Directors. Anyone else may receive a waiver only upon approval of both the CEO and General Counsel.

No employment contract created

Nothing in this Code of Business Conduct and Ethics or the Bazaarvoice Employee Handbook creates or implies a contract of employment. In the United States and other countries where allowed by law, employment with Bazaarvoice is terminable at will by either the employee or Bazaarvoice with or without cause and with or without notice; any agreements to the contrary must be in writing and signed by the Chief Executive Officer of Bazaarvoice who has the sole authority to enter into such agreements.



WHAT WOULD YOU DO?

- Q. I suspect there may be some unethical behavior going on in my business unit involving my manager. I know I should report my suspicions, and I’m thinking about using the Ask Us/Tell Us Helpline, but I’m concerned about retaliation.**
- A. You should always promptly report misconduct and, in your situation, using the Ask Us/Tell Us Helpline is a good option. We will investigate your suspicions and may need to talk to you to gather additional information. After you make the report, if you believe you are experiencing any retaliation, you should report it. We take claims of retaliation seriously. Reports of retaliation will be thoroughly investigated, and anyone found to have engaged in retaliation will be disciplined.**

FIND OUT MORE

Please refer to the Bazaarvoice Employee Handbook located on [InsideVoice](#) for a more specific description of the Company’s disciplinary process.

Respect

A respectful workplace

We are committed to building a workforce of diverse talent, background and expertise – and to cultivate a work environment that includes, supports, and champions everyone.

We encourage a creative, diverse, and supportive work environment. We do not tolerate harassment or discrimination based on factors such as race, color, sex, sexual orientation, gender identity characteristics or expression, religion, national origin, age, marital status, disability, medical condition, veteran status, or pregnancy.

Do the right thing

- Treat others with respect.
- Promote diversity in hiring and other employment decisions.
- Do not discriminate against others on the basis of any characteristic protected by law or Company policy.

Watch out for

- Comments, jokes, or materials, including emails, which others might consider offensive.
- Inappropriate bias when judging others. If you supervise others, judge them on performance. Avoid introducing unrelated considerations into your decisions. Use objective, quantifiable standards.



WHAT WOULD YOU DO?

Q. A coworker sends emails containing jokes and derogatory comments about certain nationalities. They make me uncomfortable, but no one else has spoken up about them. What should I do?

A. You should notify your manager or People & Talent. Sending these kinds of jokes violates our Values as well as our policies that relate to the use of email and our standards on diversity, harassment, and discrimination. By doing nothing you are condoning discrimination and tolerating beliefs that can seriously erode the team environment that we have all worked to create.

FIND OUT MORE

For additional guidance, review Bazaarvoice's Respectful Workplace Policy on the [Legal & Compliance page on InsideVoice](#).

RESPECT

Harassment

We all have the right to work in an environment that is free from intimidation, harassment, and abuse.

Verbal or physical conduct by any employee that harasses another, disrupts another's work performance, or creates an intimidating, offensive, abusive, or hostile work environment will not be tolerated.

At Bazaarvoice, we do not tolerate:

- Threatening remarks, obscene communications (phone calls, messages or texts), stalking, or any other form of harassment.
- Intentionally damaging someone else's property or acting aggressively in a manner that causes someone else to fear injury.
- Threatening, intimidating, or coercing others on or off the premises – at any time, for any purpose.

Sexual harassment

A common form of harassment is sexual harassment, which in general occurs when:

- Actions that are unwelcome are made a condition of employment or used as the basis for employment decisions such as a request for a date, a sexual favor, or other similar conduct of a sexual nature.
- An intimidating, offensive, or hostile work environment is created by unwelcome sexual advances, insulting jokes, or other offensive verbal or physical behavior of a sexual nature.



WHAT WOULD YOU DO?

Q. While on a business trip, a colleague of mine repeatedly asked me out for drinks and made comments about my appearance that made me uncomfortable. I asked him to stop, but he would not. We were not in the office and it was after regular working hours, so I was not sure what I should do. Is it harassment?

A. Yes, it is. This type of conduct is not tolerated, not only during working hours but in all work-related situations, including business trips. Tell your colleague such actions are inappropriate and must be stopped, and if they continue, report the problem to your manager, People & Talent, or any of the other resources listed in this Code.

FIND OUT MORE

For additional guidance, review Bazaarvoice's Respectful Workplace Policy on the [Legal & Compliance page on InsideVoice](#).

RESPECT

Do the right thing

- Help each other by speaking out when a coworker's conduct makes others uncomfortable.
- Never tolerate sexual harassment including requests for sexual favors or other unwelcome verbal or physical conduct of a sexual nature.
- Demonstrate professionalism. Do not visit inappropriate internet sites or display sexually explicit or offensive pictures.
- Promote a positive attitude toward policies designed to build a safe, ethical, and professional workplace.
- Report all incidents of harassment and intimidation that may compromise our ability to work together and be productive.

Watch out for

- Unwelcome remarks, gestures, or physical contact.
- The display of sexually explicit or offensive pictures or other materials.
- Sexual or offensive jokes or comments (explicit or by innuendo) and leering.
- Verbal abuse, threats, or taunting.



WHAT WOULD YOU DO?

Q. I just learned that a good friend of mine has been accused of sexual harassment and that an investigation is being launched. I can't believe it's true and I think it's only fair that I give my friend an advance warning or a "heads up" so he can defend himself. I believe I have a responsibility as a friend to tell him.

A. Under no circumstances should you give him a "heads up." Your friend will be given the opportunity to respond to these allegations and every effort will be made to conduct a fair and impartial investigation. An allegation of sexual harassment is a very serious matter with implications not only for the individuals involved but also for our Company. Alerting your friend could jeopardize the investigation and expose our Company to additional risk and possible costs.

FIND OUT MORE

For additional guidance, review Bazaarvoice's Respectful Workplace Policy on the [Legal & Compliance page on InsideVoice](#).

RESPECT

Health and safety

Ensuring safety is an integral part of everything we do. Each of us is responsible for acting in a way that protects ourselves and others.

We can only achieve our goal of a safe and healthy workplace through the active participation and support of everyone. Situations that may pose a health, safety, or environmental hazard should be reported immediately.

Do the right thing

- Follow the safety, security, and health rules and practices that apply to your job.
- Notify your manager immediately about any unsafe equipment or any situation that could pose a threat to health or safety or damage the environment.
- Maintain a neat, safe working environment by keeping workstations, aisles, and other workspaces free from obstacles, wires, and other potential hazards.

Watch out for

- Unsafe practices or work conditions.
- Carelessness in enforcing security standards, such as facility entry procedures and password protocols.

Use of alcohol and drugs

While at work or on Company business:

- You should always be ready to carry out your work duties – never impaired.
- Do not use, possess, or be under the influence of illegal drugs or any substance that could interfere with a safe and effective work environment or harm our Company's reputation.

Workplace violence

Violence of any kind has no place at Bazaarvoice. We won't tolerate:

- Intimidating, threatening, or hostile behavior.
- Causing physical injury to another.
- Acts of vandalism, arson, sabotage, or other criminal activities.
- The carrying of weapons onto Company property (concealed or not, and regardless of whether the holder is properly licensed). Where required by law, we do allow a legally authorized person to store firearms or ammunition in a locked, privately owned motor vehicle in a parking lot, parking garage, or other parking area.



WHAT WOULD YOU DO?

Q. I've noticed some practices in my area that do not seem safe. Who can I speak to? I'm new here and do not want to be considered a troublemaker.

A. Discuss your concerns with your manager or People & Talent. There may be very good reasons for the practices, but it's important to remember that raising a concern about safety does not make you a troublemaker, but a responsible employee concerned about the safety of others.

Q. Are subcontractors expected to follow the same health, safety, and security policies and procedures as employees?

A. Absolutely. Managers are responsible for ensuring that subcontractors and vendors at work on Bazaarvoice premises understand and comply with all applicable laws and regulations governing the particular facility, as well as with additional requirements our Company may impose.

Trust and integrity

Antitrust and fair competition

We believe in free and open competition and never engage in improper practices that may limit competition. We never look to gain competitive advantages through unethical or illegal business practices.

Do the right thing

- Do not enter into agreements with competitors or others to engage in any anti-competitive behavior, including setting prices or dividing up customers, suppliers, or markets.
- Do not participate in conversations with competitors about competitively sensitive information.

Watch out for

Competition laws are complex so you should always consult the Legal Department before entering into any discussions with competitors, customers, resellers, partners, or suppliers about agreements or arrangements that could have the effect of limiting competition. This includes arrangements that would limit Bazaarvoice's or others' ability to:

- Sell or resell certain products or services;
- Set their own prices or terms and conditions of sale or resale;
- Sell or resell only in certain territories or markets;
- Bid for or do business only with certain customers or suppliers; or
- Hire employees or set employee compensation.
- Be especially careful when interacting with competitors in connection with mergers and acquisitions, benchmarking, industry associations, standards-setting bodies or while attending seminars or conventions.



WHAT WOULD YOU DO?

Q. I received sensitive pricing information from one of our competitors. What should I do?

A. You should contact the Legal Department without delay and before any further action is taken. It is important, from the moment we receive such information, that we demonstrate respect for antitrust laws, and make it clear that we expect others to do the same.

FIND OUT MORE

For additional guidance, review Bazaarvoice's Antitrust Compliance Policy on the [Legal & Compliance page on InsideVoice](#).

TRUST AND INTEGRITY

Fair dealing

We treat our customers and business partners fairly. We work to understand and meet their needs, while always remaining true to our own ethical standards. We tell the truth about our services and capabilities and never make promises we can't keep.

In short, we treat our customers and business partners as we would like to be treated.

Do the right thing

- Treat each customer fairly and honestly.
- Speak up and talk to your manager if you have concerns about any error, omission, undue delay, or defect in quality or our customer service.
- Promptly raise with a manager any potential conflict of interest between you, our customers, or our Company.
- Never follow a customer's or business partner's request to do something that you regard as unethical or unlawful.
- Be responsive to requests and questions. Only promise what you can deliver and deliver on what you promise.

Watch out for

- Pressure from colleagues or managers to cut corners on quality or delivery standards.
- Temptations to tell customers what you think they want to hear rather than the truth; if a situation is unclear, begin by presenting a fair and accurate picture as a basis for decision.
- Committing Bazaarvoice to contract terms that are against our interests or that we cannot comply with.

TRUST AND INTEGRITY

Company assets

We are entrusted with Company assets and are personally responsible for protecting them and using them with care. Company assets include your time, work and work product; cash and accounts; physical assets such as inventory, equipment, vehicles, computers, systems, facilities and supplies; electronic, telephonic, audio and video communication systems and tools, including email, voicemail, chat, etc., and all information transmitted by or stored therein; intellectual property, such as patents, copyrights, trademarks, inventions, technology and trade secrets; and other proprietary or nonpublic information.

Excessive personal use of Company assets is prohibited. Occasional personal use is permitted but should be kept to a minimum and have no adverse effect on productivity and the work environment. The Company reserves the right, at all times, and without prior notice, to inspect and search any and all the Company property – including any of the physical and electronic assets described above – for the purpose of promoting safety in the workplace, compliance with state and federal laws, investigating potential misconduct, or other legitimate business purposes.

Do not enter into customer or vendor contracts or otherwise seek to legally commit Bazaarvoice without proper authority. Review the [Delegation of Authority Policy on the Finance Page on InsideVoice](#) or contact the Legal or Finance Departments if you have questions about your authority to sign contracts on behalf of Bazaarvoice.

Do the right thing

- Do not use Bazaarvoice equipment or information systems to create, store, or send content that others might find offensive.
- Do not share passwords or allow other people, including friends and family, to use Bazaarvoice resources.
- Only use software that has been properly licensed. The copying or use of unlicensed or “pirated” software on Company computers or other equipment to conduct Company business is strictly prohibited.

Watch out for

- Requests to borrow or use Bazaarvoice equipment without approval.
- Unknown individuals without proper credentials entering our facilities.
- Excessive use of Bazaarvoice resources for personal purposes.



FIND OUT MORE

For additional guidance, review the [Delegation of Authority Policy on the Finance page on InsideVoice](#) and other applicable policies on the [Legal & Compliance pages on InsideVoice](#).

TRUST AND INTEGRITY

Protecting Bazaarvoice confidential information

Each of us must be vigilant and protect Bazaarvoice confidential information and intellectual property. This means keeping it secure, limiting access to those who have a need to know in order to do their job, and only using it for authorized purposes.

Be aware that the obligation to restrict your use of Bazaarvoice confidential information and intellectual property continues even after employment ends.

Do the right thing

- Properly label confidential information to indicate how it should be handled, distributed, and destroyed.
- Use and disclose confidential information only for legitimate business purposes.
- Protect our intellectual property and confidential information by sharing it only with authorized parties.
- Promptly disclose any inventions or other intellectual property that you create while you are employed by Bazaarvoice.

Watch out for

- Discussions of confidential information in places where others might be able to overhear – for example on planes and elevators, and when using mobile phones.
- Sending confidential information via unsecure communication channels or to unattended printers.



FIND OUT MORE

For additional guidance, review the applicable policies on the [Information Security and Privacy](#) and [Legal & Compliance](#) pages on InsideVoice.

Protecting confidential information of others

Our customers, business partners, and others place their trust in us. We must protect their confidential information.

Do the right thing

- Understand the expectations of customers and business partners regarding the protection, use, and disclosure of the confidential information that they provide to us.
- Limit any access to third-party confidential information to those persons who have a need to know in order to do their job, and only for authorized purposes.
- Immediately report any loss or theft of confidential information to your manager.

Watch out for

- Requests by business partners for confidential information about our customers or about other business partners if there is no associated business requirement or authorization.
- Unintentional exposure of confidential information about our customers or business partners in public settings or through unsecure networks.

Confidential information

Confidential Information is an important asset that must be protected. Examples of our confidential information include:

- Business and marketing plans
- Product roadmaps
- Strategic initiatives
- Customer lists
- Trade secrets and other intellectual property
- Methods, know-how, and techniques
- Innovations and designs
- Systems, software, and technology

TRUST AND INTEGRITY

Conflicts of interest

A conflict of interest can occur whenever you have a competing interest that may interfere with your ability to make an objective decision on behalf of Bazaarvoice. Each of us is expected to use good judgment and avoid situations that can lead to even the appearance of a conflict, which can undermine the trust others place in us and damage our reputation.

Conflicts of interest may be actual, potential, or even just a matter of perception. Since these situations are not always clear-cut, you need to fully disclose them to your manager so that they can be properly evaluated, monitored, and managed.

Do the right thing

- Avoid conflict of interest situations whenever possible.
- Always make business decisions in the best interest of Bazaarvoice.
- Discuss with your manager full details of any situation that could be perceived as a potential conflict of interest.

Think ahead and proactively address situations that may put your interests or those of a family member in potential conflict.

Be alert to situations, including the following, which are common examples of potential conflicts of interest:

Corporate opportunities

If you learn about a business opportunity because of your job, it belongs to Bazaarvoice first. This means that you should not take that opportunity for yourself unless you get approval. Contact the Legal Department for guidance.

Friends and relatives

On occasion, it is possible that you may find yourself in a situation where you are working with a close friend or relative who works for a customer, supplier, or competitor. Disclose your situation to your manager in order to determine if any precautions need to be taken.

Outside employment

You must disclose and seek approval from your manager for any outside employment, side hustle or personal business venture. Competing with Bazaarvoice is never OK. Working for a supplier or customer may raise conflicts that will need to be considered and resolved if possible. If approved, you must ensure that the outside activity does not interfere with your work at Bazaarvoice, you do not use any Bazaarvoice resources in connection with the outside activity, and you do not use or disclose any confidential information of Bazaarvoice, our employees, customers, suppliers, or other partners.

Personal investments

A conflict can occur if you have a significant ownership or other financial interest in a competitor, vendor, supplier, or customer. Make sure you know what's permitted – and what's not – by our policies and seek help if you have any questions.

Civic activities

Unless directed or approved by Company management, you should not accept a seat on the board of directors or advisory board of any of our competitors, suppliers, customers, or partners, especially if your current job gives you the ability to influence our relationship with them.



FIND OUT MORE

For additional guidance, review Bazaarvoice's Conflict of Interest Policy on the [Legal & Compliance page on InsideVoice](#).

TRUST AND INTEGRITY

Gifts, meals, and entertainment

A modest gift may be a thoughtful “thank you,” or a meal may be an appropriate setting for a business discussion. If not handled carefully, however, the exchange of gifts and entertainment may appear to create a conflict of interest. This is especially true if it happens frequently, or if the value is large enough that someone may think it can improperly influence a business decision.

We do not accept or provide gifts, favors, or entertainment if the intent is to improperly influence any business decision.

Do the right thing

- Only provide and accept gifts and entertainment that are reasonable complements to business relationships.
- Exchange gifts and entertainment that foster goodwill in business relationships, but never provide or accept gifts or entertainment that obligate or appear to obligate the recipient.
- Never accept gifts of any kind from a business partner with whom you are involved in contract negotiations.
- Understand and comply with the policies of the recipient’s organization before offering or providing gifts, favors, or entertainment.
- Never accept cash or cash equivalents such as Visa gift cards.
- Do not request or solicit personal gifts, favors, entertainment, or services.
- Speak up whenever you suspect that a colleague, third party, or other agent of the Company may be engaged in any attempt to improperly influence a decision of a customer or government official.

Watch out for

- Situations that could embarrass you or our Company, including entertainment at sexually oriented establishments.
- Gifts, favors, or entertainment that may be reasonable for a privately owned customer but not for a government official or agency.



WHAT WOULD YOU DO?

Q. I received a gift from a business partner that I believe was excessive. What should I do?

A. You need to let your manager know as soon as possible. We may need to return the gift with a letter explaining our policy. If a gift is perishable such as food or a gift basket, another option may be to place it in a break room for others to share or donate it to charity, with a letter of explanation to the donor.

TRUST AND INTEGRITY

Preventing insider trading

In the course of business, we may learn confidential information about publicly traded companies including our suppliers or customers. Trading securities while aware of such material nonpublic information, or disclosing such information to others who then trade (“tipping”), is prohibited by various laws.

Material information

Material information is the kind of information a reasonable investor would take into consideration when deciding whether to buy or sell a security. Some examples of information about a company that may be material are:

- A proposed acquisition or sale of a business
- A significant expansion or cutback of operations
- A significant product development or important information about a product
- Extraordinary management or business developments
- Changes in strategic direction such as entering new markets

Do the right thing

- Do not buy or sell securities of any company when you have material nonpublic information about that company.
- Discuss any questions or concerns about insider trading with the Legal Department.

Watch out for

Requests from friends or family for information about companies that we do business with or have confidential information about. Even casual conversations could be viewed as illegal “tipping” of inside information.



WHAT WOULD YOU DO?

Q. During contract negotiations with a potential new supplier, the supplier’s rep mentioned that they had a complimentary registration to a local business seminar. They are unable to attend and asked if I would like to go in their place. I had been thinking of attending the seminar anyway, since the subject of the seminar applies to my work. There is no personal gain to me, it would be good for Bazaarvoice, and it would be a shame to waste the registration. I planned on saying “yes,” but now I wonder if that would be the right decision.

A. You should decline the offer. If you are involved in contract negotiations, you must never accept any gifts while the negotiation process is ongoing. Accepting gifts during negotiations can give the appearance of something improper and is always inappropriate.

FIND OUT MORE

For additional guidance, review Bazaarvoice’s Gift & Entertainment Policy on the [Legal & Compliance page on InsideVoice](#).

TRUST AND INTEGRITY

Records management and financial reporting

The accuracy and completeness of our disclosures and business records are essential to making informed decisions and to supporting investors, regulators, and others. Our books and records must accurately and fairly reflect our transactions in sufficient detail and in accordance with our accounting practices and policies.

In addition, Bazaarvoice is required by various government agencies in the United States and other countries where we operate to retain certain records and follow specific guidelines in managing our records. Records can come in many forms including paper documents, email and other types of electronic communications, digital data and other types of media. Civil and criminal penalties for failure to comply with such guidelines can be severe and all employees are required to comply.

Some employees have special responsibilities in this area. If you are involved in any aspect of our financial reporting, make sure you meet all applicable procedural and legal requirements. Take care to ensure reports or disclosures about our financial records are full, fair, accurate, complete, objective, and timely, and never falsify or mischaracterize any book, record, account, entry, or transaction that relates to Bazaarvoice.

Remember, everyone at Bazaarvoice contributes to the process of recording business results and maintaining records. Whether you are filing an expense report, preparing a financial statement, or simply completing a time sheet, be honest, accurate, and complete.

Records should only be disposed of in accordance with Bazaarvoice's Records Management Policy. Never destroy documents in response to, or in anticipation of, an investigation, audit, or legal proceeding.

Legal hold

Records or other documents or data that are subject to a document preservation directive from the Legal Department ("Legal Hold") must not be destroyed, altered or modified under any circumstances. A Legal Hold remains in effect until it is officially released in writing by the Legal Department. If you are unsure whether a document or data has been placed under a Legal Hold, you should preserve and protect it while you check with the Legal Department for guidance.

Do the right thing

- Create business records that accurately reflect the truth of the underlying event or transaction. Be guided by the principles of transparency and truthfulness.
- Write carefully in all of your business communications. Write as though someday the records you create may become public.

Watch out for

- Records that are not clear and complete or that obscure the true nature of any action.
- Undisclosed or unrecorded funds, assets, or liabilities.
- Improper destruction of documents.



FIND OUT MORE

For additional guidance, review Bazaarvoice's Accounting Policies on the Finance Page of InsideVoice and the Records Management Policy on the [Legal & Compliance page on InsideVoice](#).

TRUST AND INTEGRITY

Speaking on behalf of our company

We are committed to maintaining honest, professional, and lawful internal and public communications.

We need a consistent voice when making disclosures or providing information to the public. For this reason, it is important that only authorized persons speak on behalf of Bazaarvoice.

Do the right thing

- Inquiries from the press should be referred to the Marketing Department.
- Email and other communication tools allow us to communicate faster and more efficiently than ever before, but it's important when sending messages to colleagues or to stakeholders outside of Bazaarvoice that we slow down, write carefully, and consider how our message might be interpreted by the receiver.

Watch out for

- Giving public speeches, writing articles for professional journals, or other public communications that relate to Bazaarvoice without appropriate management approval.
- Invitations to speak "off the record" to journalists or analysts who ask you for information about Bazaarvoice or its customers or business partners, which must be declined until authorization is received.



WHAT WOULD YOU DO?

Q. At the end of the last quarter reporting period, my manager asked me to record additional expenses, even though I had not yet received the invoices from the supplier and the work has not yet started. I agreed to do it, since we were all sure that the work would be completed in the next quarter. Now I wonder if I did the right thing.

A. No, you didn't. Costs must be recorded in the period in which they are incurred. The work was not started, and the costs were not incurred by the date you recorded the transaction. It was therefore a misrepresentation and, depending on the circumstances, could amount to fraud.

TRUST AND INTEGRITY

Social media

Be careful when writing communications that might be published online. If you participate in internet discussion groups, chat rooms, bulletin boards, blogs, social media sites, or other electronic communications, even under an alias, never give the impression that you are speaking on behalf of Bazaarvoice. Review Bazaarvoice's Social Media Policy for additional guidance.

If you believe a false statement about our Company has been posted, do not post or share nonpublic information, even if your intent is to "set the record straight." Your posting might be misinterpreted, start false rumors, or may be inaccurate or misleading. Instead, contact the [Marketing Department](#).

Cooperating with government investigations

All employees are expected to fully cooperate with internal investigations and audits that are conducted by our Company. In addition, in the course of business, you may receive inquiries or requests from government officials. In that event, or if you learn of a potential government investigation or inquiry, immediately notify the Legal Department before taking or promising any action. You will be expected to fully cooperate and ensure that any information you provide is true, accurate, and complete.



FIND OUT MORE

For additional guidance, review applicable policies on the [Legal & Compliance page on InsideVoice](#).

Corporate citizenship

Serving our communities

We believe in giving back. Community outreach and corporate citizenship are part of who we are. We make it a priority to support our employees' involvement in their community and we are justifiably proud of the many community and charitable organizations that we support financially and with our time.

Do the right thing

- If you choose to support a charitable or community organization, make sure that your activities are lawful and consistent with our policies.
- Unless you receive approval in advance, do not use Bazaarvoice funds, assets, or the Bazaarvoice name to further your personal volunteer activities.

Watch out for

- Avoid conflicts of interest. If you volunteer to help charitable organizations, be sure that your participation does not interfere with your work responsibilities.
- Never solicit or pressure business partners or other employees to support your favorite charities or causes.

Human rights

We conduct our business in a manner that respects the human rights and dignity of all, and we support international efforts to promote and protect human rights. We are committed to upholding the fundamental human rights of our fellow employees and expect our vendors, partners, and others who provide services on our behalf to adhere to the same high standards.

Do the right thing

- Comply with all applicable laws regarding wages, hours, working conditions, and benefits including laws relating to minimum pay, overtime, time off, and health and safety.
- Comply with the U.K. Modern Slavery Act and similar laws by not condoning or permitting, and taking steps to avoid and discourage, slavery, indentured servitude, forced overtime work, forced convict labor, retaining identification papers, human trafficking, repayment of debt through work, or any other type of force or coercion as relates to employment or retention of employment against one's will.
- Comply with all applicable laws regarding child labor.
- Respect workers' freedom of association and right to collective bargaining where required or permitted by law.

Watch out for

- Any suspicion or evidence of human rights abuses in our operations or in the operations of our suppliers.
- Respect for human dignity begins with our daily interactions with one another and with our suppliers and customers. Watch out for instances where we do not live up to our commitments to promoting diversity and accommodating disabilities.

CORPORATE CITIZENSHIP

Privacy and data protection

We believe privacy is critical to maintaining trust with our customers and are committed to transparency in how we use, collect, share and transfer personal data. We comply with all applicable privacy laws, such as the European Union's General Data Protection Regulation, the California Consumer Privacy Act, and similar laws.

Political activities

You have the right to voluntarily participate in the political process, including making personal political contributions. However, you must always make it clear that your personal views and actions are not those of Bazaarvoice, and never use Company funds for any political purpose without proper authorization.

Do the right thing

- Ensure that your personal political views and activities are not viewed as those of the Company.
- Do not use our resources or facilities to support your personal political activities.

Watch out for

- Lobbying or any interactions with government officials or regulators that could be seen as lobbying must be discussed in advance and coordinated with the Legal Department.
- Never apply direct or indirect pressure on another employee to contribute to, support, or oppose any political candidate or party.
- Avoid even the appearance of making political or charitable contributions in order to gain favor or in an attempt to exert improper influence.
- Holding or campaigning for political office must not create, or appear to create, a conflict of interest with your duties at Bazaarvoice.



FIND OUT MORE

For additional guidance, review the [Bazaarvoice Privacy Policy \(external\)](#) and other applicable policies on the [Legal & Compliance page on InsideVoice](#).

CORPORATE CITIZENSHIP

Doing business with governments

Special legal and contracting rules often apply to our dealings with governments, government employees and public officials. These include bidding or procurement requirements, special billing and accounting rules, and restrictions on subcontractors or agents we may engage.

Do the right thing

- If you deal with governments, government employees or public officials, you need to understand the special rules that apply. Contract the Legal Department if you have questions about interacting with governments.
- Strictly follow the terms of government contracts. For example, do not make any substitutions for the services to be delivered, or deviate from requirements, without written approval.

Watch out for

- Evidence that employees or anyone representing Bazaarvoice may be trying to win a government contract by offering anything of value to a government employee or any relative or associate of a government employee.
- Attempts to obtain information improperly to give us an unfair competitive advantage in a government procurement.
- Inaccuracies in any written and oral communications with government officials and agencies.



WHAT WOULD YOU DO?

Q. I will be attending a fundraiser for a candidate running for local office. Is it OK to mention my position at Bazaarvoice as long as I don't use any Company funds or resources?

A. Yes, as long as you make it clear that you are attending in your personal capacity and not as a representative of Bazaarvoice.

Q. I would like to invite an elected official to speak at an upcoming Company event. Would that be a problem?

A. You must get approval from the Marketing and Legal Departments before inviting an elected official or other government official to attend a Company event. If the invitee is in the midst of a reelection campaign, the Company event could be viewed as support for the campaign. Depending on local laws, any food, drink, or transportation provided to the invitee could be considered a gift. In most cases, there would be contribution limits and reporting obligations.

CORPORATE CITIZENSHIP

Preventing bribery and corruption

Bribery and corruption in all of their forms are completely contrary to our Values. Offering or accepting a bribe from anyone, at any time, is always wrong.

Always work honestly and with integrity. Never offer or accept a bribe from anyone, especially government officials – and remember, we're not only responsible for our actions, but also for the actions of any third party who represents the Company. The only exception is if a potentially improper payment is necessary to protect an individual's health or safety. In such a situation, you should immediately report the payment to the Legal Department.

Key definitions

- **Bribery** means giving or receiving anything of value (or offering to do so) in order to obtain business, financial, or commercial advantage.
- **Corruption** is the abuse of an entrusted power for private gain.

It is especially important that we exercise due diligence and carefully monitor third parties acting on our behalf. We carefully screen all third parties, including suppliers, consultants, and vendors particularly when dealing in countries with high corruption rates and in any situations where "red flags" would indicate further screening is needed before retaining the third party. Third parties must understand that they are required to operate in strict compliance with our standards and to maintain accurate records of all transactions.

Do the right thing

- Never give anything of value inconsistent with local laws and regulations to any government official. If you are not sure of the local laws, the safest course of action is to not give anything of value.
- Understand the standards set forth under anti-bribery laws that apply to your role at Bazaarvoice.
- Accurately and completely record all payments to third parties.

Watch out for

- Apparent violations of anti-bribery laws by our business partners.
- Agents who do not wish to have all terms of their engagement with Bazaarvoice clearly documented in writing.



WHAT WOULD YOU DO?

Q. I work with a foreign agency in connection with our operations in another country. I suspect that some of the money we pay them goes toward making payments or bribes to government officials. What should I do?

A. This matter should be reported to the Legal Department for investigation. If there is bribery and we fail to act, both you and our Company could be liable. While investigating these kinds of matters can be culturally difficult in some countries, any agent doing business with us should understand the necessity of these measures. It is important and appropriate to remind our agents of this policy.

FIND OUT MORE

For additional guidance, review Bazaarvoice Anti-Corruption Policy on the [Legal & Compliance page on InsideVoice](#).

CORPORATE CITIZENSHIP

Global trade

We honor the trade, import and export control laws of all countries in which we operate. This includes laws that govern the export of products and services, such as technical data, and written or oral disclosures of technical data from the United States. It also includes limitations on business with certain individuals, entities, and nations. Employees involved in any aspect of international trade should be aware of these laws and seek assistance when needed from the Legal Department.

Anti-boycott regulations

We are subject to the anti-boycott provisions of U.S. law that require us to refuse to participate in foreign boycotts that the United States does not sanction. We promptly report any request to join in, support, or furnish information concerning a non-U.S.-sanctioned boycott.

Preventing financial crimes

Money laundering is the process of converting proceeds from illegal activity so that funds are made to appear legitimate. It is a global problem with far-reaching and serious consequences. Involvement in such activities is strictly prohibited as it would undermine our integrity, damage our reputation, and expose our Company and the individuals involved to severe sanctions.

Tax evasion is another type of financial crime that violates many U.S. and international laws including the U.K. Criminal Finances Act of 2017. Bazaarvoice is committed to full adherence to tax laws, and to preventing any facilitation of tax evasion that may be performed by any associated person (individual or business) who provides services for or on behalf of the Company.

Immediately report any suspicious financial transactions and activities to the Legal Department.



WHAT WOULD YOU DO?

Q. A supplier has asked that we send payments to a new address outside the country of business. I am suspicious that there might be something illegal or inappropriate going on.

A. You are right to be suspicious. This may be an effort to launder money or to otherwise avoid legal requirements. You should contact the Legal Department without delay and in the meantime, do not change the address until the Legal Department has told you otherwise. If possible, do not have any further discussions with the supplier about the request.

CORPORATE CITIZENSHIP

Environmental stewardship

We recognize our environmental and societal responsibilities. We are committed to sustainability and to minimizing damage to the environment as well as any potential harm to the health and safety of employees, customers, and the public.

Do the right thing

- Fully cooperate with environmental, health and safety training, and with any related compliance reviews.
- Be proactive and look for ways that we can minimize waste, energy, and use of natural resources.
- Contact the Legal Department if you have any questions about compliance with environmental, health and safety laws, and policies.

Watch out for

Evidence that Bazaarvoice, our suppliers or anyone acting on our behalf is violating environmental regulations or otherwise acting inconsistent with our commitment to environmental sustainability.



FIND OUT MORE

For additional guidance, review the applicable policies on the [Legal & Compliance page on InsideVoice](#).

Additional resources

Resource	Contact
Legal Department	legal@bazaarvoice.com ethics@bazaarvoice.com
Ask Us/Tell Us EthicsPoint Helpline	www.bazaarvoice.ethicspoint.com U.S. Toll-Free (855) 846-6571 International dialing instructions located on www.bazaarvoice.ethicspoint.com
People & Talent Business Partner	askpandt@bazaarvoice.com
Marketing Department	pr@bazaarvoice.com
Finance Department	finance@bazaarvoice.com