

Canonical Business Code of Conduct



Foreword

Canonical is committed to upholding compliance with applicable laws, integrity, respect for human rights, fair working conditions, and environmental protection. Our guiding principles are rooted in shared human values and the ethos of Ubuntu, the spirit of community at the heart of the open source movement. Ubuntu reflects the interconnectedness of people and the values of collaboration, respect, and inclusivity, which Canonical proudly carries into all its operations.

Our mission is to enable the company's success through integrity, accountability, and respect for the law. We are dedicated to conducting business ethically and in alignment with industry standards, ensuring that compliance is not merely an obligation but a source of trust, excellence, and long-term sustainability.

Canonical has an internal Code of Ethics that defines the principles guiding our people. This Business Code of Conduct sets the standards that govern both our business practices and our expectations for Business Partners. Together they form the foundation for a shared commitment we undertake with our partners to uphold ethical behavior and sound governance.

Scope & Application

This Code of Conduct sets out the standards that Canonical upholds and expects all suppliers and business partners, including contractors, subcontractors, service providers, consultants, distributors, agents, and any other third parties acting on their behalf (collectively, "Business Partners") to follow. Unless the context indicates otherwise, "Business Partners" includes not only the entity or individual engaged by Canonical but also their employees, agents, sub-suppliers, subcontractors, and any other workers performing services in connection with the business relationship. These expectations must accordingly be communicated within their organizations and extended throughout their supply chains, with Business Partners treating this Code as a collective initiative and supporting their own partners in adhering to it.

Business Partners may implement their own codes of conduct, provided they meet or exceed the standards set out here. Canonical recognizes comparable ethical and compliance frameworks as reasonable alternatives, reflecting a shared commitment to responsible and ethical business conduct.

Business Partners are encouraged to proactively identify and address gaps in compliance, including those of their subcontractors, and to engage in ongoing enhancement of their practices.

They are also expected to inform and train their employees accordingly and cooperate with Canonical's training, risk assessment and audit efforts.

Core Principles & Standards

Canonical's Code of Conduct is grounded in internationally recognized principles that promote ethical, fair, and responsible business practices. These include:

- OECD Guidelines for Multinational Enterprises
- UN Guiding Principles on Business and Human Rights
- ILO Declaration on Fundamental Principles and Rights at Work
- ILO Fundamental Conventions
- UN Universal Declaration of Human Rights

To ensure a consistent and practical approach, Canonical's Code of Conduct aligns with and to the extent applicable integrates the standards of the [Responsible Business Alliance \(RBA\)](#). This widely recognized framework provides concrete guidance on key areas such as labor, health and safety, environmental responsibility, ethics, and management systems. Canonical upholds these standards and expects its Business Partners to do the same.

A. Compliance with Applicable Laws

1. Laws and Regulations

Business Partners shall comply with all applicable laws and regulations in all jurisdictions where they conduct business. Where the requirements under applicable laws or regulations differ or are in conflict with this Code, the Business Partners shall comply with the highest standard consistent with applicable laws or regulations.

2. Ethical Conduct & Speak-Up

Canonical expects all Business Partners to conduct their business in accordance with the highest ethical standards and with integrity. Business Partners shall maintain a mechanism, communicated to their personnel and their own business partners, that allows raising concerns while ensuring confidentiality, anonymity, and protection of reporters from any form of retaliation, in accordance with applicable laws.

Any potential violations or concerns regarding Canonical's practices can be reported through our [Speak-Up Portal](#), anonymously if preferred.

B. Human Rights and Working Conditions

Business Partners are expected to actively support and respect internationally recognized human rights, including those outlined in the United Nations Universal Declaration of Human Rights, and the UK Modern Slavery Act 2015 as well as ensure they are never complicit in any form of human rights abuse.

Business Partners commit to respecting the human rights of all workers and to treating them with dignity. This obligation extends to both direct and indirect contractors, covering all workers, including temporary, contingent, migrant, student, contract, consultant and direct employees, as well as any other type of worker. The labor standards are as follows:

1. Commitment Against Child and Forced Labor

Forced labor in any form is strictly prohibited, including bonded or indentured labor, involuntary prison labor, slavery, or human trafficking. This covers transporting, recruiting, harboring, transferring, or receiving persons through threat, coercion, abduction, or fraud. Workers' freedom of movement must not be unreasonably restricted.

All work must be voluntary, with workers free to leave or end employment without penalty upon giving reasonable notice, as specified in their contracts. Workers shall not be required to bear recruitment fees or other related fees for their employment.

Child labor shall not be used at any stage. Business Partners must verify worker ages. The Business Partner shall establish processes to verify that all personnel are legally authorized to work and comply with all labor and immigration laws.

2. Employment Conditions

Working hours shall comply with local law. Compensation paid to workers shall comply with all applicable wage laws, including those relating to minimum wages, overtime hours and legally mandated benefits.

All workers shall receive equal pay for equal work and qualification. Deductions from wages as a disciplinary measure shall not be permitted, unless otherwise permitted by local law.

3. Fair and Respectful Treatment

Business Partners shall ensure a workplace free from harassment, discrimination, and inhumane treatment. This includes prohibiting violence, gender-based violence, sexual harassment or abuse, corporal punishment, coercion, bullying, shaming, or verbal abuse, as well as any threats of such conduct. Discrimination or harassment in any practices including, but not limited to, hiring, employment, wages, promotions, rewards, or training on any grounds including race, color, age, gender, sexual orientation, gender identity or expression, origin, disability, pregnancy, religion, political affiliation, union membership, veteran status, genetic information, or marital status is strictly forbidden.

Disciplinary policies must be clearly defined and communicated, and workers must be provided reasonable accommodation as defined by local legislation.

4. Freedom of Association and Collective Bargaining

Workers and/or their representatives shall be able to openly communicate and share ideas and concerns with management regarding working conditions and management practices without fear of discrimination, reprisal, intimidation, or harassment of any kind.

Business Partners shall respect workers' rights to association and collective bargaining as mandated by local laws.

C. Health and Safety

Business Partners should recognize that beyond reducing work-related injuries and illnesses, a safe and healthy workplace also improves production quality and consistency and employee retention and morale. The health and safety standards are as follows:

1. Occupational Health and Safety

Worker potential for exposure to health and safety hazards shall be identified, assessed, and mitigated. Mitigative steps, as applicable can include: providing appropriate, well-maintained personal protective equipment and educational materials; adopting gender-responsive and other measures related to age, disability, or similar factors; addressing risks linked to sedentary work, such as prolonged sitting, as well as stress and other psychological health concerns.

2. Emergency Preparedness

Potential emergency situations shall be identified and assessed, with their impact minimized through comprehensive plans and response procedures covering reporting, notification, evacuation, training, and drills periodically.

3. Employee Wellbeing, Safety and Workplace Risks

Business Partners shall establish and maintain procedures to ensure a safe and healthy workplace. This includes preventing, managing, tracking, and reporting occupational injuries and illnesses, with appropriate case classification, medical treatment, investigations, corrective actions, and return-to-work support.

4. Health and Safety Communication

Business Partners shall provide workers with clear and accessible health and safety information and training in a language they understand. Workers shall be encouraged and assured that they can raise safety concerns freely, without fear of retaliation.

D. Environmental Protection

Business Partners shall identify the environmental impacts and minimize adverse effects on the community, environment, and natural resources, while safeguarding the health and safety of the public. The environmental standards are as follows:

1. Environmental Permits and Reporting

All required environmental permits (e.g. discharge monitoring), approvals, and registrations shall be obtained, maintained, and kept current and their operational and reporting requirements shall be followed.

2. Pollution Prevention and Resource Conservation

Emissions and discharges of pollutants and generation of waste shall be minimized or eliminated at the source or by practices such as adding pollution control equipment; modifying production, maintenance, and facility processes; or by other means. The use of natural resources, including water, fossil fuels, minerals, and virgin forest products, shall be conserved by practices such as modifying production, maintenance and facility processes, materials substitution, re-use, conservation, recycling, or other means.

3. Hazardous Substances

Chemicals, waste, and other materials posing a hazard to humans or the environment shall be identified, labeled, and managed to ensure their safe handling, movement, storage, use, recycling or reuse, and disposal. Hazardous waste data shall be tracked and documented.

4. Solid Waste

Business Partners shall implement a systematic approach to identify, manage, reduce, and responsibly dispose of or recycle solid waste (non-hazardous). Waste data shall be tracked and documented.

5. Air Emissions

Air emissions of volatile organic chemicals, aerosols, corrosives, particulates, ozone depleting substances, and combustion byproducts generated from operations shall be characterized, routinely monitored, controlled, and treated as required prior to discharge. Ozone- depleting substances shall be effectively managed in accordance with the Montreal Protocol and applicable regulations. Business Partners shall conduct routine monitoring of the performance of its air emission control systems.

6. Materials Restrictions

All applicable prohibitions or restrictions of specific substances in products and manufacturing, including labeling for recycling and disposal, shall be adhered to.

7. Water Management

Business Partners shall implement a water management program that documents, characterizes, and monitors water sources, use and discharge; seeks opportunities to conserve water; and controls channels of contamination. All wastewater shall be characterized, monitored, controlled, and treated as required prior to discharge or disposal.

8. Energy Consumption and Greenhouse Gas Emissions

Energy consumption and all Scopes 1, 2, and significant categories of Scope 3 greenhouse gas emissions shall be tracked, documented, and made available if requested by Canonical, or publicly reported if required by applicable laws and regulations. Business Partners shall look for methods to improve energy efficiency and to minimize their energy consumption and greenhouse gas emissions.

E. Corporate Integrity and Ethical Business Conduct

Business Partners are expected to act with honesty, integrity, and transparency in all interactions, make fair and responsible decisions, and foster trust through consistent and principled behaviour. In this spirit, they are expected to adhere to the following:

1. Conflicts of interest

Business Partners must conduct their engagement with Canonical in a manner that avoids actual, potential or perceived conflicts of interest. A conflict of interest may arise where the Business Partner's independence, objectivity or ability to act in Canonical's best interests could be, or could reasonably appear to be, impaired. Business Partners are expected to promptly disclose to Canonical any situation or relationship that may give rise to such a conflict and to cooperate in good faith with Canonical to assess and, where appropriate, manage or mitigate the matter.

2. No Bribery or Improper Advantage

Business Partners shall uphold the highest standards of integrity and maintain a zero-tolerance approach to any form of bribery, corruption, extortion, or embezzlement. They shall not promise, offer, authorize, give, or accept anything of value, directly or indirectly through a third party, to obtain or retain business, direct business to any person, or otherwise gain an undue or improper advantage. Appropriate monitoring, record-keeping, and enforcement procedures shall be implemented to ensure compliance with applicable anti-corruption laws.

3. Fraud, Tax Evasion and Other Financial Misconduct

Business Partners must not engage in, or facilitate through third parties, fraud, tax evasion, or other financial misconduct. They are expected to implement appropriate controls and risk-based oversight of their operations and supply chain to prevent unlawful practices. Business Partners must comply with all applicable laws that impose organizational liability for failure to prevent facilitation of tax evasion or related offences. Any actual or suspected incident must be promptly reported to Canonical, and Business Partners must fully cooperate with any related review or response. These obligations apply in all jurisdictions in which the Business Partner operates.

4. Fair Business, Advertising and Competition

Business Partners shall comply with all applicable competition and antitrust laws and avoid any form of anti-competitive agreement, abuse of market position, or unlawful merger or acquisition. Marketing and advertising shall be conducted fairly, honestly, and without misleading practices.

5. Responsible Sourcing of Minerals

Where applicable, Business Partners shall adopt a policy and exercise due diligence on the source and chain of custody of the minerals in the products they manufacture to reasonably

assure that they are sourced responsibly, consistent with the OECD Guidance for Responsible Supply Chains of Minerals from Conflict-Affected and High-Risk Areas or an equivalent due diligence framework.

6. Import and export regulations

Business Partners shall comply with all applicable import and export control regulations, sanctions, embargoes, laws, edicts, government decrees and directives relating to the shipment, import, export, transit, conveyance, transport or dispatch of goods and the transfer of technologies.

7. Disclosure of Information

All business dealings must be conducted transparently and accurately recorded in books and records. Information on any of the areas touched upon in this Code of Conduct shall be disclosed in line with applicable laws and industry standards. Any falsification of records or misrepresentation is strictly prohibited.

8. Intellectual Property

Intellectual property rights shall be respected. Any transfer of technology, software, or know-how must be conducted in a manner that protects intellectual property rights, including those of third parties. Business Partners must ensure that all open source contributions, code, or materials comply with applicable open source licenses and do not introduce unlicensed or proprietary content. Business Partners are expected to promptly report any potential infringement or misuse of intellectual property. Any proprietary information must be handled securely and confidentially, with appropriate measures in place to prevent unauthorized access, disclosure, or misuse.

9. Artificial Intelligence

Business Partners must use AI responsibly, ensuring transparency, accountability, safety, fairness, and human-centered design. AI systems should avoid bias, prevent harm or discrimination, and comply with ethical and legal standards. Partners are expected to monitor and manage AI-related risks.

10. Privacy

Business Partners shall commit to protecting the reasonable privacy expectations of personal information of everyone they do business with, including suppliers, customers, consumers, and employees. Business Partners shall comply with privacy and information security laws and regulatory requirements when personal information is collected, stored, processed, transmitted, and shared. The obligation of confidentiality extends to its use of artificial intelligence-enabled technologies, the use of which on Canonical information must be disclosed to Canonical.

11. Security and Vulnerability

Business Partners must prioritize security in all interactions with Canonical products, systems, and services. Business Partners must promptly report to Canonical any security vulnerabilities they discover that impact Canonical data. They must also report vulnerabilities affecting products or services acquired from the Business Partners and used by Canonical. Business Partners are prohibited from exploiting known vulnerabilities for any purpose and are expected to collaborate in addressing and remediating security issues, including providing support for patches or updates where applicable. Business Partners should implement appropriate measures to prevent, detect, and respond to security risks in a timely manner.

F. Management Systems

Business Partners shall adopt or establish a management system designed to ensure both conformance with this Code and identification and mitigation of operational risks related to it. It shall also facilitate continual improvement. The management system shall contain the following elements:

1. **Company Commitment**

Business Partners shall establish policy statements affirming their commitment to due diligence and continuous improvement, endorsed by executive management and communicated throughout the organization. They shall maintain processes to identify, monitor, and understand applicable laws, regulations, and responsible business standards, including those of this Code. Designated senior executives and company representatives shall oversee the implementation and maintenance of these management systems, with regular reviews by senior management to ensure their effectiveness. Business Partners shall also set written objectives, targets, and implementation plans to drive ongoing improvement and compliance.

2. **Risk Assessment and Risk Management**

Business Partners shall establish a process to identify and assess risks related to this Code, including those linked to legal compliance, environmental protection, health and safety, labor practices, ethics, and potential human rights or environmental impacts. They shall evaluate the significance of these risks and implement appropriate measures to manage them and ensure compliance.

3. **Quality Management**

Business Partners shall implement a quality management system that ensures products and services consistently meet applicable legal, regulatory, and responsible business standards and contractual commitments. This system should promote continuous improvement. Business Partners shall maintain processes for monitoring performance, managing non-conformities, and implementing corrective and preventive actions to ensure the integrity and reliability of their operations and deliverables.

4. **Training and Communication**

Business Partners shall train relevant stakeholders on their policies, procedures, improvement objectives, and applicable legal requirements, and maintain effective processes to communicate clear information about their compliance program, objectives, and expectations.

5. **Assessments and Corrective Action**

Business Partners shall conduct regular self-evaluations to verify compliance with applicable laws, regulations and responsible business standards. Business Partners shall create and maintain documents and records to ensure regulatory compliance and conformity to requirements. They shall also maintain a process to promptly address and correct any deficiencies identified.

6. **Supplier Responsibility**

Business Partners shall establish necessary processes to communicate clear compliance expectations to their own business partners and to monitor their compliance as well.

