



## INTRODUCTION

At SPS Commerce, Inc. (“SPS”), we value the relationships we build with the people and companies who provide us with products and services (our “Suppliers” or “you”), and we always strive to work with Suppliers who share our values and support us in our commitment to serving our customers. This Supplier Code of Conduct (the “Supplier Code”) sets out the principles of how we conduct business, and the behaviors and practices we expect of our Suppliers. We understand that some aspects of this Supplier Code may be more relevant to you than others, depending on the nature of the products and/or services you provide SPS, but regardless of who you are, what you do, or where you’re located, we expect your commitment to comply with this Supplier Code of Conduct and to ensuring your own supplier community shares this commitment. In addition, to this Supplier Code, on an annual basis, all SPS employees are required to review and acknowledge that they will to adhere to our [Code of Conduct](#).

## COMPLIANCE with the LAW

Supplier shall conduct its business activities in full compliance with all applicable laws and regulations of the United States and all countries in which Supplier operates and all other applicable laws and jurisdictions. This includes complying with applicable:

- Antitrust laws, and refraining from price fixing, bid rigging, territory splitting, and other tactics that unreasonably restrict competition.
- Anti-corruption laws, including the U.S. Foreign Corrupt Practices Act and the UK Bribery Act, and Supplier must not tolerate, permit, or engage in any form of corruption, extortion, or bribery, whether Supplier is working with government or private sector individuals.

## ETHICS

Supplier will uphold the highest standards of ethics to promote honesty and integrity in their business operations and their own supplier community and not engage in any conduct that may lead to SPS’ reputation being damaged. This includes:

- Always competing with honesty and on the merits without using unfair business practices or false or misleading advertising or promotional practices.
- Avoiding even the appearance of conflicts of interest in connection with your relationship with SPS, including any potential business advantage as a result of any family or personal relationship with a SPS employee.

## LABOR AND EMPLOYMENT PRACTICES

SPS is committed to good corporate citizenship, which includes treating employees with respect and dignity, and we expect the same from our Suppliers. We also believe that having diverse perspectives in our business has contributed to our success, and we expect our Suppliers to integrate diversity into their own supply processes and hiring. In this regard, we expect our Suppliers to make employment related



decisions on the basis of skills and aptitude, never on legally protected personal characteristics.

Moreover, we expect Suppliers to prohibit:

- Harassment or bullying in the workplace, including behavior that is sexual, coercive, threatening, abusive, or exploitative in nature
- Use of child or forced, bonded, or indentured labor, or involuntary prison labor or human trafficking in any form
- Use of undocumented labor
- Failing to pay employees on time and in full for their earned wages

We also expect Suppliers to:

- Comply with all applicable workplace health and safety laws and regulations, and prevent workplace hazards
- Respect employees' rights to freely associate and bargain collectively in accordance with applicable laws and regulations
- Compensate your employees fairly and follow local wage regulations and/or collective agreements
- Ensure that working hours do not exceed applicable legal limits
- Ensure fair hiring, firing, and evaluation processes
- Promote gender equality and ensure the protection of women's rights.

In line with the principles above, SPS has also adopted our [Anti-Slavery and Human Trafficking Statement](#).

### **PROTECTING INFORMATION, DATA SECURITY and PRIVACY**

SPS is serious about protecting its own confidential and proprietary information, as well as that of its customers, and we expect our Suppliers to do the same. You should never disclose such information to anyone without our express written authorization. This includes all of the following:

- The terms and conditions of your agreement with us
- Our business, marketing, and strategic plans
- Our intellectual property and technical information
- Personal information of our employees and contractors

Only Supplier's employees and authorized recipients who need to know our confidential and proprietary information for the purpose for which we engaged you should have access to it, and such individuals may only use it for the purpose for which it is provided.

Additionally, Supplier must follow all our relevant privacy policies and information security laws. We also expect you to:

- Establish and maintain appropriate information security policies, procedures, and controls



- Provide regular information security and data protection training for all your staff
- Cooperate with our Information Security team in providing them with the information they need to adequately evaluate your policies, procedures, and controls
- Comply with our Supplier Security Questionnaire and related requirements, as applicable.

### **SERVICE QUALITY**

SPS is passionate about the quality of the services and solutions we provide to our customers, and we expect our Suppliers share that passion and commitment in supporting us. That commitment includes our Suppliers conducting due diligence before engaging third parties on our behalf, including employees, agents, consultants, and suppliers. We also expect that you will refrain from subcontracting work or support you provide us without our written consent and will ensure that all third parties you so engage agree to abide by this Supplier Code.

### **INSIDER TRADING**

SPS is a publicly traded company, and in the course of your dealings with us, you and your employees may learn material, non-public information about our business. It is illegal to buy or sell our securities while in possession of such information, or to provide that information to others who might trade on it.

### **BUSINESS AND FINANCIAL RECORDS**

As a leading provider of SaaS supply chain solutions and public reporting company, accurate accounting and financial reporting is important to us. We require you to:

- Prepare and maintain accurate financial records for all matters related to your business with us
- Maintain appropriate internal controls and processes to ensure that your accounting and financial reporting is accurate and in reasonable detail, in compliance with applicable laws and regulations
- Provide us with an accurate accounting of your compliance with these accounting standards and overall compliance with the Supplier Code

### **SUSTAINABILITY**

SPS Commerce is a pioneer in cloud computing, helping realize more sustainable resource utilization and energy efficiencies. We aim to use our global resources wisely and support our customers with minimal impact on the environment. At a minimum, we require Suppliers to comply with all applicable environmental laws and regulations, including requirements for waste management and disposal, recycling, and emissions. We encourage Suppliers to share our commitment to reducing negative environmental impacts.

**GRIEVANCE MECHANISM** We are committed to address legal and ethical concerns quickly and fairly and we expect you to immediately notify us if you become aware of a violation of this Supplier Code or applicable law by telling your SPS contact, or if that method of communication is not possible or inappropriate, by using our SPS Global Reporting Hotline at [spsglobalreportinghotline.ethicspoint.com](https://spsglobalreportinghotline.ethicspoint.com).



SPS COMMERCE

## SUPPLIER CODE OF CONDUCT

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We also expect you to have your own fair and effective internal reporting processes, and to share our commitment to not retaliate against people who make good faith reports of wrongdoing.

SPS thanks you for your ongoing commitment to abide by the Supplier Code and the values it embodies.

We expect that this Supplier Code of Conduct will be updated from time to time as SPS grows and evolves, and such updates will be posted on our website at [www.spscommerce.com](http://www.spscommerce.com).