

Corporate Forms and Policies

Business & Personal Conduct Anti-Bribery Policy

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Policy Philosophy & Purpose

Gartner is committed to conducting our business under the highest ethical standards for integrity and complying with both the letter and spirit of applicable legal requirements. Virtually every country where Gartner does business has laws that make bribery of public officials a crime. And many countries also have laws making it a crime to bribe private sector employees to obtain business. This Policy establishes our corporate policy and procedures for ensuring compliance with anti-bribery laws, including the United States Foreign Corrupt Practices Act (“FCPA”), the U.K. Bribery Act, legislation enacted under the OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions (“OECD Convention”), and similar laws of other countries.

Scope & Applicability

This Policy applies to all business activities conducted by or on behalf of Gartner and its subsidiaries throughout the world. This Policy applies to all Gartner directors, officers and employees and all authorized agents and independent contractors representing Gartner, such as sales agents and consulting stringers (collectively, “Gartner representatives”). This Policy may be supplemented by policies and guidelines applicable to a particular country or region or a particular business unit; these supplemental policies supersede any conflicting portion of this Policy. Additional policies or guidelines may apply to your region, country or business unit. Please check with your manager to see if these apply to you. As specified in our [Supplier Code of Conduct](#), all third parties doing business with Gartner are required to comply with all applicable anti-bribery laws.

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To ensure that all relevant Gartner representatives and agents are familiar with this Policy, the FCPA, U.K. Bribery Act, the OECD Convention, and any other applicable anti-bribery laws, Gartner provides anti-bribery training and resources to those Gartner representatives and agents.

Policy

Gartner has zero tolerance for bribery. This Policy should familiarize you with the anti-bribery laws and Gartner's rules to help ensure that no Gartner representative, whether by intent or simple lack of understanding, violates the law.

Our policies, including our Code of Conduct, prohibit us from engaging in bribery, kickbacks, and other illegal means to influence either commercial business decisions or government procurement actions.

The FCPA, applicable to Gartner, makes it a crime to:

Pay, offer to pay, promise, or authorize someone else to pay

- anything of value¹
- to a foreign government official, political party or political candidate
- for the purpose of influencing any act or decision of that person, or any decision not to act
- to obtain any improper business advantage, or retain business or to direct business to any particular person.

Also, various anti-bribery laws make it illegal to:

- Directly or indirectly, through another party or intermediary, pay, offer, promise, give or accept anything of value to or from any government official to obtain or retain business or any improper advantage; or
- Directly or indirectly pay, offer, promise, give or accept anything of value to obtain or retain business or an improper advantage in private,

¹ Small business courtesies of no more than \$150 such as modest gifts or lunches intended merely to promote goodwill generally are permitted with written approval from your manager of GVP level or higher (please refer to the [Gift and Entertainment Policy](#) for more details).

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commercial sector business dealings, even where there is no government official or government business involved.

Failure to prevent bribery, by ignoring, covering up, or failing to act, is also a crime, which is of particular concern when working with third-party agents, resellers, subcontractors, etc.

Indirect Payments: “Indirect” payments may subject you and Gartner to liability. Improper payments made on Gartner’s behalf by third parties, including consultants, distributors, agents, joint-venture partners, and other intermediaries violate this Policy. Such payments are illegal even if you did not explicitly authorize the payments to be made, if you “should have known” that they would be made. If you get any hints or sense any risk of illegal activity (see Red Flags, below), contact the GVP, Ethics and Integrity before proceeding. Because of language and cultural differences, anyone dealing with third parties should make sure that they clearly understand that they are not to engage in bribery or otherwise make improper payments.

Example of an “indirect” payment. You work with a sales agent and are told that, because of the extra time and effort required to properly represent Gartner’s interests in a highly competitive procurement, the agent’s usual commissions must be increased. The agent is confident that, through his contacts, he can position Gartner to win the bid. Even though this is potentially good news, learn more about the increased commission request, the business justification for it, and what meetings took place, to understand whether it is likely that your agent intends to influence the decision-maker on the procurement by sharing a portion of his commission.

Do Not agree to pay the increased commission without investigating the circumstances of the request and satisfying yourself that the sales agent does not intend to offer a bribe or similar improper payment. If you have questions regarding the propriety of the arrangement, talk to your manager or the GVP, Ethics and Integrity.

Form of Prohibited Payments: Prohibited payments need not take the form of cash. They may be anything of value, including gifts, travel expenses, entertainment, offers of employment, business meals, unpaid internships, sponsorships and charitable contributions. However, small business courtesies, such as modest gifts or

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lunches, intended merely to promote goodwill, generally are permitted. Gartner is always required to maintain accurate and transparent records and internal controls to comply with the law on this subject.

Governmental Officials: The term "government official" under this Policy should be interpreted broadly and may include:

- Any officer or employee of a government agency or department, including anyone who holds a legislative, administrative or judicial position of any kind, whether appointed or elected (this includes even an administrative-level employee, such as an executive assistant)
- anyone who exercises a public function or acts in an official capacity on behalf of a country or territory (or any subdivision of a country or territory) or any public agency of that country or territory (or subdivision thereof)
- any officer, employee or anyone else who exercises a public function for or acts in an official capacity on behalf of an entity partly or wholly controlled by a country or municipality
- any officer or employee of a public international organization (e.g., the United Nations, the World Bank)
- an individual in an unpaid or honorary government position, including a committee, panel, commission, or other advisory position
- an academic at a government/public institution
- an employee (even a low-level employee) of government or public hospital
- a member of a royal family

If you have any doubt whether a person to whom you plan to provide a business courtesy is associated with a government-owned or government-controlled company, it is your responsibility to check with the GVP, Ethics and Integrity before offering or receiving the business courtesy.

Comply with U.S. and International Laws: You may not, directly or indirectly, violate or seek to evade the laws of any country in which Gartner does business or seeks to do business. Believing an act is "customary business practice" in a country is insufficient justification for violating the law or violating this Policy. If you have questions about permissible conduct under the laws of any country where you do business, or the requirements discussed below, please direct them to Gartner's GVP, Ethics and Integrity.

Do Not Pay or Accept Bribes or Submit to Extortion: You may not, directly or indirectly, pay, offer, request or accept a bribe or any payment or other advantage to

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or from any person to obtain or retain business or an advantage in the conduct of business. All offers of or demands for bribes must be rejected, and promptly reported to the GVP, Ethics and Integrity (see “Reporting Requirement” below). In addition, any offers, requests or demands by a public official, political party, political candidate or private sector employee, whether direct or indirect, for the payment of anything of value to act or refrain from acting in the performance of his or her official duties must be rejected and reported promptly to the GVP, Ethics and Integrity.

Bribery includes any payment, offer, promise or gift of any value or advantage, whether directly or through intermediaries and whether made or received, to induce an individual to act or refrain from acting in relation to the performance of their duties in order to obtain or retain business or other business advantage. Bribery may take many forms, including: money, gifts, travel and entertainment, excessive discounts, rebates, offers of employment, assumption or forgiveness of debt, and personal favors. A bribe need not succeed to be unlawful and failure of a bribe is no defense.

Example: You are the sales agent and learn that a huge government procurement project is about to be awarded. You submitted the RFP, but learn that in country X, it’s common to hire “expeditors” who know their way around and can get things done. You are introduced to an expeditor, whose résumé includes work for Cisco, IBM and Microsoft, and he tells you that his customary fee is \$2,000 in cash; \$1,000 for him and \$1,000 to “get the job done.” In this instance, you must explain to the expeditor that you cannot engage his services, even if it may cause Gartner to lose the contract, because paying fees to intermediaries to obtain business may be construed as a bribe in violation of this policy and applicable laws.

Do Not Make “Facilitating Payments”: You may not, directly or indirectly, offer or make so-called “facilitating” or “grease payments” to any government official to encourage them to expedite a routine governmental task they are otherwise required to undertake. Exceptions may be approved by the GVP, Ethics and Integrity if the government action is sought in an emergency situation concerning the health or safety of a Gartner representative.

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Do Not Pay or Accept Kickbacks: You may not “kick back” any portion of a contract payment to employees of another contracting party or use other means such as subcontracts, purchase orders or consulting agreements to channel payments to government officials, political candidates, or employees of other parties to a commercial contract or their relatives or business associates.

Kickbacks are a particular form of bribe which takes place when a person entrusted by a private employer or government entity with responsibility for granting a benefit does so in a way that secures a return (kickback) of some of the value of the transaction to himself or herself (or their relatives or business associates), without the knowledge or authorization of the employer or government entity to which the person is accountable.

Example: A client requests that you utilize a specific contractor you do not think is necessary to get the job done. Ask questions to understand the business justification for using that contractor, and, if you are not convinced, do not use them. Also, if you uncover that the contractor is somehow related to the customer, that is a warning sign that a bribe or kickback may be paid.

Avoid Conflicts of Interest: You must avoid any relationship or activity that might impair, or appear to impair, your ability to render fair and appropriate business decisions.

Reasonable and Bona Fide Expenditures: For this Policy, the anti-bribery prohibition does not apply to a reasonable expenditure with a documented business purpose, such as travel and lodging expenses, if and only if the expenditure is directly related to either (I) the promotion, demonstration, or explanation of Gartner’s products or services, or (II) the execution or performance of contract with a customer.

Do Not Make Political Contributions: You may not make a political contribution to a public official, candidate for office or political party to obtain an unlawful business advantage. Other political contribution restrictions exist in states that have contracted to do business with Gartner. For more detail on personal political contributions, see Gartner’s Gift & Entertainment Policy.

Do Not Make Improper Charitable Contributions: Even a charitable contribution can be considered a bribe if the charity has ties to a government official or private sector employee, or a member of his or her family, with decision-making authority over Gartner business. You may make contributions only for bona fide charitable

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purposes and only where permitted by Gartner's policies and the laws of the country in which the contribution is made. Contributions made to obtain an unlawful business advantage are prohibited.

Do Not Provide or Accept Excessive Gifts, Travel, Hospitality or Entertainment: Providing or accepting lavish or excessive travel and entertainment perks or reimbursements may be considered a bribe. Gartner Representatives must not offer, provide or receive gifts, meals, entertainment, hospitality or payment of expenses unless they are *transparent, proportionate, reasonable and bona fide* expenditures, and do not violate the laws of the country of the recipient. In determining what might be a "reasonable" level of travel and entertainment expense for legitimate business purposes, be guided by the level of expenditure required to provide necessary transportation, meals, lodging and entertainment at a modest level, making sure that the expenditure would not exceed the level of permissible expense under Gartner's own Global Travel Policy.

Example: You are asked to approve an expense reimbursement submitted by a member of the government sales team that includes a client dinner for three people costing twelve hundred dollars. Before approving the reimbursement, investigate the details surrounding the dinner to ensure that lavish, excessive expenses were not incurred to entertain a government decision-maker. At a minimum, this would include an investigation of where the dinner took place, what portion of the cost was for liquor or other non-food items and what their business purpose was for the gathering.

Perform Due Diligence on Third Parties: Gartner should never enter into any relationship with a third party who will have substantive interaction with government officials on Gartner's behalf without an inquiry into the third party's background, qualifications and reputation. Any issues raised during this due diligence review must be addressed to Gartner's satisfaction prior to entering the relationship. The amount of time and effort required for due diligence will depend on the number and complexity of issues raised during the review process.

You may not do business with companies identified as prohibited by Legal and Compliance for sanctions or other financial crime compliance reasons and you may not give gifts to individuals at those companies. You should also conduct a review of relevant intermediaries to determine their willingness to comply with anti-corruption laws and their history of compliance. To that end, you must provide Gartner's [Supplier Code of Conduct](#) in addition to Gartner's Supplier Questionnaire to

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prospective intermediaries and ensure completion of the questionnaire prior to commencing business with the intermediary. Any red flags raised during the diligence process must be reported to the GVP Ethics and Integrity by emailing Legal.Compliance@gartner.com before entering into any agreements with the intermediary.

Books and Records: It is Gartner's policy to maintain complete and accurate financial records, ensuring that all transactions are properly, accurately, and fairly recorded in a single set of books. Gartner must ensure that company books and records accurately show financial transactions and use of company assets. Therefore, it is very important that both the amount and nature of any payments made in connection with our domestic or foreign business activities be accurately recorded in our financial records. Undisclosed or unrecorded funds, accounts, assets, or payments may not be established or retained for any purpose. Attempts to circumvent or evade Gartner's internal accounting controls are prohibited and can result in disciplinary action, up to and including dismissal.

Properly Document Expenditures: You must fully document, including receipts and invoices, all expense transactions involving travel, hospitality or entertainment provided to, or paid, for an outside person. All such expenses must be accurately characterized and accounted for in our corporate records, regardless of the size of the payment. Documentation must include the name, title and company of the individual(s) involved, and must comply with Gartner's [Global Travel and Expense Policy](#) requirements.

Cooperation: Gartner may, under certain circumstances, perform a more detailed review of certain transactions. As part of this review, Gartner requires that you cooperate with the company, outside counsel, outside auditors, or similar parties. Failure to cooperate with an internal review violates this Policy.

Bribery Red Flags

The following are possible red flags that may indicate warning signs regarding potential violations of this Policy:

- Requests for cash transactions or payments
- Commission substantially above going rate
- Unusual payment mechanism
- Over-invoicing
- Vaguely described services
- Excessive travel and entertainment reimbursement requests
- Requests for reimbursement of poorly documented expenses

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- Sales agent, consultant or third party relationships with public sector clients
- Facilitation payments
- Political Contributions
- History of corruption in countries where business is conducted
- Incomplete or inaccurate information on required disclosures i.e. refusal to disclose ownership
- Requests for payment to a numbered account or third party or consultant
- Requests for payments outside of the territory
- Requests that checks be made payable to “cash” or “bearer”
- Close family ties to high-ranking government officials or other decision makers
- Business partner, agent or customer is owned or controlled by government-owned or controlled entity
- Refusal to certify compliance
- Lack of qualifications or resources to perform real work
- Lack of transparency in accounting and expense records

Reporting Requirement: If you find yourself subjected to any form of demand or request to accept or pay a bribe or other form of improper payment or advantage or are asked to participate in any way in a bribery scheme, you **must immediately** report such occurrence to the GVP, Ethics and Integrity. Alleged violations of this Policy or applicable law may be reported confidentially on an anonymous basis without fear of retaliation using the [Gartner Hotline](#) (see also the [Legal and Compliance page](#) on Gartner at Work).

Also, report any suspicious activity that may cause a violation of this Policy. Ignoring “red flags” or other signs of a potentially illegal bribe is itself a violation of this Policy subject to discipline and may cause you or Gartner being deemed to know of the unlawful transaction.

You will not suffer demotion, penalty or other adverse employment action or retaliatory consequences for not paying or accepting bribes or making improper payments, even when Gartner may lose business as a result of your refusal to do so. You are encouraged to report alleged violations of this Policy to the GVP, Ethics and Integrity or, if you prefer, to the Gartner Hotline. Anyone making a report in good faith who has not engaged in illegal or unethical conduct will suffer no adverse employment action.

Consequences of Violation: If you violate this Policy, you will be subject to disciplinary action, up to and including termination of employment. The FCPA, the U.K. Bribery Act, the OECD Convention, and other laws also provide for criminal action and/or penalties for violations. As an example, those who violate the FCPA are subject to fines and imprisonment. Corporations may be fined up to \$2 million for each violation of the anti-bribery provisions of the FCPA. Individuals may be fined up to \$100,000 and imprisoned up to 5 years for each violation.

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The above is a general summary of the requirements principally under the FCPA and UK Bribery Act. Other country-specific laws may be applicable. Questions on whether any particular set of facts would violate relevant laws should be referred to the GVP, Ethics and Integrity.

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