

# Corporate Forms and Policies

## Business & Personal Conduct Conflict of Interest – External

Geographic Coverage	<b>Global</b>
Document Owner	<b>Executive Vice President, General Counsel</b>
Last Reviewed	<b>July 25, 2019</b>

### Policy Philosophy & Purpose

Gartner's reputation for independence and objectivity is one of the company's most important business assets, and one that we are all expected to preserve and protect. As a Gartner associate,<sup>1</sup> you are expected to consider the rights, interests and responsibilities of Gartner and those outside the company with whom we do business, and to avoid situations in which your own interests actually conflict, or may be seen as conflicting, with those of the company.

A conflict of interest exists if you engage in any personal or business-related activity, including a financial interest, that (i) could potentially interfere with your responsibilities or judgment on behalf of the company or its clients, or (ii) conflicts, or appears to conflict in any way, with the interests of, or damages, the reputation of the company.

### Scope and Applicability

This policy applies to Gartner associates, regardless of employment status.

#### Identifying Potential Conflicts — Your Responsibility

Performance of your daily responsibilities may expose you to potential conflicts of interest. Using sound judgment, you should be able to avoid obvious conflicts. For example, use of your knowledge of Gartner information for personal gain would violate this policy. Situations that present a possible conflict of interest include your personal affiliation with clients, suppliers and competitors or any other entity. This is especially critical if you or a member of your immediate family<sup>2</sup> has an interest in that client, supplier, competitor or other entity. Whether or not such a personal affiliation is a conflict of interest will depend on the facts and circumstances in each given situation, including the nature of the affiliation, whether or not the entity is within your area of responsibility, whether or not your judgment is likely to be affected in any way, and other factors. Therefore, if you have any doubt, first consult with Gartner's [Office of the Ombudsman](#).

# Policy

## Guidelines Regarding Some Specific Situations

### Outside Directorships and Other Affiliations

No associate may serve as an officer, director, owner, affiliate or formal advisor of any for-profit enterprise, without the prior written consent of Gartner's General Counsel (or designee) in each instance, who will consider the facts and circumstances of your situation and determine whether doing so will conflict with the interests of Gartner. To determine whether a conflict exists, you must respond to the questions in the [Outside Employment, Business Activities or Board Memberships Policy](#). This will tell you if your desired affiliation requires approval or not.

With respect to nonprofit enterprises, we do encourage you to participate in lawful community, civic and political affairs, so long as they do not conflict with Gartner's interests, impair or interfere with the performance of your job responsibilities, or reflect negatively upon the company's reputation. Such participation must be at your own expense and on your own time, and must not involve the misuse of Gartner's products, influence, facilities or other resources.

You should make clear that your participation, particularly as an officer, director, advisor or committee chairperson/member of such nonprofit organization, is in an individual capacity and is not on behalf of Gartner, and that any views expressed are your own personal views. You should be aware that in your position with the organization, you must abstain from commenting on, or participating in, decisions that could affect Gartner, such as a decision by the organization to obtain the type of services offered by Gartner.

### Competitors

You may not have a financial interest (as defined below) in, or serve as an officer, director, advisor, partner, consultant, associate or agent of, any entity that in any way competes with Gartner. Additionally, you must never, under any circumstances, recommend a competitor's products or services, or otherwise assist a competitor in any manner.

### Certain Outside Financial Interests/External Relations/Stock Ownership

As used in this policy, "financial interest" means any ownership interest in publicly traded or private companies, or loans from an outside organization (except personal loans, mortgage loans, and similar loans from commercial or savings banks). However, it does not include mutual funds, exchange traded funds (ETFs) or other forms of ownership. In considering these situations, the General Counsel may consider factors such as the form of ownership (for example, is it held in a blind trust?), whether there is beneficial interest and/or investment control, and other factors.

## Clients and Suppliers

If you are in a position to influence decisions (or can be perceived to influence decisions) with respect to Gartner business with an entity, neither you nor members of your immediate family may have a financial interest in any entity that does or seeks to do business with Gartner. While associates in Procurement are the people most obviously affected by this rule, it applies to you if you participate in a purchasing decision regardless of which department you are a part of.

## Related Party Transactions

Unless you receive the prior written consent of Gartner's General Counsel after full disclosure of the circumstances, you may not enter into agreements on behalf of Gartner with any outside entity if you know that the entity is a "related party" to another Gartner associate — meaning that the contract would confer a financial benefit, either directly or indirectly, on another Gartner associate or his/her relatives.

For example, if you are a Procurement associate, you may not negotiate the purchase of office equipment for Gartner when you are aware of a potential conflict (e.g., you know that a Gartner associate's mother retains ownership in this office equipment provider), unless you have General Counsel permission.

You may not be a supplier to Gartner, represent any Gartner suppliers, work for any Gartner suppliers, or accept money or benefits of any kind from Gartner suppliers, without the prior written consent of Gartner's General Counsel.

## Gifts and Entertainment

Giving or receiving gifts, as well as providing lavish or excessive hospitality to or from Gartner prospects, clients, suppliers, or other providers with whom Gartner conducts business, may violate anti-bribery and anti-corruption laws that exist around the world and may violate Gartner's corporate policies. See [Gartner's Anti-Bribery Policy](#).

Giving and receiving gifts and exchanging other customary business courtesies of nominal value with Gartner clients and providers are only allowed when they comply with [Gartner's Gifts and Entertainment Policy](#). It is critically important that giving or receiving business courtesies never compromises, or appears to compromise, our independence or our ability to make objective business decisions.

You are prohibited from giving or receiving any gifts, meals, entertainment or other business courtesies that are intended to influence a business decision or could give the appearance of such an intention. You may only give **non-cash gifts of nominal value to third parties who are not government officials** for the purpose of conforming to cultural norms in connection with special occasions, festivities and major holidays in a territory when the giving of gifts is both lawful and expected as a social or cultural courtesy.

**Gifts, meals, entertainment and other business courtesies provided to government officials are subject to stringent legal regulations around the globe. Accordingly, gifts and other business courtesies may NOT be given to any government official unless you receive written approval from the Gartner General Counsel or designee. You may not provide gifts, meals, entertainment or other business courtesies to the immediate family members of government officials.**

## **Outside Employment and Other Business Affiliations**

All full-time associates must receive written approval for outside employment from Gartner's General Counsel. You may not use any Gartner resources including, without limitation, computers, telephones, and photocopy machines, in any such outside employment. See policy on [Outside Employment, Business Activities or Board Memberships](#) for further details.

## **Political Activities**

Gartner will not participate in any political activity. You are not authorized to make or approve any contributions or expenditures of company funds or use company facilities, equipment or supplies to support or oppose political activity in any jurisdiction.

## **Public Office**

Prior to seeking an elective or appointive public office, you must notify and obtain written approval from Gartner's General Counsel so that there is a clear understanding of Gartner's policy relating to your candidacy and the implications should your candidacy be confirmed. Since work time is the equivalent of a contribution, Gartner will not pay you for any time spent running for public office, serving as an elected official, or campaigning for a political candidate, unless required by law. You are responsible for making it clear that your positions are personal ones and are not being made on behalf of Gartner.

## **Reciprocal Dealing**

You may not tell an existing or potential supplier that Gartner's decision to purchase its goods or services is conditioned on such entity's agreement to purchase Gartner's goods or services. A Gartner supplier may also be a client of the company, but the decision of both Gartner and the supplier to use the goods and services of the other must be made independently.

## Self-Dealing

You may not provide or commercially market products or services to others that compete with Gartner's current or potential product offerings. Such activities are "commercial" if you receive direct or indirect payment of any kind for such services. You may not cause Gartner to purchase services or products from your family members or businesses in which you or your family have a controlling interest, without disclosure of the relationship and approval from Gartner's General Counsel prior to agreement.

You also may not purchase or participate in the purchase of Gartner services on behalf of a third party (for example, if you belong to an organization outside of Gartner). Such arrangements would be improper even if you derive no benefit from Gartner, or any other party, from such a purchase.

## Public Speaking or Editorializing

Unless you are acting in the scope of your Gartner employment as an authorized representative of the company, you are responsible for making it clear that any views you express in a public forum on matters of public interest are your own personal views and do not represent the views of Gartner or its management. Further, you may not accept any honorarium or other payment for any such engagement.

## Use of Information

You are not permitted to use, in any way, for personal gain or the gain of others, confidential or other nonpublic information regarding Gartner or any of its clients that may come to your attention in the course of your work. The use of material, nonpublic information in connection with the purchase or sale of securities is not only contrary to this policy and to Gartner's Insider Trading Policy, but it might also constitute a violation of federal and state securities laws for which criminal and civil penalties apply. Please review the company's Insider Trading Policy in connection with your stock ownership and any trading in securities in which you may engage.

## Procedure

If you have any questions or are aware of any violations of this policy, please notify [Gartner's Office of the Ombudsman](#).

Violation of this policy will result in appropriate disciplinary action, up to and including termination of employment.

<sup>1</sup> An "associate" means any director, officer or other employee of Gartner or its subsidiaries.

<sup>2</sup> "Immediate family" consists of spouse, domestic life partner or equivalent, a dependent child or a dependent parent.