

Vendor Code of Conduct & Ethics

The purpose of this Vendor Code of Conduct & Ethics (“Vendor Code of Conduct”) is to provide vendors, suppliers, and contractors (collectively, “Vendors”) with an understanding of the principles by which CyrusOne Inc. (including all subsidiaries and affiliates; collectively, “CyrusOne”) operates and the business conduct CyrusOne expects from all those with whom it conducts business.

One of the Core Values at CyrusOne is the commitment to ethical business practices. This means we will keep our word, be honest, and will maintain integrity in all of our actions. To reinforce this important value, CyrusOne has adopted a Code of Business Conduct and Ethics, applicable to Employees and Directors, which defines what is expected from them and provides guidance in making appropriate decisions when faced with an ethical issue (“Code of Business Conduct”). Because our working relationship with our business partners is also very important, CyrusOne has adopted this Vendor Code of Conduct to communicate the values of our organization and provides guidance for conducting business with CyrusOne. We expect all Vendors to uphold this same commitment to ethical business practices and legal and regulatory compliance.

We expect all dealings between CyrusOne and our Vendors to be conducted fairly and with the highest possible level of ethics. You should expect our Employees to treat you in a fair and ethical manner, with respect, trust, and integrity. CyrusOne is committed to ensuring that we live up to that standard. If you have any concerns about the treatment you have received from, or the behavior of, any Employee, CyrusOne wants to know about it. Contact information is provided in this document for reporting ethical concerns or questionable business practices. CyrusOne believes strong ethical business practices are an essential component for continued business success. Working together, we can uphold and demonstrate the highest levels of business excellence and ethics.

DEFINITIONS

- **Employee** – any individual employed by CyrusOne Inc. and all subsidiaries and affiliates, including officers.
- **Director** – any individual who is a director of CyrusOne Inc. and all subsidiaries and affiliates
- **Related Party Business** – an Employee or Director who proposes to lease, rent, or sell goods, or services to CyrusOne; or
 - A business owned or controlled by more than 5% by an Employee or Director who proposes to rent or sell goods or to provide services to CyrusOne; or
 - A relative, or near relative of an Employee or Director, who proposes to rent, sell goods or to provide services to CyrusOne, and the Employee or Director has any responsibility for, or will be involved in any manner, in CyrusOne’s decision to accomplish or approve the transaction; or
 - A business owned or controlled by more than 5% by a near relative of an Employee or Director, who proposes to lease, rent, sell goods or provide services to CyrusOne, and the Employee or Director has any responsibility for, or will be involved in any manner, in CyrusOne’s decision to accomplish or approve the transaction.

- Ownership of greater than 1% of the equity of a customer, Vendor or competitor or, an investment in a customer, Vendor or competitor that represents more than 5% of the total assets of the Employee or Director making the investment.
- **Relative or Near Relative** – Relative or near relative means members of the same family including spouses, domestic partners, common-law spouses, children, stepchildren, guardians, wards, grandchildren, step-grandchildren, parents, step-parents, grandparents, step- grandparents, siblings, step-siblings, brothers- and sisters-in-law, fathers- and mothers-in-law, uncles, aunts, nieces, nephews, cousins and anyone residing in an Employee’s home.
 - Also included are non-related individuals involved in consenting romantic relationships. The term “consenting romantic relationship” or “consenting romantic partner” refers to two persons, of the same or opposite sex, who may be dating or engaged to be married.
 - Additionally included are domestic partners. The term “domestic partner” is defined as two people of the same or opposite sex, both of whom are eighteen years of age or older, neither of whom is married or related by blood, who have resided together in the same residence for at least six months and intend to do so indefinitely.

WORKPLACE AND BUSINESS PRACTICES

NO BULLYING, DISCRIMINATION AND/OR HARASSMENT

Vendors are expected to maintain a work environment that promotes mutual respect and dignity and that recognizes the various cultural, ethnic and religious backgrounds of our Employees, and establish a work environment free from all forms of discrimination, harassment (including sexual harassment), bullying and retaliation. Vendors shall not engage in any form of harassment, discrimination, or bullying against any individual or group on the basis of race, color, sex, religion or belief, nationality, ethnicity or national origin, ancestry, citizenship, age, disability, sexual orientation, gender identity or expression, gender reassignment, pregnancy or being on maternity leave, marital status, military or veteran status, medical condition, genetic information, or any characteristic protected by applicable federal, state or local laws or regulations.

HUMAN RIGHTS AND DIGNITY

CyrusOne prohibits all forms of slavery, human trafficking, forced labor, and child labor as defined by applicable law. CyrusOne requires that Vendors affirmatively prohibit such human rights violations and adopt policies and procedures which comply with national and local laws on working hours, wages, benefits, and minimum working ages, and are designed to prevent human rights violations with respect to such Vendors’ business operations.

HEALTH AND SAFETY

Vendors shall provide a safe and healthy working environment. Vendors shall implement procedures and safeguards designed to prevent workplace-related accidents, hazards and injuries. Vendors shall comply with all applicable legal and regulatory requirements relating to the health and safety of its employees.

COMPENSATION & BENEFITS

Vendors are expected to compensate all their employees with a rate of pay (including overtime, as applicable) that meets or exceeds the legal minimum required by applicable law, and Vendors’ compensation and benefits practices must be consistent with all applicable laws.



FREEDOM OF ASSOCIATION / COLLECTIVE BARGAINING

Vendors shall comply with all applicable laws and regulations governing employment practices, and to respect any legal rights employees may have with respect to freedom of association, forming or joining a trade union and collective bargaining.

ENVIRONMENTAL COMPLIANCE

Vendors are expected to operate their facilities and conduct business in compliance with all applicable environmental laws, treaties and regulations. Vendors are also expected to have policies and procedures in place to reduce the impact of their business operations on the environment.

COMPLIANCE WITH LAWS

Vendor shall comply with all laws, rules and regulations applicable to its business operations. These include, without limitation, laws covering anti-bribery, anti-corruption, tax evasion, slavery, intellectual property rights, copyrights, trademarks and trade secrets, data protection, insider trading, illegal political contributions, competition, antitrust prohibitions, foreign corrupt practices, offering or receiving gratuities, environmental hazards, employment discrimination or harassment, occupational health and safety, false or misleading financial information or misuse of corporate assets. Vendors are expected to understand and comply with all laws, regulations and rules that apply to them and their business.

CONFLICTS OF INTEREST

VENDOR AND SUPPLIER RELATIONSHIPS

The goods and services provided by Vendors are critical to CyrusOne's success. It is important to develop productive and mutually beneficial working relationships with our Vendors, based upon trust, honesty, and fairness. CyrusOne's reputation in the marketplace is formed in part through its dealings with Vendors. CyrusOne believes in doing business only with those companies that demonstrate the highest business standards for ethics and integrity.

CyrusOne will choose Vendors and will make purchasing decisions based upon price and merit. CyrusOne will also consider other things including quality, reputation for integrity and service, delivery capability, and the Vendors' overall relationship with CyrusOne. CyrusOne expects all Vendors with whom it does business to conduct themselves with honesty, respect, integrity, and ethics. Failure to act or conduct business in the above manner will result in termination of the business relationship.

CyrusOne Employees who make procurement decisions are responsible for ensuring that all purchasing decisions are in the best interest of CyrusOne and are made objectively and impartially and in accordance with applicable laws. Purchasing responsibilities must be carried out in a proper, ethical, and legal manner, free from wrongdoing or even the appearance of wrongdoing. CyrusOne Employees must not make any commitments or enter into any agreements on behalf of CyrusOne unless they have the authority from CyrusOne to do so and such commitments have been made in accordance with CyrusOne's *Delegation of Authority and Vendor Contracting Policy*.

BUSINESS ENTERTAINMENT, MEALS, GIFTS, AND FAVORS

As a general rule, Vendors should never offer or accept entertainment, meals, gifts, or favors, if doing so would compromise, or appear to compromise, the judgment of any party involved, or would otherwise not accord with the standards of this Vendor Code of Conduct. However, CyrusOne recognizes that occasional exchanges of business courtesies between Vendors and Employees, such as socially



appropriate entertainment or meals can be helpful in building and maintaining business relationships.

Entertainment. Participating in socially appropriate entertainment such as meals, typical sports events, golf outings, and celebration functions, etc. with our business partners is acceptable provided the entertainment is infrequent (with the same provider), in good taste, socially appropriate, in moderation, not extravagant, of only nominal value (generally less than \$150 per person per event, or more than \$500 on an annual basis per person, or the equivalent local requirement or currency¹), not related to contract negotiations, and otherwise in compliance with applicable laws.

Gifts. Gifts should only be of nominal value (less than \$100 or the equivalent local requirement or currency¹). Giving, offering or accepting cash or monetary gifts (including gift cards) is expressly prohibited. CyrusOne asks for the cooperation of all Vendors to refrain from offering or accepting entertainment or gifts which would in any way violate these standards.

Generally, entertainment and gifts should have a clear business purpose and should benefit CyrusOne by building trust and goodwill in the business relationship. To qualify as acceptable entertainment, the Vendor must attend the event with the Employee. If the Vendor does not attend, the entertainment should be treated as a gift and be subject to the rules related to gifts. Efforts should also be made so that entertainment, meals, or gifts provided by third parties are reciprocated when possible. This is especially important for Employees who work closely with Vendors as a normal course of business and may have frequent opportunities to share business meals together.

Vendor-Sponsored Events. Attending Vendor-sponsored conferences, seminars, and entertainment events where air travel, hotel, or other accommodations is provided creates more serious concerns. CyrusOne Employee participation in Vendor-sponsored events, where both business and entertainment activities are provided by the Vendor, is acceptable when Employee participation is important to the business of CyrusOne and is in accordance with applicable laws. Employees should not attend these events if it does not serve a significant business purpose for CyrusOne, or could cause, or appear to cause, an employee to favor that Vendor over others. In addition, the Code of Business Conduct requires the prior approval of either CyrusOne's General Counsel or Chief Financial Officer for any Employee to attend a Vendor conference, seminar or entertainment event where air travel or other accommodations are paid for by the Vendor.

If a foreign official or a U.S. government official is involved with the offer of entertainment, meals, or gifts, please refer to the CyrusOne *Anti-Corruption and Anti-Bribery Policy*.

DETAILED POLICY STATEMENT PARTICIPATION IN PURCHASING DECISION

No CyrusOne Employee shall make, participate in, or attempt to influence any decision if the Employee knows, or has reason to know, that he/she/they has a financial interest in the outcome of that decision. Accordingly, all Vendors are expected to make full and complete disclosures of any and all known relationships with Employees, which either presently exist or may exist within the foreseeable future. If at any time during the course of business, a new relationship or potential conflict arises, the Vendor is required to immediately disclose in writing the new situation to CyrusOne management by email to purchasing@cyrusone.com.

¹ Please confirm local country rules with Human Resources. For example, in Germany, nominal value is less than €30. CyrusOne Employees must comply with the Code of Business Conduct.



PURCHASES FROM RELATED PARTY BUSINESSES

Purchases, leases, and rental of goods or contracts for services, shall not be made from any Related Party Business, including by a Vendor, unless there has been a specific determination by the CyrusOne Chief Financial Officer or the General Counsel that complete disclosure had been made, the purchase of these goods and services are obtained at a competitive market value, and the business decision to make this purchase is clearly in the best interest of CyrusOne. During the on-boarding process, each Vendor shall disclose any relationship with an Employee or Director and if the Vendor is a Related Party Business. Further, if at any time during the course of business, a new relationship or potential conflict arises, the Vendor is required to immediately disclose in writing the new situation to CyrusOne management by email to purchasing@cyrusone.com.

ANTI-CORRUPTION AND ANTI-BRIBERY

The anti-corruption and anti-bribery laws in the places we do business prohibit giving, paying, promising, offering, or authorizing payment of anything of value to another person (including a government official, private individual or commercial entity), whether directly or indirectly, with the intention to induce any person to do something that is dishonest, illegal improper, or a breach of trust. CyrusOne maintains an *Anti-Corruption and Anti-Bribery Policy* that prohibits all but very limited payments to government officials and giving or accepting all but modest and infrequent courtesies to or from third parties, and only where such payments and/or courtesies are in accordance with applicable laws, and prior written approval from CyrusOne's General Counsel is obtained. No gifts, meals, entertainment, or other favours may be offered or provided to any government official or employee of a state-owned entity without the prior written approval of CyrusOne's General Counsel. CyrusOne expects its Vendors to adhere to all applicable anti-corruption and anti-bribery laws, as well as to have regard to the gifts, meals, and entertainment guidelines stated above. All agreements with Vendors must be in writing and include a provision stating that the Vendor and its employees understand and comply with all applicable anti-bribery and anti-corruption laws. The Vendor Code of Ethics Acknowledgment (completed in Exiger, during Vendor onboarding) also requires the certification that the Vendor prohibits its employees from offering, promising, soliciting, or accepting bribes.

Any Vendor found providing a bribe, kickback, facilitation payment, payoff or unusual or improper payment will be banned from doing work with CyrusOne, and tried in the legal system if applicable.

PROCEDURES

The *Vendor Code of Ethics Acknowledgement* is completed during the onboarding process by all Vendors that propose to rent, lease, sell or provide goods or services to CyrusOne.

GETTING HELP

If you are faced with making a challenging decision regarding a particular situation, you are not alone. There are many resources available to help resolve ethics and compliance questions or concerns. There is absolutely no reason for anyone to make a decision for which he/she/they is not confident in regards to ethics or integrity.

If you have any questions about this *Vendor Code of Conduct* or the *Vendor Code of Ethics Acknowledgment*, contact the CyrusOne Procurement Department via email: purchasing@cyrusone.com.

CyrusOne has established several methods by which you can report your concerns, including an Ethics &



Compliance Website, and an Ethics & Compliance Helpline, that is available 24 hours a day, 7 days a week. You may report your concerns either by visiting www.cyrusone.ethicspoints.com or calling 1-844-348-5823 or the local country number listed on the Helpline website. While providing your identity may assist CyrusOne in addressing your questions or concerns, please note that, if you choose, you may remain anonymous. Special processes and masking software are in place to ensure that any phone call, e-mail or web- posting will remain anonymous and confidential.

The Ethics & Compliance Helpline should be used to report any concerns you may have about the ethics or practices of CyrusOne Employees. You can call this number any time and your call will be completely confidential, or you may leave your name and phone number. The Ethics & Compliance Helpline will quickly report your concerns to the CyrusOne Ethics Contacts (generally the Chief Financial Officer and the General Counsel) who will review each submission, answer questions and investigate, as determined appropriate in accordance with the relevant applicable laws (and notably the General Data Protection Regulation (“GDPR”), applicable in the EU). All issues reported will be addressed. Information reported to the Ethics & Compliance Helpline should be as specific as possible so we may fully address your concerns in a timely manner.

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