SALESFORCE.COM

SUPPLIER CODE OF CONDUCT
INTRODUCTION
The reputation of salesforce.com and its subsidiaries and affiliates (the Company) depends upon the personal commitment of all employees, temporary service workers, independent contractors, officers and members of the Board of Directors of the Company (together "Company Personnel"). It also depends on the commitment of Suppliers to the Company. A "Supplier" is an entity or individual that sells, or seeks to sell, goods or services to the Company, and the Company's employees, agents and other representatives.

As a Supplier to the Company, salesforce.com expects you to conduct business activities with integrity and fairness and in accordance with the highest ethical standards of corporate leadership and citizenship. This commitment is the cornerstone of the Company’s vitality and long-term success. By conducting business in this manner, we honor Company Personnel, customers and Suppliers, demonstrate how much we value them, and help to build a relationship based on trust. The Company also values the communities in which we live and do business and strongly believes that we have a social responsibility to help improve them.

The Supplier Code of Conduct ("the Supplier Code") describes the kind of behavior required of all Suppliers worldwide. Because we operate in many countries and are subject to different laws, customs, and practices, we will be most successful only if we are committed to a common set of values and standards. These standards apply while working or performing community service, whether on premises, at off-site locations, or at any other place where you are acting as Supplier to the Company, including at Company-sponsored business and social events. Suppliers should exercise good judgment to maintain an honest, cooperative, positive, and productive work environment and to ensure the safety and welfare of all Company Personnel, customers, and others you encounter during your daily activities.

Salesforce.com is committed to honest and ethical conduct and fair dealing among customers, suppliers, partners, employees, and competitors. No one may take unfair advantage of another through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing or practice. At all times we must be in compliance with the letter and spirit of all applicable laws, rules, and regulations in the jurisdictions in which we operate.

Note that this Supplier Code cannot, by any means, cover every possible situation that may pose an ethical concern. The Supplier Code does not necessarily take into account all local legal requirements, and where more restrictive local laws or requirements exist, those take precedence. Suppliers are expected to use your sound judgment in all situations and to seek guidance if necessary. If you have any questions or concerns, please contact the Company’s Vice President of Procurement. The Vice President of Procurement will work with the Company General Counsel, who is also the Company’s Compliance Officer to address questions or concerns raised about or as a result of this Supplier Code. As discussed in further detail in the Supplier Code, you are required to read, understand, and comply with this Supplier Code, uphold these standards in day-to-day activities, participate in required training on the Supplier Code, and obtain assistance if you are unsure how to resolve a compliance concern or business practice, report any violations, and cooperate fully in any investigation.

Salesforce.com will include a Supplier’s commitment and adherence to this Supplier Code in its decision whether or not to award or renew business with that Supplier.

BUSINESS AND EMPLOYMENT RELATIONSHIPS
The Company affirms the principle of equal employment and business opportunities without regard to race, religion, national origin, gender, age, physical disability, pregnancy, marital status, or sexual orientation. Company policy prohibits harassment in any form, and we require Service Providers to provide a work environment free from harassment. We require that Suppliers practice and promote policies in all locations, consistent the Company’s policies and local laws. We require Suppliers to uphold the human rights of workers, and to treat them with dignity and respect as understood by the international community.
REPORTING VIOLATIONS

Suppliers must report any violation or suspected violation of this Supplier Code of Conduct to the Company’s Vice President of Procurement, by calling 866-ETHICS-P (866-384-4277) or by visiting www.ethicspoint.com on the internet. The Company’s efforts to ensure observance of and adherence to the goals and policies outlined in this Supplier Code mandate that you promptly bring to the attention of the Company’s Vice President of Procurement any material transaction, relationship, act, failure to act, occurrence, or practice that you believe, in good faith, is inconsistent with, in violation of, or reasonably could be expected to give rise to a violation of this Supplier Code. Suppliers must report any suspected violations of the Company’s financial reporting obligations or any complaints or concerns about questionable accounting or auditing practices in accordance with the procedures set forth below.

In the event you believe a violation of the Supplier Code, or a violation of applicable laws and/or governmental regulations has occurred or you have observed or become aware of conduct which appears to be contrary to the Supplier Code, immediately report the situation to the Vice President of Procurement, a member of the Company’s Global Procurement, Travel and Expense organization, or the Company’s Vice President of Procurement. The Vice President of Procurement or member of the Global Procurement, Travel and Expense organization, who receives any report of a suspected violation must report the matter to the Company’s Vice President of Procurement.

If you have or receive notice of a complaint or concern regarding the Company’s financial disclosure, accounting practices, internal accounting controls, or auditing, you must immediately advise the Company’s Vice President of Procurement.

Suppliers are expected to become familiar with and understand the requirements of this Supplier Code. If you become aware of a suspected violation, do not try to investigate it or resolve it on your own. Prompt disclosure to the appropriate parties is vital to ensure a thorough and timely investigation and resolution. Appropriate personnel will review the circumstances as promptly as possible, and delay may affect the results of any investigation. A violation of the Supplier Code, or of applicable laws and/or government regulations, is a serious matter and could have substantial, adverse legal implications. Allegations of such behavior are not taken lightly and may not be made to embarrass someone or put him or her in a false light. Reports of suspected violations should always be made in good faith.

When an alleged violation of the Supplier Code, applicable laws and/or government regulations is reported, the Company will take appropriate action in accordance with the compliance procedures outlined in the Supplier Code. Suppliers are required to cooperate in internal investigations of alleged misconduct or violations of the Supplier Code or of applicable laws or regulations.

COMPLIANCE

The Company has established this Supplier Code as part of its overall policies and procedures. To the extent that any other Company policies and procedures may conflict with this Supplier Code, you should follow this Supplier Code. The Supplier Code applies to all Suppliers in all locations.

The Supplier Code is based on the Company’s core values, good business practices, and applicable law. The existence of a Supplier Code, however, does not ensure that directors, officers, and employees will comply with it or act in a legal and ethical manner. To achieve optimal legal and ethical behavior, the individuals subject to the Supplier Code must know and understand the Supplier Code as it applies to them and as it applies to others. Suppliers must become familiar with, understand the requirements of and assist others in knowing and understanding it. Most importantly, you must comply with the Supplier Code.

SCREENING OF EMPLOYEES
Suppliers shall exercise due diligence when hiring and promoting employees and, in particular, when conducting an employment search for a position involving the exercise of substantial discretionary authority, such as a member of the executive team, a senior management position, or an employee with financial management responsibilities. The Company shall make reasonable inquiries into the background of each individual who is a candidate for such a position. All such inquiries shall be made in accordance with applicable law and good business practice.

CONSEQUENCES OF VIOLATING THE CODE
Violation of the Supplier Code or any applicable law may result in immediate termination of your relationship and agreement with salesforce.com. The Company’s Vice President of Procurement shall be responsible for determining whether to terminate the relationship. In addition to immediate termination of a Supplier relationship, the Company will impose discipline, as appropriate, upon (i) any supervisor who directs or approves the Supplier’s improper actions, or is aware of those actions but does not act appropriately to correct them; (ii) upon other individuals who fail to report known non-compliant conduct; and (iii) against employees who attempt to retaliate against a Supplier who reports an actual or potential violation of applicable laws or the Supplier Code. In addition to terminating the Supplier relationship, the Company will bring any violations of law to the attention of appropriate law enforcement personnel.

HANDLING PROPRIETARY AND CONFIDENTIAL INFORMATION
In the course of your providing goods and/or services to the Company, you may have access to Proprietary Information. Proprietary Information is Company information not known to the public that may have intrinsic value or that may provide the Company with a competitive advantage. It includes, for example, sales forecasts, business, product or marketing plans, computer programs, software and other inventions or developments (regardless of the stage of development), customer lists, prospects, financial information, business practices and intellectual property. In the course of your provision of goods and/or services to the Company, you might also have access to Confidential Information. Confidential Information is information that is not generally known to the public about the Company, its customers (including without limitation data that our customers upload into our service), employees or other parties with which the Company has a relationship. The same information can be both confidential and proprietary. Confidential Information includes, for example, financial information, restructuring or reorganization plans, personal information, legally privileged communications and materials, securities issuance, buyback or tender plans, business plans and projections, and the existence and terms of agreements with customers or counterparties.

Proprietary and Confidential Information may be present in various media and forms, including written documents, computer files, diskettes, audio and videotapes and oral communications.

Maintaining the confidentiality of this information is vital to the Company’s competitive position in the industry and, ultimately, to its ability to achieve financial success and stability. Suppliers must protect this information by safeguarding it, using it only for business needs and disclosing it only when authorized to do so and to those who have a legitimate business need to know about it. Do not display, review or discuss Proprietary or Confidential Information in public places or in front of third parties. In addition, exercise care when sending or discussing Proprietary or Confidential Information on voicemail, electronic mail, fax machines or message services.

You should be aware that your duty of confidentiality applies during and even after your Supplier relationship with the Company. You may not use or disclose such information for your own benefit or for the benefit of other customers, a new customer or prospective new customer.

The Company will pursue legal remedies for any unauthorized disclosures of Proprietary and Confidential Information. You should report violations or suspected violations of this policy to the Company’s Vice President of Procurement.
FINANCIAL INTEGRITY, RECORDS AND ACCOUNTING

Accurate and reliable financial and business records are of critical importance in meeting your financial and business obligations to the Company. You must not have any false or inaccurate entries in the accounting books or records related to your provision of goods and/or services to the Company for any reason. We expect that employees and Service Providers will comply with this policy, and with all applicable laws and regulations.

DOCUMENT RETENTION

In general, you should keep documents and records that are necessary for conducting business and maintaining adequate records of the Supplier’s historical business with the Company, but should dispose of unnecessary documents, drafts, and duplicates (in both hard copy and electronic formats). Keeping good records and disposing of unnecessary ones creates efficiencies, conserves valuable electronic and physical storage resources, reduces time spent reviewing irrelevant or superseded records, and helps the Supplier focus better on its operations and customers. In addition to retaining records as a matter of good business sense, Suppliers also may be required to retain certain records by law or regulation.

GIFTS, GRATUITIES, AND FAVORS

Giving and receiving gifts as part of business dealings can create conflicts of interest. The purpose of gifts and favors is generally to create marketing awareness and good will. If they do more than that, and unduly influence judgment or create a feeling of obligation, they may not be given or accepted.

Company Personnel must not give gifts to or receive gifts from Suppliers, if they create a conflict. Examples are: vacations, stock or any other items of more than a nominal value (greater than $150). Company Personnel should decline such gifts and tell the giver that Company policy prohibits their acceptance. If Company Personnel are giving Suppliers items of nominal value that are permissible hereunder, they must ensure that the recipient’s company policy allows him/her to accept the gift. Other than items of a nominal value Suppliers must not give gifts to Company business contacts, relatives, or others who have a business relationship with the Company. Company Personnel may pay for or accept business entertainment such as meals and sporting event tickets if the expense is reasonable and directly related to Company business. A final test of appropriate business courtesies is whether public disclosure would be embarrassing to the Company or the recipient.

Because salesforce.com is registered under the Federal Lobbying Disclosure Act ("LDA"), the Company, its lobbyists, and employees are subject to Federal laws that prohibit the use of Company resources to provide a Member of Congress or Congressional staff with any benefit, such as a gift or taking them to a sporting event or out for a meal. Company policy prohibits using Company funds or resources to provide any gift, meal, entertainment, or any other thing of any value to a Member of Congress or staff or other federal government official. Note that while the new law does not apply to gifts to Federal Executive Branch officials, the Company’s policy prohibiting gifts nevertheless applies to all government officials or to state and local government officials. This is because executive branch employees already are subject to strict limitations on accepting gifts from private sources, such as a per gift, per official maximum limit of $20 for any gift and a $50 a year aggregate limit per official from any single source, assuming no exception applies which is the case for one-on-one or small group meals. The Company and its Suppliers, partners and employees are treated as a single source for purposes of this rule. If you have any questions about the applicability of these requirements to any particular situation, please contact the Company’s Vice President of Procurement.

Suppliers must also use special care when operating in countries with cultures and laws that are different from their own. You may give or accept gifts if not doing so would reflect
unfavorably on the Company, but such gifts must be reported to the Company. In no event should you ever give gifts if it would violate either U.S. laws or the laws of the country in question. The Company as part of its marketing efforts may from time to time invite and pay for attendance of customers or others at its events that have been approved by the CEO and notice made to Corporate Marketing. In addition, the President’s Committee may in its discretion as a waiver of this Supplier Code, permit attendance of Company employees at similar events sponsored by the Company’s vendors, customers, partners, or other third parties in connection with the employee’s duties with the Company.

**MISREPRESENTATION OF FACTS**

Misrepresenting facts about the Company, its services or products, or other aspects of its business is against Company policy. You may not misrepresent the capabilities of the Company’s services or the ability of the Company to provide a solution to a customer. If a Supplier makes false or misleading statements regarding the Company’s competitors, customers or suppliers, or their products, it will result in immediate termination of the Supplier’s relationship with the Company.

**INSIDER TRADING**

Suppliers are prohibited under both federal law and Company policy from purchasing or selling Company stock, directly or indirectly, on the basis of material, non-public information about the Company (also called "Insider Information"). Insider Information may include but is not limited to financial or business information (for example, nonpublic company earnings); operating developments; proposed corporate transaction and reorganizations. Any person possessing Inside Information about the Company must not engage in transactions involving Company securities (including any derivatives thereof) until this information has been released to the public and the market has an opportunity to absorb and react to it. You are also prohibited from "tipping" other people by passing along material and non-public information about the Company.

The misuse of Inside Information may result in, among other things, regulatory inquiry, litigations, adverse publicity for the Company and you, and disciplinary action, up to and including termination of Supplier relationship.

**FULL, FAIR, ACCURATE, TIMELY, & UNDERSTANDABLE DISCLOSURE**

It is of paramount importance to the Company that all disclosure in reports and documents that the Company files with, or submits to, the Securities and Exchange Commission and in other public communications made by the Company is full, fair, accurate, timely, and understandable. You must take all steps available to assist the Company in these responsibilities consistent with your Supplier role to the Company. In particular, you are required to provide prompt and accurate answers to all inquiries made to you in connection with the Company’s preparation of its public reports and disclosure.

**INFLUENCING AUDITORS**

Supplier may not influence, coerce, manipulate, or mislead any auditor, internal or independent, who is auditing the Company’s financial statements, for the purpose of rendering the financial statements materially misleading, or for any other purpose.

**FOREIGN CORRUPT PRACTICES ACT, BRIBERY, KICKBACKS, AND OTHER IMPROPER PAYMENTS**

You must not directly or indirectly promise, offer, or make payment in money or anything of value to anyone, including a government official, agent, or employee of a government, political party, or business entity, with the intent to induce favorable business treatment or to improperly affect business or government decisions. You must use discretion and care to ensure that expenditures are in the ordinary and proper course of business and are not bribes or improper inducement.
You should be aware that the Company is subject to a set of laws known as the Foreign Corrupt Practices Act (FCPA) with which you must comply. In general, the FCPA prohibits U.S. companies and their subsidiaries (including all officers, directors, employees, and agents thereof) from making payments or gifts of anything of value to foreign government officials for the purpose of influencing such an official to obtain or retain business. Also prohibited are payments made with a wrongful or corrupt intent, i.e., payments the Company knew or should have known were intended to influence the official or the government. Companies also may not circumvent the FCPA by using a third party to make such payments or arrangements. There are a few very narrow exceptions to these prohibitions.

If a company is public, the FCPA requires it to maintain certain internal accounting controls and to keep books and records that accurately reflect all transactions. There are criminal and civil penalties for violations. For clarification of FCPA and similar responsibilities, please contact the Company’s Vice President of Procurement.

PROTECTION AND PROPER USE OF COMPANY ASSETS
Company assets and property may be used only for legitimate business purposes, and you should take appropriate safeguards to prevent misuse, loss, or theft. Company assets are both tangible and intangible, and include intellectual property such as trade secrets, patents, trademarks, and copyrighted materials, business and marketing plans, engineering and design documents and ideas, Company records, salary and evaluation information, and any unpublished financial data and reports. Unauthorized use, alteration, destruction, disclosure, possession, or distribution of Company assets violates Company policy and this Supplier Code. The data that customers have entrusted to the Company are also a Company asset, and you should in every instance follow the Company’s policies regarding access to and use of that data.

Obtaining, distributing, or using unlicensed copyrighted software or information, without proper authorization from the copyright holder, is prohibited. You must respect at all times all copyright protections regarding use of software and information, and must attribute authorship where appropriate. With respect to software, copying unlicensed, copyrighted software to a Company computer is not only illegal, but also exposes you as well as the Company to liability for copyright infringement. If you have unlicensed software on your Company-issued equipment you will be subject to disciplinary action, up to and including termination of employment. The Company requires you to respect the intellectual property rights of others.

FAIR DEALING
You should endeavor to deal honestly with the Company’s customers, suppliers, competitors, and Personnel. Under federal and state laws, the Company is prohibited from engaging in unfair methods of competition and unfair or deceptive acts and practices. You must not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing.

Examples of prohibited conduct include, but are not limited to:

- engaging in bribery or payoffs to induce business or breaches of contracts by others;
- acquiring a competitor’s trade secrets through bribery or theft;
- making false, deceptive, or disparaging claims or comparisons about competitors or their products or services; or
- mislabeling products or services.

ANTITRUST COMPLIANCE. COMPETITION
The Company is committed to fair competition and adherence to antitrust laws. It is prohibited for Suppliers to enter into an agreement or understanding (written or oral, expressed, or implied) with any competing Supplier concerning the following: prices, discounts or other terms or conditions of sale, profits or profit margins, costs, allocation of products or geographic markets, allocation of customers, limitations on production, boycotts of customers
or suppliers, or bids or the intent to bid, or even to discuss or exchange information on these subjects. These are only some of the activities that could violate antitrust laws.

**COMPLIANCE WITH EXPORT LAWS**
Export control laws govern the export of commodities, technical data, and written or oral disclosures of technical data from the United States, as well as trade with and the provision of services to, certain individuals, entities and nations. The Company requires Suppliers to comply fully with these laws. If you have any questions or would like to seek advice regarding export compliance, please contact the Company’s Vice President of Procurement.