

Fair Competition Policy

1. Noventiq's commitment

This Fair Competition Policy (the "**Policy**") establishes Noventiq's expectation that employees conducting business activities on behalf of Noventiq do so in a way that supports open and fair competition, with honest and transparent business practices that comply with competition and antitrust laws.

Noventiq believes that fair competition in open markets enables Noventiq to make the best use of resources and find innovative ideas to develop new ways of doing business and acquiring clients. Professional, honest and straightforward business practices protect Noventiq's reputation and ensures Noventiq and its employees do not violate competition laws, which have severe penalties.

2. Scope

This Policy applies to Noventiq Holdings PLC and its subsidiaries ("**Noventiq**") and all employees, including directors, officers, independent contractors, and other persons subject to an employment-type relationship with Noventiq ("**Employees**"), as well as business partners acting on behalf of Noventiq. It should be read in conjunction with The Noventiq Way (the "**Code**") and its underlying policies. The terms in this Policy have the same meaning as those definitions in the Code.

3. Unfair practices and anticompetitive conduct

Employees must not engage in or appear to engage in actions that could unjustifiably exclude or reduce competition in any market. Employees must not misrepresent, manipulate, conceal, or misuse confidential information and must not engage in disparaging comments about competitors or unfair practices with stakeholders, customers, business partners, competitors, and other Employees. Employees should only obtain information about competitors and their products, services, technologies, prices, marketing campaigns, etc., by legal and ethical means.

Employees must also not cause Noventiq to engage in any business relationship or cartel conduct that eliminates or discourages competition or gives it an undue competitive advantage. Prohibited activities include, but are not limited to, price-fixing agreements, illegally boycotting suppliers or customers, bid rigging, cartel conduct, unfair practices, exclusive dealings, misuse of market power, controlling the production or limiting the supply of goods and services, excessive conduct, concerted practice, price spreading, price-fixing to eliminate a competitor, entering into an illegal agreement or arrangement with competitors to divide a market or engage in customer or personnel poaching practices, and exchanging confidential information.

Common forms of prohibited conduct are described below. Employees should **immediately** seek advice from the Legal team or the Ethics and Compliance representative if they are

unsure about something that might be considered unfair practice or anticompetitive conduct.

Bid rigging

Bid rigging occurs when competitors coordinate bids and one or more competitors agree to submit or not submit a bid, withdraw it, or submit an agreed offer when the entity requesting bids is unaware of the agreement between the parties.

Price fixing and price spreading

Price fixing is an agreement (in writing, verbal, or inferred by conduct) between competitors that raises, lowers, or stabilizes prices or competitive terms. Price fixing occurs when two or more competitors agree to take actions that will increase, lower, or stabilize the price of any product or service without legitimate justification, or when competitors agree to eliminate another competitor. Price spreading occurs when competitors agree on methods to inform prices and coordinate sales with uniform prices.

Market division

Market division occurs when competitors agree to divide or assign customers or geographic markets, restrict the production of a product by selling quotas among competitors, or take other measures instead of making independent decisions about where to operate, whom to buy from, and which customers to pursue. Market division includes assigning customers by geographic area, agreeing not to compete for each other's customers, and agreeing not to enter or expand into a competitor's market.

"No-Poach" agreements

No-poach agreements occur when competitors mutually agree not to solicit or hire employees from each other. They are illegal unless "reasonably necessary" for the parties to affect a broader agreement, such as a joint venture or a merger and acquisition agreement, subject to certain conditions.

Anticompetitive exchange of confidential information

The prohibited exchange of confidential information (such as prices, costs, or profits) occurs when parties that compete, even if contemplating a transaction or exchanging information in another context, discuss or exchange information that negatively affects competition between them. In the context of mergers and acquisitions due diligence, agreements are established to ensure that exchanged confidential information cannot be used for any commercial purpose other than the contemplated transaction.

Abuse of dominant position

Abuse of dominant position (or abuse of market power) occurs when a dominant firm or group of firms substantially prevents or lessens competition with acts that seek to eliminate or punish competitors, or simply prevent potential competitors from entering a market. Abuse of dominant position also occurs when a party controls production or limits the supply of goods and services to restrict competition. Examples of actions that could be considered

abuse of dominant position include margin squeezing or selling services below cost to punish a competitor.

4. Interactions with competitors

Noventiq and its Employees must ensure that conversations and communication in any format (e.g. meetings, emails, communication via messenger tools) or exchanges of confidential information do not lead to illegal agreements, including verbal agreements, particularly at industry events, meeting of industry clusters and informal social gatherings. In any situation where there is conversation between competitors, Employees must do the following:

1. Avoid exchanging information with a competitor about prices, costs, profits, rates, contractual or bidding terms, charges, commissions, or discounts related to current or future customers, contractors, or suppliers; and the allocation of work, markets, territories, or customers.
2. Avoid making any statement that suggests or implies an anticompetitive agreement with a competitor. This includes avoidance to respond to communication received via email or other electronic communication channels prior to receiving advice from the legal team or the Compliance and Ethics representative.
3. If the Employee witness an anticompetitive discussion, the Employee must refrain from participating in it and should not remain silent. Upon exiting the discussion, the Employee should request that it be noted in the meeting minutes that they did not participate in the discussion and are leaving the meeting.

Teams, joint ventures, or consortium agreements are examples of legal collaboration among natural competitors and can foster a fair competitive environment. However, when there is an opportunity for a legal collaboration relationship, Employees should be careful about the type of information exchanged and when it is exchanged. Generally, competition laws prohibit agreements that fix prices, allocate markets, or restrict production that are not implemented as part of a legitimate collaboration, alliance, or joint venture.

Employees should not exchange confidential information, such as prices, costs, or profits, with competitors without proper authorization for the commercial purpose of exchanging information and should obtain regional Legal review before agreeing to a price related to a bid with a competitor in any circumstance, even if the agreement is disclosed to the bidding authority.

If an Employee finds themselves in a meeting or conversation that includes competitors where anticompetitive behaviors or actions are mentioned, the Employee must withdraw from the situation, document their concern, and consult with a senior manager or the regional Compliance and Ethics representative who will help determine if further investigation and preventive measures are needed.

5. Non-compliance

Noventiq has a zero-tolerance stance against all unfair practices or anticompetitive conduct by Employees or business partners acting on its behalf. Anticompetitive behavior will constitute a violation of the Code, and consequences will be applied up to and including termination of employment. Additionally, anticompetitive practices are illegal, and penalties can be severe. Violating competition law, can have legal and regulatory consequences, including civil and criminal penalties, such as possible imprisonment, monetary fines, and penalties for Noventiq and its employees, reputational damage, and disqualification of Noventiq from bidding on public projects. Courts can also issue orders and impose restrictions on companies to prevent them from continuing or repeating anticompetitive conduct.

6. Where to seek help

Employees can seek advice from the Legal team or the Ethics and Compliance representative if they are unsure about something that might be considered anticompetitive conduct or if they have any questions about any aspect of this Policy.

7. Reporting suspected violations

Potential non-compliance with this Policy by Noventiq, its Employees, or any third party with whom Noventiq does business or plans to do business must be reported promptly. Employees can report suspected illicit conduct to their manager, the Legal team, their regional Ethics and Compliance representative, or the Noventiq Ethics and Compliance department at compliance@noventiq.com. Additionally, suspected illicit conduct can be reported confidentially and anonymously through the Noventiq Speak up channel, where permitted by applicable law. For more information on reporting suspected misconduct, consult [The Noventiq Way](#) and the [Speak Up Policy](#).

8. Revision history

Issue Version	Issue date	Reviewed by	Approved by
0.1	November 2024	Marcela Santos Elina Girne	Gareth Tipton
1.0	November 2024	Gareth Tipton	Herve Tessler

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