

# **Conflict of Interest (COI) Policy**

## **1. Summary**

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The relationship between **Noventiq** and its **Employees** and **Business Partners** should be based on mutual trust. **Employees** and **Business Partners** must seek to avoid any relationship, influence or activity that will impair, or appear to impair, their ability to do their job or make fair and objective decisions when performing their job, or that is not in the best interests of **Noventiq**, in accordance with this Policy.

The appearance of a **Conflict of Interest** can often do as much harm as the actual existence of one as that can raise doubts, arouse suspicions or could adversely affect the confidence of co-workers, customers, vendors, suppliers, shareholders and others, in the integrity of **Noventiq** or its procedures.

This Policy establishes the standards and describes the instructions to be followed by **Noventiq's Employees** and **Business Partners** when doing business around the world in order to prevent an actual or perceived **Conflict of Interest**.

## **2. Scope**

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This Policy applies to all **Employees** of **Noventiq**, including **Directors** and **Business Partners**.

## **3. Terms and definitions**

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Any defined terms in this Policy are in bold and shall have the following meanings.

**Conflict of Interest** means any situation in which a person, or a family member, has a personal or outside interest that may appear to influence the objective exercise of judgement in official duties for **Noventiq**, regardless of whether it would actually influence that exercise of judgement.

**Conflict of Interest** may take many different forms that include, but are not limited to, the following examples (also applies to **Business Partners**):

- **Employees'** ability to use their position with **Noventiq** to their personal advantage;
- **Employees** engaging in activities that will bring direct or indirect profit, benefit or advantage to a competitor;
- **Employees** owning shares of a **Direct Competitor's** stock;
- **Employees** using connections obtained through **Noventiq** for their own private purposes;
- **Employees** using **Noventiq**'s equipment or means to support an external business;
- **Employees** having an ongoing personal relationship with another **Employee** working in **Noventiq**, particularly in the same team or managerial reporting line;

- **Employees** having other family members working in **Noventiq**, particularly in the same team or managerial reporting line.

**Director** means any member of the governing Board of a corporation, association, or other incorporated body.

**Employee** means each manager, **Director**, **employee**, worker or officer hired on a permanent basis or under a fixed-term or casual employment contract by **Noventiq**, including any of **Noventiq**'s agency workers, temporary workers, casual workers, part-time workers, trainees or interns.

**Business Partner** means any person who provides services to **Noventiq** or who otherwise acts for and/or on behalf of **Noventiq** including service providers, consultants, advisers, contractors, distributors, agents, commercial intermediaries and other intermediaries.

**Noventiq** means Noventiq Holdings Plc (or any successor) and any entity, operation or investment more than 50% owned by Noventiq Holdings Plc directly or indirectly.

**Family Member (or Relative)** means a person who is part of an **Employee**'s family. This relationship could be immediate or extended.

- Immediate Family Member – This includes child, stepchild, grandchild, parent (mother, father), stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law or any other person living in the same household.
- Extended Family member – This may include aunts, uncles, cousins, nephews, nieces, and siblings-in-law.

**Close/Personal Relationship** means a regular and ongoing relationship between people, that is romantic, familial or financial. Examples can include:

- **Employees** who are married, dating, in a partnership or a co-habiting arrangement or other similar relationship, regardless the position or role they have within **Noventiq**;
- Immediate or extended **Family Members**;
- Other relationships with any other individuals with whom there is a **Personal Relationship** e.g. friendships or business associates;
- Where one of the individuals in the **Personal Relationship** is employed by **Noventiq** and the other is employed by an organization with whom **Noventiq** has a partnership operation and both individuals have a work relationship in that partnership.

**Financial Interest** means anything of monetary value, including, but not limited to, salary or other payment for services, equity interests and/or the value of intellectual property rights. This interest exists when an employee has, directly or indirectly, through business, investment, or **Family Member**:

- An ownership or investment interest in any entity/organization with which **Noventiq** has a transaction or arrangement,

- A compensation arrangement with an entity/organization or individual with which **Noventiq** has a transaction or arrangement, or
- A potential ownership or investment interest in, or compensation arrangement with, any entity/organization or individual with which **Noventiq** is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favours that are not insubstantial.

**Direct Competitor** means other businesses offering the same services for the same client needs in the same market as **Noventiq**.

**Side/Outside Interest** means a side job, side business or an arrangement to provide outside services. This includes any additional, second job, situation or activity that an employee takes or has in addition to their job in **Noventiq** in order to either supplement their income or to contribute to the society. This may include ownership or participation in other businesses, consulting, advisory or freelancing services, charitable and/or community work or any other side activity paid or non-paid.

**Business Courtesy** means a present, gift, gratuity, hospitality, or favour from persons or firms with whom **Noventiq** maintains or may establish a business relationship and for which fair market value is not paid by the recipient.

**Public Official** means any:

- government official or any person who is authorized by law to perform any public function;
- elected or appointed official;
- employee or officer of government and/or local authority, including, but not limited to, educational, health care and military institutions, law enforcement and customs authorities, taxation and migration services, organizations that issue state licenses, sanctions and permits;
- employee or officer of a company, enterprise, agency, business organization or entity that is wholly or partly owned or controlled by the state;
- employee or officer of international organizations, including, but not limited to, the United Nations Organization, International Olympic Committee, International Committee of Red Cross and Red Crescent;
- leader and activist of a political party;
- candidate for a political office;
- members of royal families;
- honorary government officials; and
- other persons who hold a legislative, administrative, military or judicial position of any kind.

## **4. Provisions**

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**Employees** and **Business Partners** should not act in a manner that is not in the best interests of **Noventiq** or that could adversely affect the confidence of our customers, suppliers or employees in the integrity of **Noventiq** or its procedures.

In order to maintain the highest degree of integrity in the conduct of **Noventiq**'s business, and given the evolving nature of the **Noventiq**'s business, including the acquisition of new businesses, every **Employee** or **Business Partner**, must make prompt and full disclosure of **Side Interests**, obligations or relationships as well as any known or potential **Conflict of Interest** as soon as they arise or when learning of its actual or apparent existence.

To prevent external/internal potential **Conflict of Interests**, **employees** must not:

- Engage in businesses, which may divert him/her to perform the job and achieve objectives according their **Employee or Business Partner** agreement;
- Maintain a financial interest in entities or organizations directly competing or providing services to **Noventiq**, as founders or managers (the **Employee's or Business Partner's** judgment is not considered to be impaired if they participate in any other organizations' equity through holding their shares and bonds, hence **Noventiq** won't ask you to disclose those);
- Work or collaborate directly with **Family Members** or with a person with whom the **Employee or Business Partner** has a close personal relationship, being in direct or indirect influence of each other. **Noventiq** may, in certain circumstances, restrict situations where **Family Members** or those in a **Close/Personal Relationship** work together.

## 5. Duty to disclose

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**Noventiq** expects the open declaration by its **Employees and Business Partners** of any current or potential **Conflict of Interest** with another **Noventiq** employee and/or their engagement/interest in other business areas, especially when these outside interests are substantial enough to impact (or perceived to impact) their judgment or in any way interfere with their duty to act in the best interest of **Noventiq**.

Disclosures must be notified to the individuals line manager. **Noventiq** also requires disclosure of any potential or current **Conflict of Interest** at any point in time through **Noventiq's** designated tools or platforms to formally record the necessary disclosures.

Line managers and supervisors must also keep an eye on potential **Conflict of Interests** of their subordinates and report it as appropriate.

Please refer to the Privacy Notice section (Appendix A) of this document for details on how **Noventiq** processes the information provided and type of data collected as part of this process.

## **6. Investigating potential conflicts**

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When a possible **Conflict of Interest** arises, the Global Chief Compliance Officer with the support of the Ethics, Risk and Compliance team and Human Resources, will investigate and collect all of the pertinent information (including the retroactive review of any transactions that may have been affected) and may question any concerned parties. If it is determined that a conflict exists, steps will be taken to address the conflict, involving Human Resources and other relevant stakeholders as appropriate. If no conflict exists, the inquiry may be documented but no further action will be taken.

## **7. Disciplinary action**

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All **Conflicts of Interest's** will be reviewed on a case-by-case. In the event of a breach of this Policy, the Global Chief Compliance Officer in conjunction with the Human Resources VP will consider the matter, including if disciplinary action is deemed necessary. In the event an escalation is required, the matter will be referred to the **Noventiq** Risk Oversight and Compliance Committee for further consideration.

## **8. Questions and Reports of Violations**

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If you have any questions about this Policy or suspect a violation of this Policy, these can be raised with the **Global Chief Compliance Officer**, emailed to [compliance@Noventiq.com](mailto:compliance@Noventiq.com) or reported through the [Noventiq's Speak Up line](#).

## **9. Revision history**

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<b>Issue No</b>	<b>Version No</b>	<b>Issue Date</b>	<b>Summary of Changes</b>
1	1.0	April 4, 2022	Initial Document
2	2.0	April 12, 2022	Revision of Initial Document
3	3.0	April 19, 2022	Final Document
4	4.0	Feb 27, 2023	Change to reflect Noventiq Holdings

**Gareth Tipton**

**Global Chief Compliance Officer and VP Legal, Governance & Compliance**

## **Annex 1 – Type of data collected**

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- Ownership/**Financial Interests or Outside Interests**, Service or Affiliations in Other Businesses or Organization even if those are not **Noventiq** competitors or are not perceived as causing a conflict with your **Noventiq**'s employment (e.g. Charities, NGO's, business in a different industry sector, etc.). Financial Interest can be direct (such as ownership or equity) or indirect (reciprocal relationships such as partnerships, or arrangements)
- **Family or Close Personal Relationship** within other employees or personnel working on behalf of **Noventiq**; or
- **Family or Close Personal Relationship** outside **Noventiq** involved in companies with which **Noventiq** do businesses or any other activities that are (or might be perceived as) a conflict of interest with respect to **Noventiq**. Examples: they are somehow associated with an organization that does business with or a **Direct Competitor**; they have a personal relationship with someone employed by a competitor or company that does business with **Noventiq**; they have a relationship with a trustee, officer, board member, or key employee of **Noventiq**.
- Ownership of Intellectual Property in the Information Technology field or related areas, even if this is not yet completed or if there are plans to do so in the future.
- Political Activity such as elected, appointed or advisory position at any government level or as a candidate for a political position.
- Exchanging **Business Courtesies**: While their exchange can help build business relationships, accepting or providing business, services, gifts or hospitality that are excessive or inappropriate can harm your reputation and the reputation of **Noventiq**. Offering (including a donation) or accepting services, gifts or entertainment (specially to a **Public official**) can potentially be problematic because those can be viewed as attempts to influence the performance of duties and, in some cases, could create a conflict of interest. For detailed information on what constitutes and attempt of Bribery/Corruption and other **Noventiq**'s guidelines governing gifts and hospitality and donations, please refer to [Noventiq's Corporate and Ethics Compliance](#), our [Anti-Bribery and Anti-Corruption Policy](#) and your local Gift and Hospitality and donation guidelines.
- Any other circumstance that creates an actual or apparent **Conflict of Interest** including family or other personal relationships, which might dissuade you from acting in the best interest of **Noventiq**.

## **Annex 2 – Consent jurisdictions**

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**The undersigned, in my capacity as a Softline Employee, I hereby consent to the processing of the personal data as stated in the above Privacy Notice, including international transfer of this data. The consent shall be valid for the entire duration of the processing activity.**

(✓ =yes, x = no)

Country	Processing	Transfer UK	Transfer EEA
<b>Argentina</b>	x	x	x
<b>Armenia</b>	✓	✓	✓
<b>Azerbaijan</b>	✓	✓	✓
<b>Bahrain</b>	x	✓	✓
<b>Bangladesh</b>	✓	✓	✓
<b>Belarus</b>	x	x	x
<b>Brazil</b>	x	x	x
<b>BVI</b>	x	✓	✓
<b>Chile</b>	✓	x	x
<b>Colombia</b>	✓	x	x
<b>Costa Rica</b>	✓	✓	✓
<b>Cyprus</b>	x	x	x
<b>Dominican Republic</b>	x	x	x
<b>EEA</b>	x	x	x
<b>Egypt</b>	x	✓	✓
<b>El Salvador</b>	x	x	x
<b>Estonia</b>	x	x	x
<b>Georgia</b>	x	✓	✓
<b>Hong Kong</b>	✓	x	x
<b>India<sup>1</sup></b>	x	x	x
<b>Kazakhstan</b>	✓	✓	✓
<b>Kyrgyzstan</b>	✓	✓	✓
<b>Latvia</b>	x	x	x
<b>Lithuania</b>	x	x	x
<b>Malaysia</b>	✓	x	x
<b>Mexico</b>	✓	x	x
<b>Moldova</b>	x	x	x
<b>Mongolia</b>	x	x	x
<b>Myanmar</b>	x	x	x
<b>Nicaragua</b>	✓	✓	✓
<b>Paraguay</b>	x	x	x
<b>Peru</b>	✓	✓	✓
<b>Philippines</b>	x	x	x

<sup>1</sup> For Special Category of Personal Data Consent (SPDC) is the only base of processing and transfer. In India, SPDC is: passwords, financial information, physical, physiological, or mental health conditions, sexual orientation, medical records and history, and biometric information

<b>Serbia</b>	x	x	x
<b>Switzerland</b>	x	x	x
<b>Tajikistan</b>	✓	✓	✓
<b>Thailand</b>	x	x	x
<b>Turkey</b>	x	✓	✓
<b>Ukraine</b>	x	x	x
<b>United Kingdom</b>	x	x	x
<b>Uruguay</b>	✓	x	x
<b>Uzbekistan</b>	✓	✓	✓
<b>Venezuela</b>	✓	✓	✓
<b>Vietnam</b>	x	✓	✓
<b>Cambodia</b>	✓	✓	✓
<b>Ecuador</b>	✓	✓	✓
<b>USA</b>	x	x	x
<b>Guatemala</b>	✓	x	x
<b>Honduras</b>	✓	x	x
<b>Myanmar</b>	✓	✓	✓