



The Noventiq Way

Our Code of Conduct

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Forewords from our Chairman and CEO



Jacques Guers
Chairman of the Board



Hervé Tessler
Chief Executive Officer

Noventiq is dedicated to helping organizations thrive in today's digital economy. With our global expertise, we offer tailored solutions that drive efficiency and security while delivering local outcomes. **The Noventiq Way**, our Code of Conduct, defines the important standards for doing business at Noventiq and provides the foundation for our long-term success as a Company. It guides every aspect of our daily lives and applies, without exception, to all employees and third parties working for Noventiq Group companies.

At Noventiq, we firmly believe that the way in which we achieve our business results is just as important as the results themselves. Therefore, we have a zero-tolerance policy towards any kind of misconduct. We expect all our employees and those that do business on our behalf to fully familiarize themselves with and adhere to **The Noventiq Way**, which has been designed to ensure the best possible outcomes for our customers, partners, colleagues, and the communities in which we operate. By driving sustainable performance for our Company, we strive to make a positive impact on the world around us.

Please, take some time to read and understand **The Noventiq Way**, speak up when you have any concerns, and always do what's right.

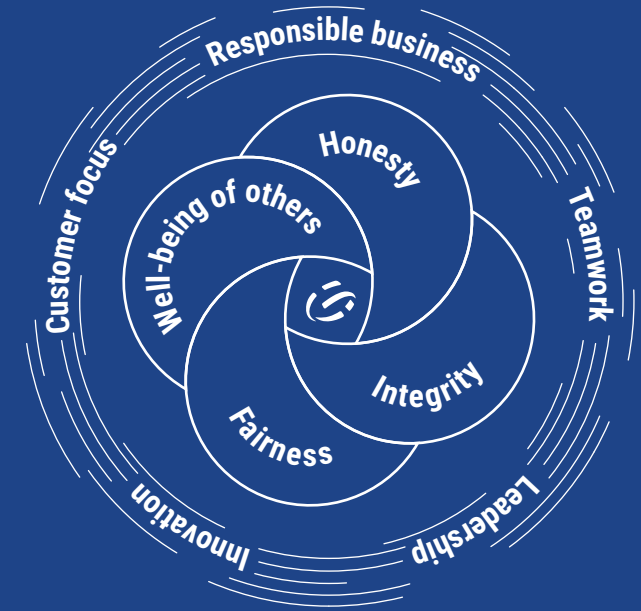
Our culture and values

Our Mission

We help organizations to transform and operate efficiently and securely in an increasingly digital economy.

Our Corporate values & ethical principles

We achieve our mission through our five corporate values. Our Ethical values are engrained with those, providing the moral compass by which we do business and make decisions.



Our ethical ambition

Together 100% compliance

To be recognized as one of the most ethical companies in the sector and among our business partners.

Our Strategy

Ensure consistent Noventiq ethical behaviour mindset in everything we do

A strong tone at the top

Strong foundations, the Noventiq way of doing business



Doing what is right

Doing the right thing and acting with integrity is the Noventiq way to do business. It helps us to build and preserve the trust that defines our success. The Company's corporate and ethical values portray this moral and ethical compass and guide our everyday activities.

How do I use 'The Noventiq way' to make good decisions?

'The Noventiq way' (our Code) will help and guide you through the core principles that should govern our behaviour in every activity you do on behalf of Noventiq.

Who must comply with our Code?

Everybody inside of Noventiq is expected to conduct with the highest moral and ethical standards when doing business; that means all employees and Board members, regardless of location, seniority level, business unit, function, or region, as well as the extended workforce (temps, vendors, and independent contractors) performing work or services for or on behalf of Noventiq.

The Code and our Business partners

We only do business with partners who share our values. **We require all business partners with a business relationship with Noventiq to adopt these high standards and to follow the spirit of Noventiq's Code.**

Noventiq's [Supplier Code of Conduct](#) complements our Code, setting the behaviours that rule our relationship.

Will the Code provide you with all the answers?

No. Every situation is different, and no Code can foresee all possible situations. The Code will give you the tools to make good decisions and can help you to navigate your way through ethical dilemmas, but we also expect you to exercise your best judgement to act honestly and fairly, according to Noventiq's integrity compass. The Code will also point you to who can help you when you face situations that are not so clear.

What happens when we don't act under 'The Noventiq way' principles?

Our trust and relationships with stakeholders, business partners, customers, and authorities could be weakened, leading to penalties, investigations, lawsuits, etc., and losing our reputation and competitive edge.

Adherence to the provisions of this Code is a condition for employment; therefore, failure to do so can result in disciplinary action, including termination of employment.

Making good decisions

When faced with a tough ethical decision, we expect you to use your judgment; however, it may also help to follow these steps:

Pause

Are your instincts telling you something's not quite right?
Pause and consider how to approach the situation.

Think

- Is it lawful?
- Is this ethical?
- Am I authorized to do it?
- Would I like the media or relatives to know about this?
- If I do this, will Noventiq's business reputation suffer?



Any "no" or even "maybe" answers are signals to stop, get advice or ask questions.

What if?

Is there a conflict between the Code and the way we do something in my department, location, or business entity?

Generally, if a local policy, practice or guideline conflicts with Noventiq's Code, follow the Code. If a local law conflicts with our Code, follow the law. Still not sure? Either follow the stricter standard or seek guidance from your Regional Legal, Governance, and Compliance team.

Ask

We all need guidance in some situations – never be afraid to ask for help if you are ever in doubt about how to do the right thing. There are several channels and resources to help you:

Option 1

Speak to your manager or any senior manager

Option 2

Legal, Governance, and Compliance Business Partner or HR team

Option 3

Send an e-mail to: Compliance@noventiq.com

Raise concerns. Speak Up

Part of building a culture of integrity and trust is learning to **speak up** when something is not right so that we can help and address the problem.

Speak Up if you suspect wrongdoing or dangers connected to work or the business. That includes any potential or actual breaches of our Code or policies as well as any knowledge or reasonable suspicion of violation of legal, accounting, or regulatory requirement or any ethically questionable conduct.

Choose whichever reporting option you are most comfortable using; in all cases, your confidentiality will be protected.

Contacts You can always raise concerns with your manager, any other manager, HR, or the Legal, Governance, and Compliance team.

Web Use our Speak Up Line <https://noventiq.com/speakup> (Independent service, 24/7, Free and Easy to use)
To report info/data security breaches only: [One Trust](#)

Phone Local and International dialling options are available at the Speak Up Line website.

Email speakup@noventiq.com
For info/data security breaches only: security.breach@noventiq.com

If it is allowed according to the laws in your country, you can choose to submit an anonymous report via our external hotline. Alternatively, you may opt to have the Legal, Governance, and Compliance team handle your report confidentially.

ZERO RETALIATION POLICY

We guarantee support and protection. We won't let anyone retaliate against you for reporting concerns in good faith or assisting in an investigation.

Our policies make anyone who retaliates against an employee for engaging in any of these activities subject to disciplinary action, up to and including termination.



**Learn
More**

[Speak Up Policy](#)

Investigations protocol (Internal only)

Upholding our Code

Employees' responsibilities

We expect everybody at every level of the Company to uphold this Code, Noventiq's policies, and the law. That means you must:

- Live our purpose and our values.
- Demonstrate personal integrity.
- Read, understand, comply and live our Code and the policies and standards that complement this Code, as well as applicable laws and regulations.
- Think before you act, and ask for help or guidance when you need it.
- Stay alert and speak up if you see or suspect misconduct or unethical behaviours.
- Be truthful and cooperate fully in any internal investigations. Do not conceal or destroy information.

Leaders' responsibilities

As a people manager, you have a special responsibility to lead with integrity. Remember that you are constantly shaping and developing the ethical culture in the organization with every action. This requires a vocal and visible commitment to integrity, respect, trust, fairness, transparency, and honesty.

In addition to your responsibilities as a Noventiq employee, you must:

- Lead by example by modelling ethical decision-making and good judgement.
- Set the right tone; Make sure your team understands that achieving results in the right way is just as important as achieving results themselves.
- To ensure the results are achieved properly, asking questions and providing appropriate supervision is essential. If necessary, take action to address any issues; If you supervise third parties, make sure they understand our Code and policies and follow their compliance obligations.
- Regularly communicate to your team the significance of ethics and integrity in their work and make it clear that you expect all tasks to be completed ethically.
- Promote an open communication environment where team members can ask questions or raise concerns without fear of reprisal.



The Noventiq way

In this section of Our Code, we outline our way of doing business, why this is important for us, and the expected behaviours that serve as a reference for all of us to do what's right. Details on key concepts and connections to associated policies will also guide your daily activities.

01.

Workplace

- Valuing diversity, equity, and inclusion
- Preventing harassment & discrimination
- Promoting safety, health & personal well-being
- Avoiding conflict of interest

Valuing diversity, equity, and inclusion

Why it matters

As a global organization with clear social commitments, we know that our continued success and growth are enhanced by a diverse workforce that encompasses a wide range of perspectives, skills, and abilities; hence, we work to create an inclusive environment that welcomes a wide range of cultures and beliefs.

The Noventiq Way

- We follow the principles of fairness, dignity, respect, diversity & inclusion in our workplace and with partners with whom we do business.
- We foster open, honest, and direct communication, teamwork, and trust that supports personal and professional growth.
- We promote and reward innovation and collaboration at all levels.
- We hire, reward, and promote based on qualifications, skills, and achievements.
- We accommodate disabilities and protect the rights and dignity of everyone we do business with.



What else do you need to read?

[ESG Statement](#)
Board Diversity
and Inclusion Policy
(Internal Only)



Learning Aid

In 2000, white men held over 96% of the Fortune 500 leadership positions. By 2020, that number dropped down to around 86%, but that still means an overwhelming majority of those positions were still held by one gender and one race. Companies are making an effort to increase diversity within their leadership staff by actively taking time to look at candidates of a different gender, sexual orientation, colour, or any other trait outside the dominant one.

01.

Workplace

- Valuing diversity, equity, and inclusion
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Preventing harassment & discrimination

Why it matters

We believe every employee should be treated with respect, regardless of race, colour, ethnicity, national origin, religion, age, disability, medical condition, gender, sexual orientation, gender identity, or gender expression. A work environment free from harassment and discrimination lets us grow and thrive together.

The Noventiq Way

- We do not tolerate or engage in discriminatory, offensive, or intimidating behaviour, harassment, or bullying to colleagues, business partners, or anyone else we have business dealings with.
- We promptly report situations of harassment to our manager, local Human Resources, or the Legal, Governance, and Compliance team.



What else do you need to read?

[Non-Discrimination and Anti-Harassment Policy](#)



Learning Aid

A high-ranking manager in an IT Company had implemented large projects for many years. Once, he allowed himself hard-hitting comments on ethnic grounds towards a colleague at a business meeting. This was done in the presence of employees and a business partner. As a result, the person was fired despite his past achievements.



Bullying – Language or behaviour that frightens, humiliates, belittles, or degrades the recipient or target.

- shouting at, being sarcastic towards, ridiculing, or demeaning others
- making physical or psychological threats
- overbearing supervision and making inappropriate and derogatory remarks
- abuse of authority or power by those in positions of seniority
- unjustifiably excluding colleagues from meetings/ communications

Harassment – Behaviour that undermines a person's work performance, working relationships, or perceived value in the workplace.

It is still harassment whether:

- It happens on or off the clock
- It involves members of the same or opposite sex
- It happens on or off our offices
- A vendor or business partner commits it
- It takes place via e-mail or text on social media

01.

Workplace

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Promoting safety, health & personal well-being

Why it matters

We value our work and our well-being, therefore we go to great lengths to foster a safe and healthy work environment and we continuously improve and optimize labour conditions that empowers everyone to do their best.

The Noventiq Way

- We adopt and follow workplace safety practices, constantly improving labour conditions and promoting activities towards employees' occupational health, safety, and well-being.
- We challenge and promptly report accidents, incidents, breaches, or any risk to health, safety, and security.
- We work free from alcohol or drugs.
- Do not tolerate the use of violence, threats, and physical intimidation.



What else do you need to read?

[Occupational Health and Safety Policy](#)



Learning Aid

A well-known billion-dollar Company manufactures cars in the United States; In violation of applicable health and safety requirements related to COVID-19, the Company's plant in California reopened without following the required measures established by local authorities to prevent and detect the virus, which caused 450 employees to have had the virus over the course of several months. The number of cases increased ten times from May to December that same year.

01.

Workplace

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Avoiding conflict of interest

Why it matters

We always make decisions and act in the best interests of our company. Managing current or potential conflicts of interest is vital to preserving an engaged and healthy corporate culture and ensuring that we conduct business ethically and comply with all applicable laws and regulations.

The Noventiq Way

- We are familiar with our Conflict of Interest policy; hence, we recognize it when we see one.
- We promptly notify and disclose any current, potential or perceived conflict of interest and our participation in other areas of business, firstly to our Line Manager, Human Resources or Legal, Governance, and Compliance team and through the channels available at Noventiq.
- We are vigilant for any new potential conflict of interest situations or changes to existing disclosures.
- When concerned as to whether something may be a conflict of interest, we contact the Legal, Governance and Compliance team to discuss.



What else do you need to read?

[Conflict of Interest Policy](#)



Learning Aid

N. is a successful sales manager at an IT company who decided to establish his own business. He used information from his employer to sign contracts on behalf of his company that caused severe harm to their interests. Eventually, the conflict of interest was discovered, and N. was fired, receiving a negative recommendation.



If you are a Director, we also expect to follow the duty of loyalty principles: Directors must also act in the best interests of the Company and good faith, without financial self-interest or personal motive, and refrain from conduct such as fraud, self-dealing and “entrenchment”.



Conflict of interest – Any situation where your financial interests, personal activities, relationships, or loyalties interfere or appear to be at odds with your work duties or ability to act objectively and fairly.

Common examples:

- Personal investments or those of family members
- Outside commercial activities or employment
- Membership on boards of directors or advisory boards
- Family or personal relationships at work or with business partners

02.

Business Practices

- **Complying with the law**
- **Competing fairly**
- **Complying with trade and export regulations**
- **Preventing bribery and corruption**
- **Avoiding inappropriate gifts or entertainment**
- **Preventing money laundering & terrorism financing**
- **Preventing tax evasion**
- **Respecting trade secret and intellectual property**
- **Protecting personal data**

Complying with the law

Why it matters

Respecting domestic and international trading laws helps us to build trust with governments, businesses, and the general public and contribute to a fair society where we are protected by the same laws.



What else do you need to read?

Contact your local/regional Legal, Governance, and Compliance team to identify any additional local regulations applicable to your location and role

The Noventiq Way

- We are aware of and comply with any law or regulation that applies to the type of work we do or the market we operate.
- We seek advice for situations that could impact our Company's reputation or create legal liability.
- We ask everyone who acts on our behalf to obey the law and to work ethically.



Learning Aid

Regulations and penalties vary between countries, with fines being the most common form of penalty. Either the company or individual directors may face fines for this.

For example, if a company in Denmark fails to file on time, it could result in the company being dissolved within a few months. In Serbia, the tax regulations are so complex and confusing that many companies have taken to paying extra tax where they have no liability just to ensure they don't get stung with any penalties. In Spain, terminating employee contracts is complex, and companies have to budget for a severance fee.

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Business Practices

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Competing fairly

Why it matters

We believe in playing by the rules or walking away – We win business based on the best quality of every service and solution we offer. Even the appearance of improper agreements with competitors can harm our reputation and risk legal action.

The Noventiq Way

- We only use legal and ethical methods to gather information about our competitors.
- We:
 - Never agree or even discuss with competitors to fix prices or other terms; allocate territories, products or customers; or refuse to deal with any customer or supplier.
 - Never discuss commercially sensitive information with competitors (i.e., pricing, costs, margins, trading terms, marketing plans, or new product/service launches).
- We seek advice on what is acceptable when in doubt.



What else do you need to read?

[Sanctions and Trade Controls Policy](#)



Learning Aid

K., a European auto company, was involved in a cartel agreement with other manufacturers for 14 years. Together, they agreed to increase the prices of trucks. However, the cartel was discovered by the European Commission, and K. was fined €880 million consequently.



What is a competitor? Any Company that can provide a service, solution, or offering that a client might choose over ours.

Laws that promote fair competition are commonly known as 'antitrust', 'monopoly', 'cartel', and 'price-fixing' laws. These laws aim to maintain a competitive marketplace.

02.

Business Practices

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Complying with trade and export regulations

Why it matters

We comply with all applicable laws and regulations around international trade. Failing to address those, can have both financial and legal repercussions as well as the loss of our reputation.

The Noventiq Way

- We only do business with third parties previously screened on sanctions, embargoes or any other export restrictions.
- We monitor developments and changes in these measures.
- We monitor and report any red flags or violations detected concerning our business partners.
- We ensure that items exported, transferred, re-exported, or re-transferred comply with applicable export restrictions.



What else do you need to read?

[Sanctions and Trade Controls Policy](#)



Learning Aid

In September 2019, The UK financial sanctions enforcer, the Office of Financial Sanctions Implementation (OFSI), issued a fine on a UK subsidiary of an international tier 1 telecoms carrier for indirectly facilitating international telephone calls to SyriaTel, a designated entity under the European Union Financial Sanctions on Syria, implemented by the EU Syria Regulations 2012.

This case highlights the importance of companies having strong sanctions screening policies and procedures in place to ensure that they do not do any unlawful business with or for persons targeted by sanctions.



Trade embargoes: It is the partial or complete prohibition of commerce and trade with a particular country/state or a group of countries.

International Sanctions: They are coercive measures, commercial and financial, applied against States, non-State entities or individuals that pose a threat to international peace and security.

Trade compliance laws include:

- Imports and customs activities
- Exports and export controls
- Trade embargoes and economic sanctions
- Anti-boycott

02.

Business Practices

- Complying with the law
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- Preventing money laundering & terrorism financing
- Preventing tax evasion
- Respecting trade secret and intellectual property
- Protecting personal data

Preventing bribery and corruption

Why it matters

Our key values of fairness and integrity are central to our sustainable business growth worldwide. Adhering to global and local practices to reduce this risk demonstrates our commitment to operating a clean and honest business.

The Noventiq Way

- We follow the law and avoid any activity that looks like bribery or corruption, even if we lose business.
- We do not improperly influence the decisions of others or allow ourselves to be improperly influenced (directly or indirectly), through the exchange of material values, favours, or other values in any form, for business or financial gain.
- We choose business partners with high standards and ensure they follow similar standards and the law.
- We ensure that our relationships with business partners and governments officials do not create bribery or corruption risks.
- We don't make facilitation payments or kickbacks of any kind.
- We record business payments and receipts completely and with enough detail ensuring anything given or received is clear and accurate.



What else do you need to read?

[Anti-Corruption Policy](#)



Learning Aid

Company T. provides telecommunication services. They decided to expand their geography and bribed a government official in an Asian state. As a result, US authorities identified a corruption scheme, and T. was fined almost \$1 billion. The fine far outweighed the contract's benefits, and the Company suffered serious financial losses and reputational damage.



Bribe, Kickback, or Facilitation payment?

Some examples:

Bribe – If a customer gives cash or other consideration to a Company employee to get the employee to fulfil the customer's order ahead of other customers' orders.

Kickback – If a supplier pays an employee a percentage of the supplier's sales to the Company in return for the employee's assistance in steering business to the supplier.

Facilitation payment – If a business is paying a customs official to release held goods sooner or before the completion of all relevant procedures.

02.

Business Practices

- Complying with the law
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- Preventing bribery and corruption
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- Protecting personal data

Avoiding inappropriate gifts or entertainment

Why it matters

Strict zero tolerance for requesting or receiving favours of any kind allows Noventiq to keep the reputation and trust earned with governments and businesses and continue with our sustainable growth path.

The Noventiq Way

- We understand and comply with all the laws and the general requirements addressed in internal policies and guidelines around the offering/reception of Gifts and Hospitality (G&H).
- We act with caution when dealing with Public Officials and their relatives, ensuring we don't promise, pay, donate, transfer, offer, or provide tangibles or other valuables in whatever form for reasons which are not expressly provided for by law.
- When making business hospitality expenditures, customer travel or charitable donations, we ensure those are reasonable, aimed exclusively for business purposes, and made in strict compliance with applicable laws and internal guidelines.
- We promptly notify the Line Manager, the Chief Compliance Officer, or through Noventiq's Speak Up line if we are concerned about potential breaches of G&H guidelines.



What else do you need to read?

[Anti-Corruption Policy](#)

Contact your Regional Legal, Governance, and Compliance representative to confirm specific or additional G&H guidelines applicable to your location or entity



Learning Aid

It is not appropriate to make an offer just before, during or after a tendering process as it may be considered a bribe aimed at sealing the deal. It is not recommended to accept any gifts or hospitality, especially during a tendering process or when renewing a contract.



Business gifts, favours, and entertainment (given/received) are generally acceptable if they are:

- Not requested or solicited
- Modest in value
- Infrequent
- Reasonable for the business purpose
- Not cash or cash equivalents (i.e., gift card, certificate or voucher)
- Not creating an obligation on the recipient
- Not likely to inappropriately influence a business decision
- Not putting us in a commercially advantageous position
- According to any other internal guidelines or any other local legal conditions

02.

Business Practices

- Complying with the law
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- Protecting personal data

Preventing money laundering & terrorism financing

Why it matters

Money laundering undermines the integrity of economies and businesses. Acting responsibly by taking all possible measures to prevent this risk is essential for building trust and protecting us from reputational damage.

The Noventiq Way

- We comply with all applicable laws around Anti Money Laundering, and we put in place best practices, including the FATF (Financial Action Task Force) recommendations.
- We follow rigorous processes to know our clients, suppliers, and business partners and to assess their identity, legitimacy, integrity, and their reputation before doing any business.
- We are aware of any changes in a customer's or vendor's details, circumstances, or profile, and we promptly report any red flags that could indicate a potential money laundering risk.



What else do you need to read?

[Business Partner Due Diligence Policy](#)



Learning Aid

In 2012, a large international Bank paid a fine totalling **\$1.9 billion** because it failed to prevent drug cartels from using the bank to launder nearly \$1 billion. Investigators determined that the bank's poor regulations and internal controls led them to be the primary conduit for the drug cartels, with one being in Mexico and the other in Colombia. They combined for a total of \$881 million in drug money.



Money laundering – The process where funds generated through criminal activity are moved through legitimate businesses in order to hide their criminal origin and fairly.

02.

Business Practices

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- **Preventing tax evasion**
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- Protecting personal data

Preventing tax evasion

Why it matters

Adhering to local and international tax laws and practices and ensuring the implementation of strong controls to prevent and detect tax evasion or its facilitation helps to build and maintain trust within the governments, communities and business partners.

The Noventiq Way

- We follow all applicable legislation and regulations when carrying out tax-related activities.
- We do not circumvent any tax provision nor gain unjustified tax benefits.
- We do not engage in aggressive tax practices.
- We only carry out activities that are supported by genuine transparent business purposes and significant economic reasons.
- We provide information to local Tax Authorities that are complete and accurate.
- We do not obstruct activities performed by Tax Authorities during audits or inspections.



What else do you need to read?

[Sanctions and Trade Controls Policy](#)



Learning Aid

A top UK businessman bought a UK-based retailer for £1 in 2015, then jailed for six years after being found convicted of tax evasion. Prosecutors told the trial that he picked to evade paying corporation tax, income tax, and value-added tax on £2.2m of income that he and his companies received from the retailer's acquisition.

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Respecting trade secret and intellectual property

Why it matters

We might lose the value and competitive advantage if we disclose our ideas, information and trade secrets. We can also lose our reputation if we disclose materials or information that we learn from the companies we do business with.

The Noventiq Way

- We protect the value of our ideas, information, and trade secrets using different forms of IP rights. We never accidentally disclose or leave it where others may find it.
- We treat others' IP and trade secrets as we do our own; We never download, copy, distribute, post on a website, or use any materials covered by another person's or organization's copyright without obtaining their permission.
- We understand that our work, such as e-mail, communications via any channel, and created content, belong to the Company and, where legally permitted, may be accessed and used by the Company.



What else do you need to read?

[Use and Protection of Company's Assets Policy](#)



Learning Aid

In 2018, the Intellectual Property Commission estimated that intellectual property theft in the form of counterfeit goods, trade secret theft, and pirated software costs the US economy \$225 billion to \$600 billion. According to intellectual property crimes statistics, that was about 1% to 3% of the US's GDP.



Intellectual property includes but is not limited to, patents, trademarks, service marks, domain names, and copyrights, including software copyrights, industrial property rights, database access rights, rights to know-how, or other confidential information ("trade secret" or "proprietary information"), and rights under intellectual property agreements.

Trade Secret includes any business information that has a commercial value derived from its secrecy.

02.

Business Practices

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- **Protecting personal data**

Protecting personal data

Why it matters

We uphold the privacy of all individuals as a human right. We always strive to protect information about colleagues, customers, suppliers, and other business partners against unauthorized access, use or disclosure per our values, applicable laws and regulations.

The Noventiq Way

- We are transparent about how personal data is being used, and we treat it in line with our privacy notices and data policies.
- We only collect data that is adequate and relevant for the purpose and for the duration we need it for.
- We keep personal data up to date, correcting inaccurate information when requested.
- Due to its confidential nature, we are mindful of the risk to individuals in using their data and take steps to mitigate risks, such as following rules around its classification, handling, storage, and disposal.
- We promptly report any potential or actual breach incident involving personal data.

Suspected or actual data security breaches?

Report it immediately at dpo@noventiq.com or use the online form in [One Trust](#)

Contact our Data Privacy team:

- Before starting any new activity involving personal information
- When handling sensitive personal information, statutory or regulatory demands, or formal requests by individuals to access personal information
- To ensure contractual clauses are signed with third parties which hold, collect or process personal information on behalf of our Company



What else do you need to read?

[Data Privacy Policy](#)
[Privacy Notice](#)



Learning Aid

Corporation S. owned a popular search engine and several other online services. Despite its good reputation, the Company did not pay enough attention to data protection. The lack of a proper data protection system led to several breaches. As a result, S. was fined several billion, and its value fell 13.5 times.



Examples of Personal Data:

- Ethnicity
- Medical data
- Credit card numbers
- Pension account numbers
- E-mail addresses
- Business and home contact details
- Opinions about individuals, their preferences, their voice, and their image

03.

Shareholders

- **Maintaining accurate books and records**
- **Avoiding insider trading**
- **Protecting Company property & resources**
- **Protecting confidential information**
- **Communicating responsibly**

Maintaining accurate books and records

Why it matters

We must ensure that our books and records accurately reflect our business so that we can make responsible decisions and provide truthful information to investors and governments. That will help everyone understand where our Company is heading.

The Noventiq Way

- We ensure all business records are accurate, timely, and properly authorized and that those meet applicable regulatory requirements and internal controls.
- We maintain business records according to relevant retention periods per business entity/country/region.
- We ensure that any contractual commitments made on behalf of the Company are approved by the appropriate person and that those are recorded.



What else do you need to read?

Accounting Policy
(Internal only)
Global Expenses policy
(Internal only)



Learning Aid

Few financial crimes have had the impact of the Enron accounting scandals of the early 2000s. Enron's officers and employees engaged in many fraudulent accounting activities and other crimes. They misrepresented the company's earnings in financial reports to shareholders, embezzled corporate funds, and illegally manipulated energy markets, creating fake power shortages to drive up the price of electricity, for example. The Company hid financial losses and claimed profits on assets that in fact lost money.



A business record includes any document or communication created or received in the course of doing business, such as financial and accounting records, business plans & presentations, contracts, legal, HR, or travel and expense documents, etc.

03.

Shareholders

- Maintaining accurate books and records
- **Avoiding insider trading**
- Protecting Company property & resources
- Protecting confidential information
- Communicating responsibly

Avoiding insider trading

Why it matters

Trading based on inside information is illegal, as is tipping others to inside information so they can trade based on it. Enforcement is rigorous, and penalties are severe. We strive to preserve Noventiq's reputation as a Company that can be trusted to deal honestly everywhere we do business.

The Noventiq Way

- We never trade securities when in possession of inside information either from our Company or any other public entity.
- We never buy or sell securities until the inside information we have become generally available, and investors have had a chance to evaluate it.
- We do not disclose inside information to anyone outside our Company, including family members, relatives, or friends.
- We only share inside information with colleagues on a "need-to-know" basis.
- We take care to protect inside information from accidental disclosure.



What else do you need to read?

Contact the Global / Regional Legal team to get more information about applicable insider trade regulations



Learning Aid

A group of individuals worked for an American bank and had access to insider information on mergers. They decided to make money from this information, as well as help their friends and relatives. As a result, an authority caught insiders, and they were sentenced to prison and fined.



Material public information

Information is material if it is likely that an investor would buy or sell a stock or other security as a result of having that information.

Information that has not been broadly released to the general public is non-public. Examples: Mergers & Acquisitions, changes in Executive leadership, new products and services, projected financial earnings or losses, strategic business plans, and pending lawsuits.

03.

Shareholders

- Maintaining accurate books and records
- Avoiding insider trading
- **Protecting Company property & resources**
- Protecting confidential information
- Communicating responsibly

Protect our Company property & resources

Why it matters

We are stewards of Noventiq's resources (physical, technological, financial, and any other intangible); therefore, we must use them responsibly and protect them from loss, damage, theft, or unauthorized use or disposal.

The Noventiq Way

- We exercise due care with the Company's property and resources (physical or financial) in a way that is reasonable, lawful, and appropriate.
- We prevent misuse, unauthorized use, loss, fraud, or theft.
- We are responsible and act in the Company's best interests when spending money or making financial commitments on the Company's behalf.
- We use and install any software in full compliance with license agreements and when required, with prior business partner authorization.
- We spend Noventiq's financial resources wisely and according to internal guidelines, guarding those against waste and abuse.

Our 'Assets' include:

Physical assets, such as phones, computers, office supplies, equipment, and furnishings.

Technology assets, such as our email and voicemail systems, internet access, networks, hardware, and software.

Financial assets, such as cash, bank accounts, stocks, and credit standing.

Confidential information is a critical Company asset. This also includes personal data, IP, or trade secrets.



What else do you need to read?

[Use and Protection of Company's Assets Policy](#)
[Business Continuity Policy](#)
[Global Information Security Policy](#)
Information Security Policy (Internal only)
[Data Protection Policy](#)



Learning Aid

Z. was vice president of a well-known insurance company in Europe. Together with an accomplice, he sold the company's shares and stole the funds received. As a result, the court found him guilty and sentenced him to 8 years in prison for misappropriation and embezzlement of property.

03.

Shareholders

- Maintaining accurate books and records
- Avoiding insider trading
- Protecting Company property & resources
- Protecting confidential information
- Communicating responsibly

Protecting confidential information

Why it matters

Information is one of our most valuable assets, so we protect and manage it effectively. The unauthorized disclosure of this information could have negative consequences for us, our partners, and our customers.

The Noventiq Way

- We classify all information not in the public domain, using the categorization adopted by our Company.
- We understand and adhere company's internal handling and storage requirements and take personal responsibility for the proper use, circulation, retention, protection, and disposal of the Company's information.
- We only discuss with and give access to confidential information unless there's a business need to do so.
- We take particular care when people join, move, or leave the Company ensuring their information access requirements are correctly provided, changed or removed.



What else do you need to read?

[Global Information Security Policy](#)
Information Security Policy (Internal only)
[Data Protection Policy](#)
[Use and Protection of Company's Assets Policy](#)



Learning Aid

An employee at an international IT company attempted to earn extra money by sharing confidential information with a competitor in exchange for a reward. However, the employee was discovered, leading to her dismissal with negative recommendations.



Confidential information could be information that:

- has personal nature (about an employee or any other person)
- has commercial significance
- has been provided on a confidential basis

Examples of confidential information:

- Information that the company owns such as proprietary information
- Trademarks, patents, trade secrets and other intellectual property
- Non-public financial information or projections
- Marketing plans
- Employee lists and Salary data
- Information concerning potential acquisitions, divestitures and investments

03.

Shareholders

- Maintaining accurate books and records
- Avoiding insider trading
- Protecting Company property & resources
- Protecting confidential information
- Communicating responsibly

Communicating responsibly

Why it matters

What we say and how we say it matters, not just as a Company but individually.

Speaking and contributing online within our communities allows us to demonstrate our innovative and collaborative nature, promote our capabilities, build stronger relationships and enhance our reputation. We can only preserve the trust of public investors if they know they can rely on what we tell them.

The Noventiq Way

- We speak with one voice, hence:
 - We direct enquiries around external comms to the relevant team and authorized spokespersons.
 - We do not engage with the media on the Company's behalf without prior approval.
 - We refer any approach by an investor or financial analyst to the Investor Relations team.
 - We ensure all media announcements and press releases are approved before publication.
- We seek approval before accepting an invitation to speak at or take part in an event on behalf of the Company.
- When communicating through social media and posting about topics related to Noventiq, we are transparent and accurate and apply good judgement, especially around individual opinions, clearly disclosing that those are personal, not Noventiq's.



What else do you need to read?

Social Networks Policy
(Internal only)



Learning Aid

Outside of work, if you decide to comment on social media (i.e., blogging, tweeting, posting) about the Company, the industry, or any other topic that relates to Noventiq, you should make it clear that the opinion you are expressing is your own and not Noventiq's. You must take extra care to exercise good judgement before you make such a comment, and ask yourself the following question: 'Could what I am saying have a negative impact on Noventiq, our customers, business partners, or our stakeholders?' If the answer is 'yes' or 'possibly', you should not proceed.

04.

World and communities

- **Protecting the environment**
- **Contributing positively to Human Rights**
- **Engaging positively within our Communities**
- **Participating responsibly in political and charitable activities**

Protecting the environment

Why it matters

We work on building a more sustainable world, constantly exploring ways to address broader environmental challenges; For example, we are committed to driving down our energy and carbon impacts.

The Noventiq Way

- We select the scope of business, methods of operation and types of resources, which affect the environment to the minimum possible extent; plus, we assist our customers and partners in implementing advanced methods and technologies to reduce adverse environmental impact and resource consumption.



What else do you need to read?

[ESG Statement](#)
[Environment Policy](#)



Learning Aid

Commitment to environmental management can significantly benefit a business – helping it meet legal requirements, cut costs, conserve resources and energy, monitor internal environmental impacts, and make processes more efficient. That can also develop positive relations with external stakeholders, such as investors, insurers, customers, suppliers, regulators, and the local community. That, in turn, can lead to an improved corporate image and financial benefits, such as increased investment, customer sales, and market share.

04.

World and communities

- Protecting the environment
- Contributing positively to Human Rights
- Engaging positively within our communities
- Participating responsibly in political and charitable activities

Contributing positively to Human Rights

Why it matters

As global corporate citizens, we embrace our responsibility to respect and promote human rights standards in everything we do, always putting people first, acting ethically, and protecting the rights of all the people we work with.

The Noventiq Way

- We comply with applicable laws concerning pay, benefits, and working conditions.
- We offer competitive compensation and benefits to all regular full-time employees.
- We comply with laws promoting employees' long-term health, safety and wellness.
- We prohibit all forms of slavery, including involuntary, forced, or prison labour, child labour, and human trafficking.



What else do you need to read?

- [ESG Statement](#)
- [Modern Slavery Statement](#)



Learning Aid

S. is a transnational food corporation that operates in multiple countries and has shares valued at over **100 euros per share**. Unfortunately, the Company has faced allegations of human rights violations, including using child labour. These accusations have caused the Company's shares to drop by approximately 10 euros.

04.

World and communities

- Protecting the environment
- Contributing positively to Human Rights
- Engaging positively within our communities
- Participating responsibly in political and charitable activities

Engaging positively within our communities

Why it matters

Corporate social responsibility projects are an indispensable part of our business; hence, we aim to provide meaningful and often transformational support to the communities in which we operate.



What else do you need to read?

[ESG Statement](#)

The Noventiq Way

- We play an active and positive role in our communities; as possible, we participate in projects promoted by Noventiq, focused on helping our communities.



Learning Aid

We support our local communities in the markets in which we operate by helping to meet basic nutritional needs and providing opportunities to improve education and tech literacy.
Contact the Investor Relations team to learn more about what we do and the different **ESG initiatives in your specific region/location.**

04.

World and communities

- Protecting the environment
- Contributing positively to Human Rights
- Engaging positively within our communities
- **Participating responsibly in political and charitable activities**

Participating responsibly in political and charitable activities

Why it matters

We believe in the right to participate in civic, political, and charitable activities as it promotes open government and healthy, productive societies.

Acting with openness and integrity is vital to ensure those activities are transparent and never perceived as an attempt to obtain an unfair personal or business advantage.



What else do you need to read?

[ESG Statement](#)
[Anti-Corruption Policy](#)
Global Expenses Policy
(Internal only)

The Noventiq Way

- We make it clear that participation in political activities is an individual choice, not an endorsement from Noventiq.
- We don't use Company time or resources for personal political activities.
- We promptly inform any potential conflicts of interest arising from our engagement in political activities.
- When planning to use Noventiq funds or resources for charitable contributions, including those involving government officials, we obtain prior approval from the Chief Compliance Officer.
- We perform and record charitable contributions as per our Noventiq's criteria and guidelines.



Learning Aid

Our partnership with Charitable foundations supports projects of different kinds but with a primary focus on helping especially vulnerable groups, such as orphaned or disadvantaged children, the elderly, and the disabled.
Contact the Investor Relations team to learn more about what we do and the different **ESG initiatives in your specific region/location.**



Political Activities –

Any activity supporting or connected with any campaign for elective office or political organization.
Consult with the Legal, Governance, and Compliance team in case of doubt on what constitutes political activities.

Final Message from our CCO



Gareth Tipton

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

Our Code of conduct, **The Noventiq Way**, is the foundation of all we do in our roles at Noventiq – from the boardroom to the front line. It sets the expectations and standards for how we do the right thing. It protects Noventiq and each of us, all in support of our mission to help organizations to transform and operate efficiently and securely in the increasingly digital economy, using our global expertise to deliver local outcomes.

The Noventiq Way also underpins ‘Who we are’ – our beliefs and guides how we work together. How we do the right thing is not always obvious, but it is vital. Making ethical decisions can be about choosing whom to work with, speaking up about an activity that is risky or harmful, or simply saying no to things we believe to be wrong.

In an ever-changing world, we often encounter new challenges. If you are ever in any doubt, please speak up. As explained in **The Noventiq Way**, our speak up channels are here for you. Choose the one you are most comfortable with, whether it’s a manager, trusted business advisors such as Legal, Governance and Compliance or Human Resources, or Speak Up. The important thing is that you say something. And remember – Noventiq does not tolerate retaliation of any kind at any level in the organization. We will always listen to you; it’s how we keep improving.

Finally, like any policy or other requirements, **The Noventiq Way** will only be effective if we read it, if we understand it, and if we apply it with good judgement in everything that we do at Noventiq. Each one of us is required to be a role model for ethical behaviour, fairness, and integrity. Every member of the Board and leadership team holds themselves to account against the standards set out in **The Noventiq Way** – we know and expect that you will too. This is essential to our continued success as a Company.

Thank you for your support.

Contacts

If you have any questions about the content of our Code or if you want more information about a particular subject, the following contacts that may help:

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