CODE OF CONDUCT

2022/2023
Message from the CEO

Hi All,

There has never been a more exciting time to be at SoftwareONE. We are constantly growing and shaping the future to deliver success for our customers and partners.

Despite our continuous growth, one thing that remains is our commitment to our core values and the conduct of our people. Our customers, partners and stakeholders rely on us, everyday, to do the right thing.

This Code of Conduct is a reflection of who we are at SoftwareONE. It is your toolkit and resource guide to making business decisions and resolving potential concerns.

If you ever have questions about our Code or feel that our core values are being violated be sure to speak up – talk with your leadership, reach out to your Legal & Compliance representative, raise a case through the Integrity Line or contact global.compliance@softwareone.com. You can also share any concerns you may have anonymously through the Integrity Line.

Thank you for being a part of SoftwareONE and continuing to embody our core values.

Sincerely,

Dieter Schlosser
CEO
This Code of Conduct is designed to be your ultimate resource in enabling you to succeed in your role with integrity and commitment to doing the right thing.

At SoftwareONE our core values are who we are. They shape the way we do business and influence how we treat each other and our third parties.

Therefore, our Code of conduct aligns to each of these values too.

Click on each of these core values to jump to the right page.

Table of Contents

**Integrity**
We are consistent, honest and fair and always do what is right.
WE SHARE OUR CONCERNS

**Employee Satisfaction**
Our greatest asset. We love and support our colleagues and operate without hierarchy.
WE ARE COMMITTED TO YOU | WE TREAT EACH OTHER FAIRLY

**Passion**
We strive for excellence, go the extra mile and have fun in what we do.
WE PROTECT OUR INTELLECTUAL PROPERTY | WE AVOID CONFLICTS OF INTEREST

**Speed**
Fast is better than slow but we will not compromise on quality.
WE STAND AGAINST MONEY-LAUNDERING | WE DO NOT TOLERATE CORRUPTION & BRIBERY | WE KEEP OUR INFORMATION CONFIDENTIAL

**Customer Focus**
We exceed expectations through great discipline and ensure a world class customer experience.
WE ACCEPT AND GIVE GIFTS ONLY IF APPROPRIATE | WE PROTECT OUR DATA

**Discipline**
In everything we do. We accept responsibility and deliver on all of our commitments.
WE RESPECT OUR PHYSICAL ASSETS | WE ARE ACCURATE WITH OUR FINANCES | WE RESPECT EXPORT CONTROLS

**Humble**
We constantly look to improve and never forget the importance of our customers and colleagues.
WE TAKE CARE OF OUR ENVIRONMENT | WE COMMUNICATE THOUGHTFULLY | WE RESPECT MARKET COMPETITION | WE DO NOT TRADE ON INSIDE INFORMATION
WE SHARE OUR CONCERNS

At SoftwareONE if you see something, say something.

Integrity is at the heart of who we are. If you ever have any questions or doubts relating to integrity, our culture or specific matters relating to our Code of Conduct do not hesitate to reach out to your leader, People & Culture or the Legal & Compliance team.

Integrity also means that we need to act if the Code is being disrespected. Any violation or non-compliance with our Code of Conduct may therefore result in disciplinary action and depending on the severity of the offence, could lead to an employment contract being terminated.

Email: compliance.global@softwareone.com

Integrity Line: softwareone.integrityline.org
Employee Satisfaction

WE ARE COMMITTED TO YOU
Your human rights are our priority.

Your internationally protected human rights are safe here. We will always ensure that we provide you with a safe work environment that respects your health and wellbeing. We are committed to ensuring that forced, bonded or compulsory labor is not used, and all our employees are free to leave us (so long as you give reasonable notice per your contract or by national law that is). If your local laws allow you are free to form or join any trade unions or similar organizations – just as you are free not to join them too – it is up to you! We are also committed to only employing people of above the minimum legal age for employment and will adopt measures to ensure that there is no child labor within our supply chain.

WE TREAT EACH OTHER FAIRLY
Everyone deserves to be treated with respect and dignity at all times.

SoftwareONE does not tolerate harassment and discrimination of any kind. This can look different in different circumstances, but to us this includes physical or verbal abuse, physical or sexual harassment (in any form, including the distribution of sexual material), any other unlawful harassment or any threats or other forms of intimidation. Treating each other kindly extends to conscious or unconscious bias.

All kinds of discrimination based on partiality or prejudice are not accepted. This includes discrimination based on race, sex, color, ethnicity, sexual orientation, disability, age, marital status, parental status, pregnancy, religion, political opinion, nationality, indigenous status, social status, union membership and any other characteristic protected by local law as applicable.

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We are committed to being responsible corporate citizens and good neighbors. We do business all over the world. This means we respect the traditions, business customs, social norms, and expectations of our host countries and make every effort to pursue the right course of action. And whilst we welcome diversity of religious beliefs and respect the freedom of every colleague to follow articles of religious faith, SoftwareONE does not pursue any religious convictions and we request that you do not impose personal beliefs or opinions on others in the workplace.

But we need your help. We need everyone to play their part in eliminating actions or circumstances that make others feel uncomfortable. Reach out to your leader, Legal & Compliance or our independent reporting hotline, the SoftwareONE Integrity Line.
WE PROTECT OUR INTELLECTUAL PROPERTY
We are passionate about the solutions we offer, both our own and those of our partners.

Our intellectual property is an important asset. At SoftwareONE we have many teams creating new products or integrating products and solutions which were obtained through acquisitions. **These products are very valuable to SoftwareONE, and we take care in protecting these.** If, outside of your employment, you develop or help develop products or solutions using SoftwareONE resources, you could find yourself in a conflict of interest and in a situation that contravenes your employment agreement. In case you are unsure or have questions on intellectual property ownership, please consult Legal & Compliance.

We are not just committed to protecting our own intellectual property but are also committed to protecting our brands, as well as the intellectual property and the brands of our clients and partners. This means that we safeguard intellectual property, trademarks, service marks, patents, copyrights and trade secrets of SoftwareONE and of our third parties. It is also vital to avoid reproducing, distributing or altering copyrighted materials without permission of the copyright owner or its authorized agents. In addition, any software used in connection with our business must be properly licensed and used only in accordance with that license, as using unlicensed software could constitute copyright infringement.

WE AVOID CONFLICTS OF INTEREST
Don’t let your external passions slow you down.

A conflict of interest is when your actions, relationships or opportunities, perceived or actual, can affect your judgement in doing what is right for SoftwareONE. This can include family members working at SoftwareONE or any of our third parties, secondary employment or opportunities, financial investments or board memberships.

**Just let us know!** Not all opportunities or relationships are a conflict, but by disclosing these to us we can help navigate any difficult situations or allegations of impropriety. [Click Here to disclose.]
**WE DO NOT TOLERATE CORRUPTION & BRIBERY**

Sometimes we all have to take a moment to consider our actions. Extortion, bribery and corruption, including improper offers for payments to or from, or improper entertainment of employees or organizations are all unacceptable. **We will support all employees who may face losing a deal or an opportunity in order to avoid paying a bribe.** This includes accepting or giving improper payments from office holders, clients, business partners, suppliers or anyone to incite such behavior in order to achieve unfair advantages.

Please note that even making or accepting a promise for improper payments is deemed to be corrupt behavior, even if no payment is made in the end. If you are not sure prior to a meeting or event, don’t go alone, bring along a fellow employee or your supervisor.

We do not accept any offers of improper payments.

**WE KEEP OUR INFORMATION CONFIDENTIAL**

Sharing information in a hurry can be detrimental.

As employees you are trusted with a lot of information. Some of it confidential, some of it not. Confidential information may include trade secrets, business plans or outlooks, financial data, price and customer details, new products, agreements with suppliers, internal communications and information relating to legal proceedings or disputes. It is everyone’s responsibility to ensure such information stays inside SoftwareONE. Even if you chose to leave us, there are restrictions still in place on disclosing such information that is not publicly available (see *Information Security and Data Protection policy*.)

**WE STAND AGAINST MONEY-LAUNDERING**

Take your time to understand who you are dealing with. Money laundering is defined as a financial or economic transaction that serves the purpose of introducing illegally acquired funds into a legal financial system.

**We only cooperate with honest and trustworthy business partners** and will immediately terminate our business contact if we become aware that a company is involved in any of the above. As an employee you must at all times comply with the relevant local laws and inform your supervisor or Legal & Compliance of suspicious transactions or behavior.
WE ACCEPT AND GIVE GIFTS ONLY IF APPROPRIATE

Payments, benefits and gifts given to or by us to customers and third parties are a great way to build relationships, but we all have a responsibility to follow the rules.

Any gift, payment or benefit given to you by one of our customers, partners or any third party that is appropriate and below CHF 100 does not require any pre-approval, unless you work in a subsidiary that has adjusted this threshold. You must gain approval to your leader if giving anything valued between 100 – 200 CHF. If you are unsure about anything you are being offered or if it exceeds 200 CHF, Click Here to Disclose.

Offering gifts, entertainment, or other business courtesies could be perceived as bribes. Any items that are given to one of our third-parties may require additional approvals. However, as a general rule please ensure that all gifts are infrequent, of reasonable value and are appropriate in the business situation. If you intend to give anything over CHF 100, please use the Gift or Invitation Disclosure tool.

Also, please be mindful of the fact that legislation in many countries considerably restrict the value of any gifts or invitations to be extended to public officials. If in doubt as to thresholds or as to who is considered a public official, please reach out to Legal & Compliance for advice or refer to our gift policy.

WE PROTECT OUR DATA

All of us have a responsibility to protect the personal data of SoftwareONE and our customers.

Data privacy and protection laws (in particular the EU General Data Protection Regulation – GDPR) are designed to ensure that any personal data is obtained properly, kept securely and is used only for those business purposes for which the data was obtained. Personal data can include anything that allows someone to be personally identifiable, such as name, email address, bank details etc. To be able to use such information, including storing, adapting, retrieving, sharing and deleting, we need to have the consent of our customers and colleagues.

In addition to protecting our customers, it is important that you also look after SoftwareONE’s data. For example, we expect all of us to make sure that no one else but you has access to your personal work computer by locking it with a password and changing it regularly. We also expect appropriate security measures (e.g., secure encrypted emails are taken when sending personal data outside of SoftwareONE and that SoftwareONE assets containing personal data (e.g., briefcases, laptops are not left unattended.

If you have any questions or concerns, please see the IT Policies, IT End-user Policy or contact our Group Data Protection Counsel at protection.global@softwareone.com.
WE RESPECT OUR PHYSICAL ASSETS
Each of us is committed to protect the assets of SoftwareONE.
You are provided with all the IT resources you need to do your job. This includes laptops (including IT services like internet and email), telephones, photocopiers and similar technologies. These assets, along with all electronic data is owned by SoftwareONE, therefore it is your responsibility to treat these with respect. If you have any questions or concerns, please see the IT Policies and the IT End-user Policy.

WE ARE ACCURATE WITH OUR FINANCES
We employ discipline to ensure that all financial records and reporting are accurate, timely and ethical.
Even if you do not work directly with financial information or activities, we are all responsible for SoftwareONE’s funding, sales and spending. All records and reporting of information, including financial records, must be accurate, complete, timely and must accurately reflect the condition, operations, and financial results of the business to which they relate.
It is important to make sure that no documents are altered, all records are retained, and all sales transactions are booked compliantly. If you have any questions or concerns reach out to your supervisor or Legal & Compliance.

WE RESPECT EXPORT CONTROLS
It is everyone’s responsibility to comply with export controls and trade sanctions.
Export control regulations prevent the proliferation of arms, goods, software and/or technology that can be used for military purposes and are also in place to protect foreign policy and economic interests. If you are involved in the export of goods, software or technology you are required to examine each individual situation with utmost care and seek advice in case of doubt. Please bear in mind that allowing access to technical data, permitting downloads into other countries or transporting data on devices across boarders may already constitute an export or import.
The United States, the European Union and the United Kingdom, among others, have policies that restrict trade, and restrict facilitating trade, with certain countries, entities and/or individuals. Trade sanctions may, therefore, be issued against countries as such, governments, residents, nationals as well as against entities. Reasons for trade sanctions vary to include criminal activities of governments, persons or entities, or may be issued for political reasons.
It is therefore vital that all of us are vigilant not to violate any export control measures or trade sanctions. In case of doubt please refer to Legal & Compliance.
WE TAKE CARE OF OUR ENVIRONMENT

SoftwareONE is committed to taking steps towards making the world a better place. At SoftwareONE we understand our environmental responsibility and strive toward contributing positively to the preservation of our planet’s resources. It is our commitment to minimize our environmental footprint, to reduce and eliminate waste of all types and to implement appropriate conservation measures, e.g., by recycling, reusing, or substituting materials. We view the task of instilling environmental responsibility as a part of our core values and will measure our progress by monitoring impact. We will invite our partners to join us in our mission and will bear these considerations in mind when entering into future partnerships.

WE RESPECT MARKET COMPETITION

We should not forget the importance of competition. We are here to help our customers have more choice at the best prices.

At SoftwareONE we encourage ethical and fair business practices. Competition, antitrust laws and regulations are designed to prohibit conduct that may damage fair competition. This means that we do not allow agreements or undertakings among competitors, both express or implied, with the effect or intent of fixing prices, limiting production, allocating markets or otherwise limiting competition.

This can be anything, even a ‘tip’ from someone sharing information concerning pricing, production capacity, marketing plans, and related matters with competitors, as well as certain anticompetitive practices involving suppliers or customers.

WE COMMUNICATE THOUGHTFULLY

Responsible and appropriate communication is essential to our business, reflects our values and is key to our reputation.

It is so important to be kind and careful about what we say and how. We are all responsible for ensuring that communication, whatever the form may be, is clear, correct and appropriate. Communication may include written memoranda, handwritten notes, email, computer files or voicemail. Ensure communication is only sent to those who have a need to receive it and avoid email chains with unnecessary content or recipients. See our Company Communication Guidelines & Email Guidelines.

WE DO NOT TRADE ON INSIDE INFORMATION

Regardless of your insight and role at SoftwareONE, any key information that is not public, even a ‘tip’ or guidance, is information you must not disclose.

To use information to buy or sell shares, or to pass on to others, could constitute insider trading, which would be against the law. For more information, please turn to the SWO Internal Regulations on Insider Trading.

At SoftwareONE you may receive or overhear information that could impact the value of SoftwareONE shares to use such non-public information to buy or sell shares, or to pass on to others, could constitute insider trading, which is against the law. This information extends to any company that your role engages with, such as vendors, customers or suppliers. Even the appearance of an improper transaction must be avoided. For more information, please turn to the SWO Internal Regulations on Insider Trading.
CODE OF CONDUCT

CORE VALUES ALIGNMENT

Integrity
WE SHARE OUR CONCERNS

Doing the right thing means also means sharing our concerns when we see the wrong thing.

Customer Focus
WE ACCEPT AND GIVE GIFTS ONLY IF APPROPRIATE WE PROTECT OUR DATA

Engaging with our customers by compliantly building relationships and committing to protecting our respectively their data is key to our commitment to them.

Speed
WE STAND AGAINST MONEY-LAUNDERING WE DO NOT TOLERATE CORRUPTION & BRIBERY WE KEEP OUR INFORMATION CONFIDENTIAL

Fast is better the slow, but we will not let speed compromise our quality or integrity. Sometimes taking a few extra steps is essential to ensuring we keep our information confidential, avoid money-laundering, and prevent corruption.

Passion
WE PROTECT OUR INTELLECTUAL PROPERTY WE AVOID CONFLICTS OF INTEREST

As passion is at the heart of who we are, we understand that you may also be pursuing other passions and interests outside of SoftwareONE. Reach out to us to avoid unknown conflicts as well as violations of our or the intellectual property of customers and partners.

Employee Satisfaction
WE ARE COMMITTED TO YOU WE TREAT EACH OTHER FAIRLY

As our biggest asset we will always be committed to you and are dedicated to treating you fairly. In turn, we ask you to treat your colleagues the same way.

Discipline
WE RESPECT OUR PHYSICAL ASSETS WE ARE ACCURATE WITH OUR FINANCES WE RESPECT EXPORT CONTROLS

Handling our physical assets with care and following detailed and sometimes complex processes takes discipline. We accept this responsibility as we focused on delivering on our commitments.

Humble
WE TAKE CARE OF OUR ENVIRONMENT WE COMMUNICATE THOUGHTFULLY WE RESPECT MARKET COMPETITION WE DO NOT TRADE ON INSIDE INFORMATION

We check our ego at the door. We understand the bigger picture and will ensure that we take care of our environment, of each other and of our fair position within the market. We will not misuse inside information for our personal gain.
Table of Contents

Integrity
Employee Satisfaction
Passion
Speed
Customer Focus
Discipline
Humble

RELATED POLICIES

- Conflict of Interest Policy
- Gifts & Invitations Policy
- Corporate IT End User Policy
- Anti-Corruption & Bribery Policy
- Global Travel Expense Policy
- SWO Internal Regulations on Insider Trading
- SWO Export Control Policy
- Data Protection Policy

USEFUL RESOURCES

- Policy Hub
- One Ethics SharePoint
- Legal & Compliance SharePoint
- Leader Resources

CONTACT INFORMATION

- Legal Org Chart
- Integrity Line: softwareone.integrityline.org
- Email: compliance.global@softwareone.com

GLOSSARY

- Public Official/State-owned entity employee
  - Any national, provincial, regional or local legislative, administrative, or judicial body, including any state funded organizations, such as schools, universities, healthcare facilities, police agencies, military entities, issuers of government permits, approvals or licenses, etc.
  - Any state-owned enterprises (SOE) and/or state instrumentalities (an entity for which there is control by the government and the entity is performing a governmental function) or public (quasi-governmental) international organizations (such as the United Nations, International Monetary Fund, African Union, etc.)

- Third Party
  - Any non-SoftwareONE individual. This includes customers, partners, publishers, suppliers and vendors.

- Bribe
  - Giving or offering to give, directly or indirectly, anything of value for the purpose of obtaining or retaining business, to secure an impropriety advantage of any kind, or otherwise to attempt to influence a decision regarding SoftwareONE.

- Gifts & Invitations
  - Anything of value or any form of benefit, which includes, but is not limited to, cash, tangible items, offers, favorable terms or promises, entertainment or free tickets, use of SoftwareONE services or products and donations or sponsorships.

- Material Non-Public Information
  - Non-public information that would be reasonably likely to affect an investor’s decision to buy, sell, or hold the securities of a company.

- Personal data
  - Any information relating to an identified or identifiable natural person.
THANK YOU