A woman with blonde hair, wearing a white top and black pants, is holding a laptop. A man with a beard, wearing a white shirt and blue jeans, is standing next to her, looking at the laptop. They are both smiling. The background is a modern office with glass walls and hanging lights.

# Code of Business Ethics

## An overview

This Code of Business Ethics (this “Code”) has been developed for the purpose of providing an overview of MediaKind’s policies and the directives guiding our relationships with each other and with our stakeholders.



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## BEING A TRUSTED PARTNER

### Our guiding principles

Integrity, transparency and responsibility characterize the way we conduct business. Operating with a strong sense of integrity is critical to maintaining trust and credibility with our customers, partners, employees, shareholders, society and other stakeholders. Such trust and credibility requires truthfulness and candor in how we conduct our business .

Creating an environment of transparency in the conduct of business is a high priority for all of us. Our Code of Business Ethics reflects our commitment to operate with candor and truthfulness in our dealings and communications to the marketplace. We expect that the company will be operated in accordance with the principles set forth in this Code. Everyone, from the members of the Board of Directors and the executive management to each individual working for MediaKind, will be held accountable for meeting these standards.

The Code of Business Ethics reflects our company's commitment to conducting business responsibly including:

- Being responsible corporate citizens
- Respecting human rights throughout our business operations
- Ensuring health and safety

The Code also contains rules for all individuals performing work for MediaKind, under the staff management of MediaKind, whether as an employee of MediaKind or a subcontractor, or as a private contractor, including:

- Ensuring compliance at all times with applicable laws, rules and regulations
- Promoting full, fair, accurate, timely and understandable disclosure in financial reports and other public communications
- Appropriately dealing with conflicts of interest
- Protecting and properly using company assets
- Protecting non-public information
- Protecting the privacy of all individuals



## Our responsibility for compliance

Everyone working for MediaKind is required to review the Code of Business Ethics and to support and work in line with the company's stated commitments. All employees must obey the law and all local laws and regulations. All employees must follow MediaKind's policies, directives and instructions as well as local rules and mandates; failure to do so may result in disciplinary action including termination of employment and/or civil and criminal liability.

We place additional responsibilities on our leaders. Through their actions, they demonstrate the importance of compliance. Leading by example is critical, as is being available for those who have questions or wish to report possible violations of this Code.

Leaders must ensure that this Code is respected and is enforced in their organizations.

Leaders will demonstrate the highest ethical standards and will not turn a blind eye to unethical conduct.

## Reporting compliance concerns

**Individuals working for MediaKind** – Individuals working under the staff management of MediaKind are encouraged to report any conduct that they believe, in good faith, to be a violation of the law or the directives of this Code. Reporting may be made to their manager or in accordance with locally established procedure. If the manager is involved in the situation or cannot or has not adequately addressed the concerns, employees are advised to report to a manager of higher rank or in accordance with locally established procedure.

**Suppliers, customers and others** - Suppliers, customers and other partners involved with MediaKind may report suspected violations of the law or this Code to the local operations manager or in accordance with locally established procedure.

**MediaKind Compliance Line** - If the above channels for reporting are not available or appropriate, and if the alleged violation is conducted by management, or relates to corruption, questionable accounting, deficiencies in the internal controls or auditing matters or otherwise seriously affects vital interests of MediaKind or personal health and safety, the violation immediately should be reported to Clearview Connects, MediaKind's secure and anonymous reporting partner:

- Submit a Report:  
CLEARVIEWCONNECTS.COM or  
1 833 286 4003 or  
P.O. BOX 11017, TORONTO, ONTARIO M1E 1N0

Leaders are expected to seriously address a reported issue and to work to ensure a satisfactory resolution in alignment with MediaKind's ethics, values, and procedures, and with any local statutory or regulatory obligations. Retaliation or any discrimination against an individual reporting in good faith will not be tolerated by MediaKind



## CONDUCTING BUSINESS RESPONSIBLY

### – the company’s commitment

MediaKind is committed to being a driver for positive change in society by adhering to the values of human rights, and by the company’s commitment to health and safety and to responsible actions to protect the environment. Everyone working for MediaKind is responsible for the company’s commitment to promote corporate responsibility and must conduct business responsibly in their daily work.

### Our obligation as responsible corporate citizens

We believe that communication is a basic human need that contributes to economic prosperity and social equity and provides solutions to many of society’s sustainable development challenges. We strive to ensure that our technology is a force for good in the world and minimize any negative impacts. We firmly believe that information and communication technology (ICT) promotes greater transparency and enhances many fundamental human rights, such as the right to health, education, freedom of assembly, and freedom of expression.

It is important to behave in a socially and ethically responsible way. We strive to be responsible citizens in all of the communities where we conduct business. We care about the people who take part in the production and support of our products and services worldwide, and the users of ICT more broadly. MediaKind is committed to upholding the 10 UN Global Compact principles, which cover human rights, labor standards, environmental management, and anti-corruption. These principles form the basis of our approach to conducting business responsibly.

It is important that the MediaKind brand is always associated with respect for human rights, fair and safe working conditions, and ethically and environmentally sound business practice.



## Respecting human rights throughout our business operations

MediaKind respects all internationally recognized human rights, including freedom of association and collective bargaining, no forced labor, no child labor, and non-discrimination. We strive to avoid infringing on the human rights of others and address adverse human rights impacts with which MediaKind is involved.

## Health and safety



At MediaKind we give high importance to the health and safety of our employees, our partners' employees, our suppliers' employees, and members of the public that may be affected by our operations. Our commitment is demonstrated by thoughtfully considering potential adverse impacts on health and safety, analyzing and planning necessary actions to avoid such impacts, and having leadership commitment at all levels. At MediaKind we have a vision and goal of zero major incidents and have systems and procedures that apply to all employees that will help the company achieve the zero incident vision.

MediaKind also encourages employees to maintain a positive work life balance.

## Commitment to sustainable development

MediaKind is committed to the sustainable development of society, which is development that meets the needs of the present without compromising the future of generations to come.

We shall continuously work to reduce the negative impacts of our operations and to maximize the positive impacts of our technology in order to enable the sustainable development of society.

## Code of Conduct

The Code of Conduct applies throughout MediaKind worldwide.

The Code of Conduct shall also be valid for all MediaKind suppliers and should be applied through contractual terms and conditions.

The Code of Conduct provides that:

- All persons should be free to peacefully and lawfully form and join, or not join, workers' associations of their own choosing, and should have the right to bargain collectively.
- Modern day slavery including forced, bonded or compulsory labor and human trafficking are strictly prohibited. MediaKind does not accept the use of child labor.
- No individuals should be discriminated against because of race, color, gender, sexual orientation, gender identity, marital status, pregnancy, parental status, religion, political opinion, nationality, ethnic background, social origin, social status, indigenous status, disability, age, union membership or employee representation, or any other characteristic protected by local law, as applicable.
- All individuals should know the basic terms and conditions of their employment.
- Individuals with the same experience, performance and qualifications shall receive equal pay for equal work with respect to those performing the same jobs under similar working conditions.

- The health of the workers and the safety of the workplace shall always be a priority concern. This applies to all aspects of working conditions, including psychosocial considerations.
- MediaKind has no tolerance for unlawful or unethical conduct.
- MediaKind has a no tolerance policy for any form of corruption or financial irregularity, including bribery, kickbacks, facilitation payments, fraud, embezzlement or money laundering.

It is the responsibility of each MediaKind employee to respect and promote the Code of Conduct, and it is the responsibility of each MediaKind unit and company, as well as of each manager, to ensure that MediaKind employees are treated in accordance with the Code of Conduct.

Suppliers and their subcontractors shall be required to comply with the Code of Conduct and to verify compliance upon request.



## EVERY ACTION COUNTS

– rules for everyone performing work for MediaKind under the staff management of MediaKind, whether as an employee of MediaKind or of a subcontractor, or as a private contractor

### Compliance with laws, rules and regulations

MediaKind shall comply with all laws, rules and regulations that apply to its business. As you conduct MediaKind's business, you may encounter a variety of legal issues. Violations of any applicable law, rule or regulation may have serious consequences, both for MediaKind and for the individuals concerned.

It is your responsibility as a MediaKind employee to be familiar with and comply with relevant laws, rules and regulations, including in the areas listed below.

**Trade Compliance** – Specific laws, rules and regulations apply to us as a multinational group of companies in an international business environment, in particular when exporting and importing products and services. MediaKind employees must therefore be familiar with, and adhere to, applicable domestic and foreign laws, rules, and regulations related to export and import regulations, anti-boycott provisions, trade embargos, and sanctions. According to these laws, rules and regulations, individuals can be restricted from participating in certain business activities, for example, "United States persons" (US citizens, green card holders and persons physically located in the US) can be subject to such restrictions. Group Function Legal Affairs is available to support employees with questions regarding Trade Compliance.

**Fair competition** – MediaKind is dedicated to promoting fair competition. Fair competition provides the best incentives for business efficiency. It encourages business development and innovation and it creates a wider choice for consumers. Most countries have laws prohibiting business practices that interfere with fair competition (competition or antitrust laws). These laws govern the ways companies deal with their competitors, customers, and suppliers and they, for example, prohibit price fixing, market and customer allocation and bid rigging with competitors, as well as the abuse of a dominant market position. Everyone working for MediaKind shall compete in the open market as vigorously and constructively as possible, while consistently complying with competition laws in each of the countries in which MediaKind operates.

**Accounting and financial reporting** – MediaKind is required to follow strict accounting principles and standards, to report financial information accurately and completely, and to have appropriate internal controls and processes to ensure that accounting and financial reporting complies with applicable laws, regulations, and listing requirements. You must support the company's efforts in this area.

**Insider rules and trading prohibition** – Everyone working for MediaKind shall act in strict compliance with all applicable insider rules and regulations. "Inside information" is non-public information, which, if it were made public, would be likely to have a significant effect on the price of a financial instrument. No one who possesses inside information is permitted to use the inside information for trading in financial instruments to which the information relates. Furthermore, no one is permitted to disclose inside information to anyone, including family, friends, coworkers, or others, for whom such information is not necessary for the performance of his/her duties.

**Privacy** - MediaKind is committed to protecting the privacy of personal information, including personal information relating to employees, partners, external workforce, customers, and end-users. Personal data shall be kept confidential and handled in a secure way. You must only process personal data to the extent required to perform work tasks.

## Communication and financial information

It is important that MediaKind employees have a good understanding of the operational and financial performance of their business units in order to be fully involved in improving operations.

This understanding and knowledge must be balanced with MediaKind's financial disclosure policy and legal requirements, specified in frameworks such as the insider rules, and the listing and reporting rules of stock exchanges and supervisory authorities for securities. MediaKind's obligation to comply with these requirements defines the way that individuals working for MediaKind shall manage material news that might impact the company's stock price. Comments about financial performance and prospects to external parties shall only be made by official company spokespersons, as authorized in the spokespersons directive and in conjunction with activities supported by Marketing & Communications.

All employees involved in financial reporting shall provide full, fair, accurate, timely, and understandable disclosures in reports and documents that MediaKind files with or submits to government agencies or authorities or makes in other public communications.

Authorized spokespersons are assigned to represent the company externally and can cover a broad range of topics. All employees are encouraged to spread the word about MediaKind by sharing public information about the company, but only authorized spokespersons should comment on financial performance, strategically sensitive matters or nonpublic customer related information. Marketing & Communications is available to support employees when in doubt.



## Dealing with conflicts of interest

We shall make business decisions based on the best interests of the Group rather than personal considerations or relationships. A conflict of interest arises when anything interferes with or influences the exercise of our independent judgment in the best interest of MediaKind. We must avoid situations in which our personal interest may conflict with, or even appear to conflict with, the interests of the Group.

The following are examples of situations to be particularly aware of:

**Business opportunities** – You may not take business opportunities for yourself, your family or friends that are identified in the course of your work for MediaKind if this could be contrary to the interests of MediaKind. Nor may you otherwise use MediaKind property or information or your position at MediaKind for personal gain or for the gain of your family or friends.

**Other Employment or engagement** – You may not take any employment or engagement outside MediaKind, with or without compensation, that harms or may harm job performance at MediaKind or creates or may create a conflict of interest. MediaKind employees may not engage in outside business interests that divert time and attention away from MediaKind responsibilities or require work during MediaKind working time. MediaKind employees shall avoid any potential conflict of interest by not accepting employment or engagement from any ICT organization or any supplier, contractor, agent, customer, or competitor of MediaKind, unless the engagement is on behalf of or at the request of MediaKind.

**Board assignments outside MediaKind** – MediaKind employees must not take a board position in any entity or association (including non-profit organizations) if it creates a conflict of interest or could adversely affect the employee's performance of the duties or work for MediaKind. For example, a board position in a competitor, customer, supplier, or strategic partner of MediaKind is not permitted. A board position in a non-significant supplier of MediaKind may, under certain limited circumstances, be permitted but subject always to approval by the Chief Legal Officer.

Provided that there is no risk for conflicts of interest, employees may hold one board position in an external entity without prior approval. Any additional board position is permitted only if explicitly approved in advance by the employee's manager and the manager's manager. A special approval process applies for MediaKind's management. Serving on boards of non-profit organizations does not require approval, provided that there is no potential conflict of interest.

**Political activities** – MediaKind will not make contributions or payment or otherwise give any endorsement, directly or indirectly, to political parties or committees or to individual politicians<sup>1</sup>. You may not make any political contribution on behalf of MediaKind or through the use of corporate funds or resources.

**Disclosure of conflicts of interest** – MediaKind requires that you disclose situations or transactions that reasonably would be expected to give rise to a conflict of interest. If you suspect that you are involved in a transaction or any other arrangement that creates a conflict of interest, or something that others could reasonably perceive as a conflict of interest, you must report it to your manager and to the Legal Department. Your manager and the Legal Department will work with you to assess whether there is a conflict of interest and, if so, how best to address it.

<sup>1</sup> Nothing in this Section shall prohibit the establishment and operation of a separate segregated fund, as permitted by United States law (specifically 2 U.S.C. § 441b(b)(4)(B)) to collect voluntary donations from certain eligible employees of MediaKind and to make contributions to candidates for elected political office in the United States.

## Corruption and financial irregularities



**Zero-tolerance** – MediaKind has no tolerance for any form of corruption and financial irregularity, including bribery, kickbacks, facilitation payments, fraud, embezzlement, and money laundering, as follows.

**Bribes and kickbacks** – No one representing MediaKind may, directly or indirectly, demand or accept from, or offer or give to, employees or other representatives of business partners (such as customers, suppliers, and channel partners) or any other third parties (e.g. authorities), any kind of bribe, kickback or any other unlawful or unethical benefit.

**Gifts and entertainment** – No one representing MediaKind may offer to, or accept from, business partners or any other third parties, gifts, benefits, reimbursements, or entertainment that would constitute a violation of laws or that could suggest a conflict of interest, divided loyalty, or be perceived as an improper attempt to influence business performance or work duties. MediaKind employees should

normally not accept gifts from business partners or any other third parties except for promotional items with insignificant value.

All gifts or entertainment should be:

- business related
- made openly—normally addressed to the receiver’s employer
- moderate in value
- free from obligation or expectation and
- avoided during ongoing negotiations

Certain gifts or benefits are never allowed to be either offered or accepted, including money, loans, gift vouchers, kick-backs, work for private purpose, unethical benefits, vacations, or similar benefits addressed to individuals.

Further guidance is available in MediaKind’s e-learnings and through its Legal Department. Each employee is required to participate in compliance learnings on an annual basis.

**Public officials** – Stricter rules apply when we interact with government entities and their employees or representatives. Be aware that this includes also state owned companies, i.e. many mobile operators. Normally, nothing of value should be promised, offered, or provided to a public official, either directly or indirectly.

**Facilitation payments** – Unofficial payments demanded by public officials intended to speed up or secure the performance of routine government actions (e.g. issuance of visas, permits or licenses) are not allowed by MediaKind. Such facilitation payments are illegal in most countries and may result in prosecution and punishment of the payer.

**Fraud and embezzlement** – MediaKind does not accept any type of fraudulent behavior or embezzlement.

**Money laundering** – MediaKind supports international efforts to combat money laundering and the funding of terrorist and criminal activities. We shall not engage in unusual payment methods, or payments to unconnected parties, in contradiction to MediaKind policies and directives.

**Support and reporting** – If you are ever in doubt as to what is permissible, contact the Chief Legal Officer for advice. Any offer or proposed arrangement contradicting our zero-tolerance towards corruption policy must be reported immediately to Chief Legal Officer. You may also use the MediaKind Compliance Line.

## Protection and proper use of company assets

MediaKind has a wide variety of assets, including physical assets, proprietary information and intellectual property. You are responsible for protecting MediaKind property entrusted to you and for helping to protect MediaKind's assets in general. To do this you must be aware of and understand MediaKind's security directives. You must be alert and report any loss, or risk of loss, of MediaKind properties to your manager or MediaKind Security as soon as they come to your attention.

Below, you will find certain instructions for internal and external handling of information, communication systems and intellectual property.

**Intellectual property** – Intellectual property includes a variety of properties, such as computer programs, technical documentation and inventions. Certain intellectual property is, or can be made, subject to special protection through copyright, patent right, trademark right, etc.

Intellectual property is an asset of utmost value to MediaKind and must be treated with appropriate care. You must follow and, in case of doubt, seek instructions on how you shall act to protect this valuable asset. For example, it is important that open source software is used and distributed only in accordance with MediaKind's regulations on open source software.

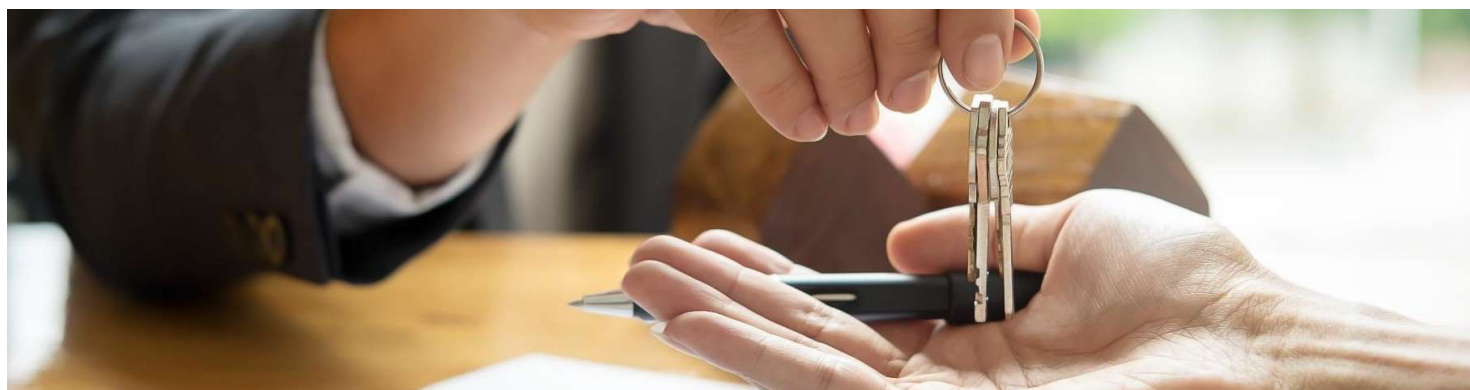
Intellectual property created by MediaKind employees under the employment is transferred and assigned to MediaKind by law and/or the employment contract or other agreement, with the exceptions stated in international conventions, applicable laws and the agreement with MediaKind.

**Use of MediaKind IT resources** – MediaKind IT resources, including communication systems and connections to the Internet, shall be used for conducting MediaKind business or for other incidental purposes, authorized by your management or applicable IT policies. You may be authorized by management, or by applicable IT policies, to access MediaKind's IT resources with devices and storage media not provided by MediaKind.

To the extent allowed under applicable law, access to MediaKind's IT environment from any device or storage media (whether provided by MediaKind or not) may be checked for installed software, USB storage, firewalls, administrator information, additional network connections, encryption, antivirus or malicious software and components, etc. For the purpose of protecting MediaKind business and detecting unacceptable use of MediaKind's IT resources, you may be asked to provide access to any devices and storage media used to access MediaKind's IT resources or store MediaKind information. Such a request can only be made by an authorized security function and in accordance with applicable processes.

Unacceptable use of MediaKind's IT resources includes: processing, sending, retrieving, accessing, displaying, storing, printing or otherwise disseminating material and information that is fraudulent, harassing, threatening, illegal, racially or sexually oriented, obscene, intimidating, defamatory or otherwise inconsistent with a professional environment.

**When you leave MediaKind** – you must return all MediaKind assets, including documentation and any media containing MediaKind proprietary information. You remain bound by the restrictions for use and disclosure of MediaKind proprietary information after you leave MediaKind.



## Protecting information

Protecting MediaKind's confidential and proprietary information and that of our customers, partners and suppliers.

Persons working for MediaKind have access to information owned by MediaKind and sometimes also to information owned by third parties. Such information may be financial information, business plans, technical information, information about employees and customers, and other types of information. Non-authorized access, use and disclosure may damage MediaKind or the third party and, therefore, you are not allowed to access, use or disclose the information unless you have been properly authorized to do so. Non-authorized access, use and disclosure may also be a violation of laws, including privacy regulations. Whenever you are in doubt of your authorization, you must seek instructions from your manager or MediaKind Security.

Here are some rules that will help protect non-public information of MediaKind and its customers, partners and suppliers:

1. Do not disclose to others information not made public by MediaKind except to:
  - a. Persons working for MediaKind who, in their work, need access to the information and who have justified reason to have the information,
  - b. Anyone else authorized by MediaKind
  - c. Persons to whom you, according to your work duties, shall give such information.
2. Do not directly or indirectly access, duplicate, reproduce or make use of non-public information other than in the course of your duties and work for MediaKind. When leaving MediaKind, any authorization to access or to use non-public information expires, and any information in your possession must be returned or disposed of.
3. Upon learning of any wrongful use or treatment of non-public information, promptly notify your manager and cooperate in full with MediaKind to protect such information.
4. Do not store non-public information on private computers, storage media or other devices not authorized by MediaKind. Third party cloud services, or other online hosting services, should only be used to store non-public information if approved for that purpose by MediaKind Group Security.
5. Accesses and authorizations provided to persons working for MediaKind may only be used in the manner in which they were intended. Passwords and pin codes and similar information must never be shared or provided for use to unauthorized persons.



Revision History

<i>Rev</i>	<i>Rev Date</i>	<i>Description of change</i>
1	3/11/2019	Draft
A	Jul-29-2019	Initial version approved by Chuck Gilbert
B	Oct-19-2020	Add revision history, approved by Renuka Drummond