



Doing the Right Things Right

OUR CODE OF CONDUCT

A guide to NAVEX Global's conduct policies and expectations



Our Core Values

At NAVEX Global we are committed to doing the right things right. We believe we personally have the opportunity to make a difference through what we do and how we do it.

Authenticity

We believe character and competence are keys to our success. Our actions create trust and transparency.

Respect

We care about the experiences people have. We believe differences strengthen our thinking and appreciation of each other. Respect for others is simply non-negotiable.

Commitment

We love what we do and strive to make a difference. We understand commitment goes beyond ourselves and includes investing in the success of others.

Accountability

We own our experience and are accountable for the actions we take. We hold each other accountable, not just for the results we commit to, but the experience we desire people to have.

Humility

As stewards of our business, we challenge ourselves to learn from what we did today in order to be better tomorrow. We understand the importance of building trust and setting the standard for others to learn from.



A Message from Our Leadership Team

NAVEX Global occupies a unique position in the ethics and compliance industry. As the leading provider of ethics and compliance services, we have the responsibility to not just meet, but to exceed best practices. In fact, we all share a unique opportunity to help evolve the programmes of thousands of organisations around the globe, impacting literally millions of employees, while at the same time building our own outstanding culture.

As a company with clients worldwide, we must maintain a commitment to superior customer service and quality while navigating complex legal and regulatory requirements. And, as an innovative growth company, we face the same challenges as other companies to sustain a culture that supports our values while meeting our business goals.

For all these reasons, it is absolutely essential that we have in place effective tools and resources, including our code of conduct that clearly communicate our standards and our expectations.

Of course no code can cover every possible topic or situation that may come up, which is why we count on everyone on our team to use good judgement and ask questions whenever there is doubt about what to do. Our culture is built on good decisions made through

discussion with others, so you should never feel alone when facing an ethical dilemma.

Our continued success depends on each and every one of us consistently doing what's right. As we grow, we want to be proud of our achievements, and how we achieved success.

As always, we set the bar high, we count on each other for support, and we lead by serving our clients and by honouring our commitment to our values.

Thank you from the entire Leadership Team.



Bob Conlin
President & Chief Operating Officer



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View a message from board member Shanti Atkins



Table of Contents

Our Commitment to Ethics & Compliance

- How to Use Our Code 06
- Our Responsibilities 07
- Asking Questions & Raising Concerns 09
- Zero Tolerance for Retaliation 11
- Team & Leadership Attributes 12

Our Commitment to One Another

- Diversity, Teamwork & Success 14
- Fairness & Equal Opportunity 15
- Harassment-Free Workplace 16
- Safety & Physical Security 18
- Protection of Systems & Resources 19
- Privacy & Personal Information 21

Our Commitment to Our Clients & Business Partners

- Confidential Information 23
- Business Partners & Supplier Relations 25
- Conflicts of Interest 26
- Gifts & Entertainment 28
- Accurate Records 30
- Public Communications & Social Media 31

Our Commitment as a Responsible Corporate Citizen

- Social Responsibility 34
- Anti-Corruption & Bribery 35
- Free & Fair Competition 36
- Insider Trading 37
- Political Activity 39
- Global Trade 40



Our Commitment to Ethics & Compliance

Decisions we make directly shape our future and exemplify who we are as individuals and as an organisation.

Our Core Values and this Code of Conduct create the foundation that supports our efforts to do the right things right.



How to Use Our Code

Situations involving ethics can be complicated. As a result, it can be difficult to know what to do in certain situations. That is why we have updated our Code of Conduct and provided you with resources to help you understand our standards and expectations and to make good decisions.

Our Code applies to every NAVEX Global team member. Business partners and third parties are an extension of our organisation and their behaviour can have a direct impact on our reputation. For this reason, we only work with business partners who share our commitment to ethics and compliance. We expect all our partners and their employees to act in a way that is consistent with our Code, and we will consider terminating contracts with partners we believe have not met our high standards or contractual obligations.





Our Responsibilities

Every NAVEX Global team member has a responsibility to maintain and advance our company's reputation for high ethical standards. To meet this responsibility, we have the following expectations for our team members:

- » Act in a professional, honest and ethical manner.
- » Be familiar with the information contained in our Code as well as applicable laws and company policies. Pay particular attention to the policies that pertain to your job responsibilities.
- » Complete all required ethics and compliance training in a timely manner and apply it in your job every day.
- » Report concerns about possible violations of laws, regulations, this Code and policies any of the resources listed on page nine.
- » Cooperate fully and tell the whole truth when responding to an investigation or audit.
- » Be a role model for ethical leadership and support your team members if they ask questions or raise any ethical concerns.



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Why Culture Matters?

NAVEX EXCHANGE

Asking Questions & Raising Concerns

All of us at NAVEX Global understand the importance of asking questions and raising concerns about ethics and compliance—after all, it is our business. This is not only important for our clients; it applies to us too.

We each have an obligation to speak up if we have a question or need to report a possible violation of our Code or policies. Team members have several options:

- » Talk to your manager, Human Resources, any executive team leader, or
- » Contact NAVEX Global's Chief Compliance Officer, or
- » Use NAVEX Global's online reporting system at navex4navex.com

Regardless of the method you use, the same course of action will be taken to investigate your concerns and follow-up as necessary.



When you speak up, we have the opportunity to improve and we can resolve issues before they become more serious.



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Our Commitment to You: Reporting Options

Carrie Penman
Chief Compliance Officer, NAVEX Global



Zero Tolerance for Retaliation

If you ask a question, report possible misconduct or take part in an investigation of an ethics and compliance matter, you are meeting your obligations and doing the right thing. Under no circumstances will we tolerate retaliation against you.

Retaliation can take many forms, from being unfairly dismissed, to being the target of bullying or derogatory comments—in person or in social media. We take all claims of retaliation seriously, investigating each one thoroughly and taking appropriate action. We consider acts of retaliation to be acts of misconduct which, if substantiated, could result in disciplinary action up to and including dismissal.

Team & Leadership Attributes

We create our culture each and every day by putting into practice these defining attributes.

Team Attributes

Communication

What, when and how we share our message matters. We believe communication creates collaboration and strengthens our team's effectiveness.

Innovation

We are only limited by what we allow ourselves to be. We will always strive to deliver leading solutions from products to processes.

Commitment

We are a trusted partner and add value with each engagement. We understand our customers' business and the solutions they need.

Leadership Attributes

Vision

We evolve a shared vision for what is possible at NAVEX Global. We know how to translate this vision into measurable action so our teams can achieve extraordinary results. We believe ideas, change and determination create opportunity.

Coaching

We believe every role at NAVEX Global matters. We understand when and how to walk with our teams; how to extend grace when a mistake is made, and ensure credit due is credit given.

Decision Making

We are diligent and inclusive in the development of our thinking. We are prepared to share how we got from there to here, and we always balance what's best for our clients and our people.



Our Commitment to One Another

We understand that the true measure of our experience at work starts with how we treat each other.



Diversity, Teamwork & Success

NAVEX Global strives to understand, value and incorporate the differences each team member brings to our organisation.

It is important for us to attract individuals and build teams that represent the diversity of the clients we serve. When our teams include people with different backgrounds, talents and ideas, we are more dynamic and successful. That is why we value each and every employee as an important contributor to one NAVEX Global team.

- » Treat others with respect. Every team member has the right to expect a workplace in which the differences they bring are welcomed and valued each day.
- » Keep an open mind to new ideas and points of view.
- » Value and incorporate the differences each team member brings to our organisation.
- » Our policies also apply to our selection of, and relationships with, customers, contract personnel, vendors, visitors and others we encounter in our work environment.
- » Management team members have additional responsibilities when concerns are reported to them.



A close-up photograph of a man wearing a blue hard hat and a blue shirt. He is smiling and looking down, possibly at a task or a piece of equipment. The background is slightly blurred, showing what appears to be an industrial or construction setting.

Fairness & Equal Opportunity

We believe that everyone should be treated with fairness, respect and dignity. As an equal employment opportunity employer, we comply with all laws and regulations concerning nondiscriminatory employment practices.

- » Base employment decisions on qualifications, demonstrated skills and achievements—irrespective of age, race, gender, nationality, sexual orientation, gender identity or expression, physical ability, thinking style, veteran’s status, or any other characteristic protected by applicable laws.
- » Set the expectation with our business partners that we believe they should act in a way that is consistent with our sense of fair treatment and equal opportunity.

Harassment-Free Workplace

Harassment in the workplace can take on many forms and be experienced differently from one individual to another. At NAVEX Global we have zero tolerance for any form of harassment, including sexual harassment and bullying.

Any type of harassment (physical, verbal, sexual or other) is strictly prohibited and could result in immediate separation of employment from NAVEX Global.

- » Help create a professional work environment that is free of all forms of harassment.
- » Remember that sexual harassment includes unwanted sexual advances, requests for sexual favours and/or physical contact or any other sexually offensive behaviour.
- » Maintain our high standards of professional conduct at all times—including when working with clients, business partners, during business hours and after hours, and in all business settings—inside and outside the office.
- » Bullying and intimidation of others directly contradicts our values and will not be tolerated.

NAVEX GLOBAL™

A Funny Joke

Menu Progress Pause

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Workplace Harassment

BURST LEARNING: ETHICS STREET



Safety & Physical Security

When working, always be alert to health and safety risks—even in office environments.

Be sure that your performance is not impaired by alcohol or by any drugs, including prescription or over-the-counter medication. This applies to team members on company premises or in any other work circumstance that may jeopardise NAVEX Global's operations, safety or reputation.

- » Promptly report any accident, injury, illness, unsafe or unhealthy condition to Human Resources.
- » Threats, intimidation and violence towards anyone at work will not be tolerated and should be reported immediately to a member of the leadership team.

Protection of Systems & Resources

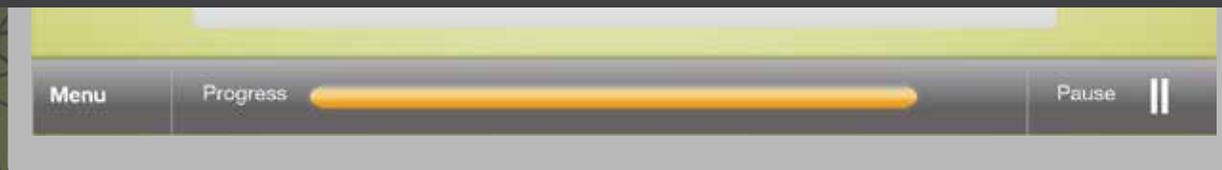
We trust our team members will manage their access to NAVEX Global's equipment, systems and other resources (assets) with the utmost care, confidentiality and professionalism.

These assets are intended to advance the success of the company. Our assets include facilities, property and equipment, computers and information systems, phones, employee time, confidential and proprietary information, corporate opportunities and company funds.

- » Protect company assets from loss or harm.
- » Don't appropriate, borrow or loan company assets without permission.
- » Our computer equipment, phones, email and internet access are for business purposes, but some limited personal use is acceptable. Our Workplace Practices Policy provides specific guidelines.
- » Use care when transferring confidential information onto a portable storage device such as a memory stick.
- » Keep computer equipment safe and secure at all times and protect your user IDs and passwords.
- » Keep confidential and proprietary information safe and secure.
- » Look after our intellectual property—and respect the intellectual property rights of others.



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Use of Assets

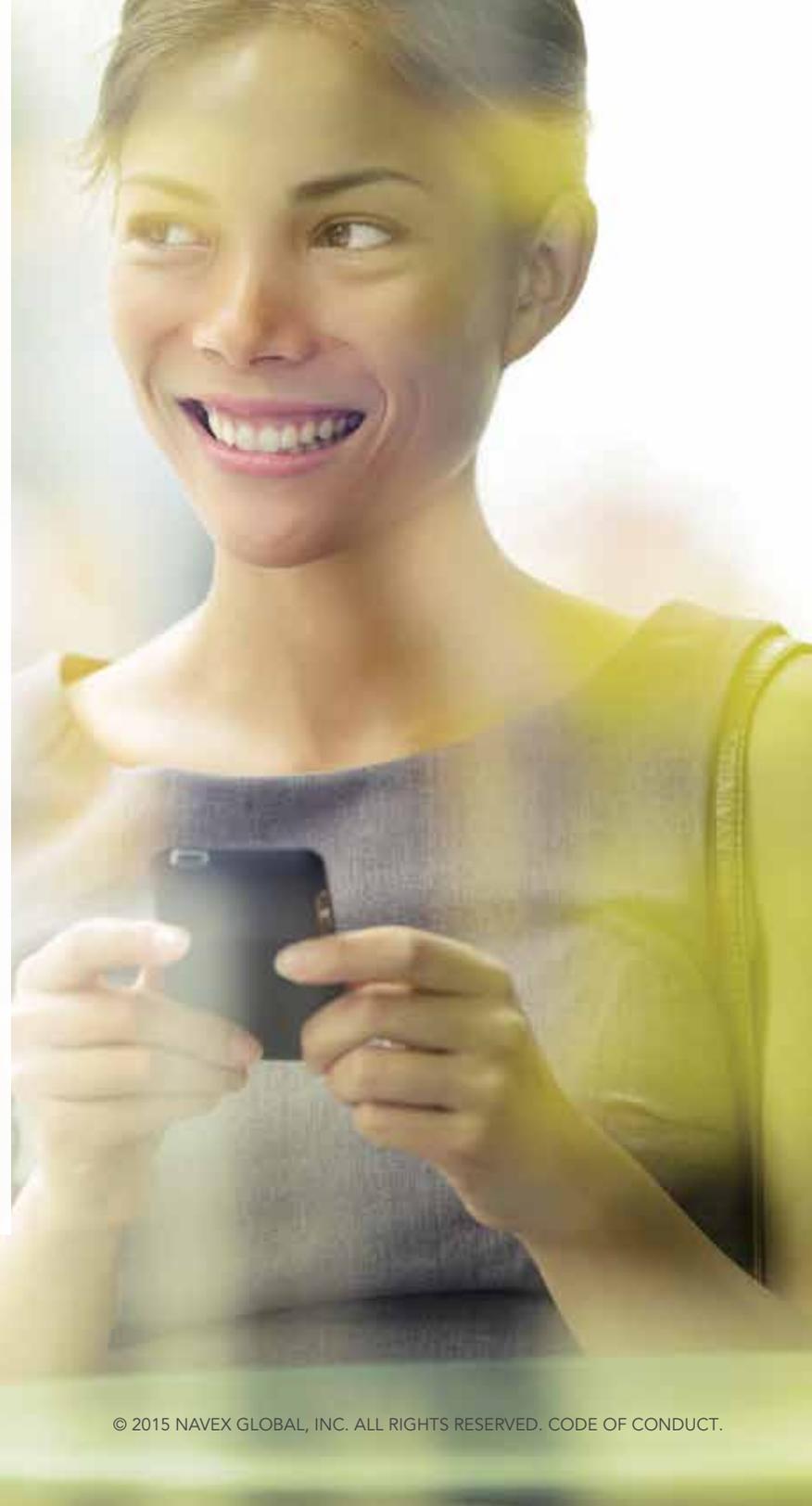
BURST LEARNING: ETHICALLY SPEAKING



Privacy & Personal Information

Always respect the privacy of others and the confidentiality of personal information. Keep personal information safe and secure.

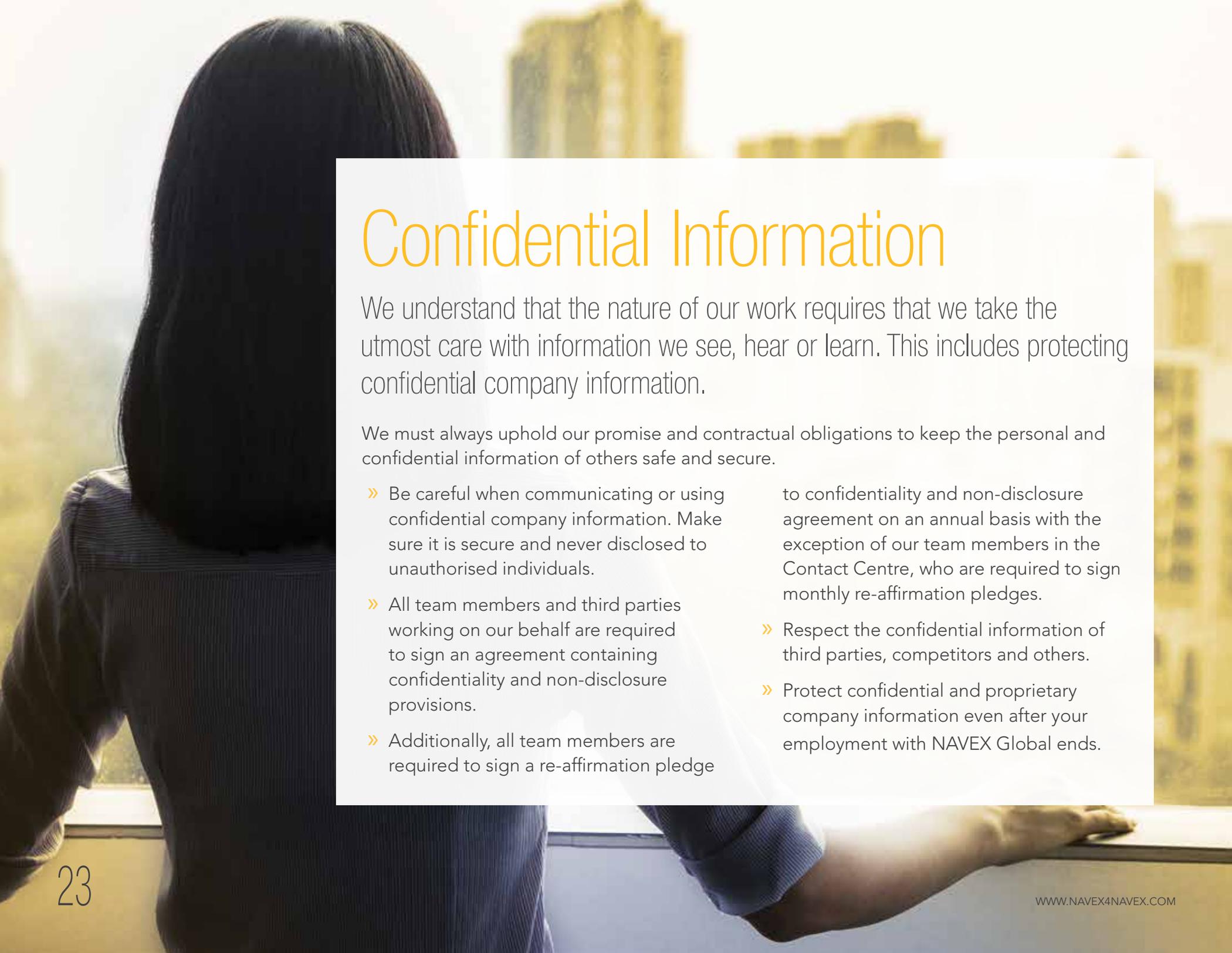
- » Treat and mark personal information as "confidential."
- » Use care when providing personal information to anyone inside or outside the company and limit access only to those who have a clear business need for that information.
- » Keep personal team member information only as long as necessary to accomplish the legitimate purpose for which it was collected.
- » Be aware of and respect local privacy laws, especially when transferring personal information outside its country of origin.





Our Commitment to Our Clients & Business Partners

*Working together with our clients and business partners,
we make a positive difference in the lives of others.*



Confidential Information

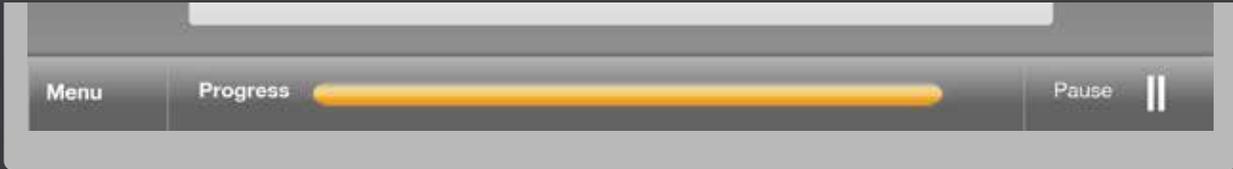
We understand that the nature of our work requires that we take the utmost care with information we see, hear or learn. This includes protecting confidential company information.

We must always uphold our promise and contractual obligations to keep the personal and confidential information of others safe and secure.

- » Be careful when communicating or using confidential company information. Make sure it is secure and never disclosed to unauthorised individuals.
- » All team members and third parties working on our behalf are required to sign an agreement containing confidentiality and non-disclosure provisions.
- » Additionally, all team members are required to sign a re-affirmation pledge to confidentiality and non-disclosure agreement on an annual basis with the exception of our team members in the Contact Centre, who are required to sign monthly re-affirmation pledges.
- » Respect the confidential information of third parties, competitors and others.
- » Protect confidential and proprietary company information even after your employment with NAVEX Global ends.



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Confidential Information

BURST LEARNING: MYREPORT

Business Partners & Supplier Relations

We seek business partnerships that align with our Core Values and follow the highest standards of business conduct.

We perform due diligence and know our business partners, consultants, agents and all those through whom we conduct our business. All arrangements with our business partners require an agreement with NAVEX Global to ensure our standards of conduct and commitments to our clients are upheld.

- » Conduct due diligence on new suppliers and agents acting on our behalf.
- » Help suppliers understand our ethics and compliance standards and their contractual obligations.
- » Report to the Legal Department or the Chief Compliance Officer any supplier or business partner that may not be meeting our standards.
- » Additional rules apply when we bid for and conduct business with governments, their employees or representatives. Nothing of value should ever be promised, offered or provided to a government employee, either directly or indirectly, in an attempt to influence their decisions.





Conflicts of Interest

A conflict of interest may occur when our personal activities impact our ability to make objective decisions.

The best approach is to avoid potential conflicts whenever possible and disclose situations to management that might create a conflict—or even the appearance of a conflict. Once disclosed, the situation can often be managed and resolved.

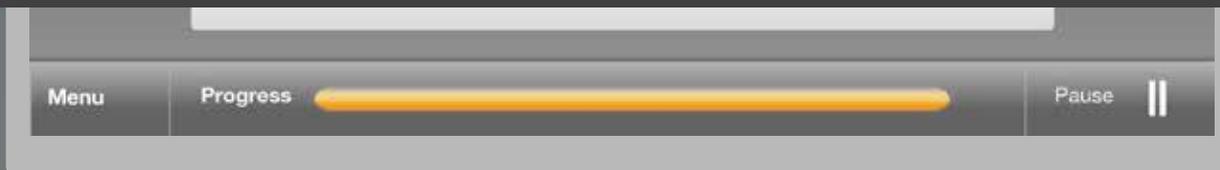
Be aware of the different ways conflicts of interest can arise. For example:

- » Outside jobs and affiliations especially with competitors, clients or business partners.
- » Working with close relatives especially if they report to you.
- » Serving as a board member of another organisation.
- » Investments that might influence—or appear to influence—your judgement.





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Conflicts of Interest
BURST LEARNING: MYREPORT



Gifts & Entertainment

In the right circumstances, a modest holiday gift may be a thoughtful “thank you,” or a meal might help strengthen a business relationship.

However, if not handled carefully, the exchange of gifts and entertainment can damage our reputation, especially if it happens frequently or if the value is large enough that someone could think it is influencing a business decision.

To sustain the health of our key business relationships, do not accept or ask for any gift that might influence—or appear to influence—your ability to make objective business decisions in the best interest of NAVEX Global, unless refusing acceptance of such a gift would otherwise be considered culturally offensive. If you believe it would be insulting to a client or business partner to decline a gift, accept the gift but immediately report it to your manager and Human Resources who will help you decide how the situation should be best handled.

Gifts & Entertainment

You may accept an occasional meal and entertainment from a client, vendor or partner as long as they are attending the event, or the costs involved are in line with local customs for business-related meals and entertainment. If you are extended such an offer, inform your manager and Human Resources. If you are offered a gift, meal or entertainment that would compromise our commitment to this practice, please extend appreciation for the offer, gracefully decline and notify your manager or Human Resources.

- » In some situations, provision of gifts or entertainment may violate the law, such as when dealing with government officials.
- » Some gifts and entertainment are never acceptable, for example cash or cash equivalents, or any gift or entertainment that would harm our reputation—as those that are indecent or improper.
- » Be aware of the organisational rules and standards of those to whom you intend to provide a gift or entertainment. If there is a conflict between their standards and ours, always follow the more stringent standard.



Accurate Records

Accurate records are essential for us to make good business decisions. In addition, others, including business partners and government officials, rely on our disclosures and business records.

Some team members have special responsibilities in this area, but all of us contribute to the process of recording financial and non-financial information. Everyone needs to be aware of the importance of being honest, forthright and objective.

- » All business records must be accurate and complete.
- » Understand and follow applicable laws and our policies when creating, retaining or destroying documents.
- » Never destroy documents in response to or in anticipation of an investigation or audit.

A young woman with glasses and a yellow scarf is looking at a tablet. The background is a blurred outdoor setting with a metal railing.

Public Communications & Social Media

We need a clear, consistent voice when providing information to the public—including the media—relating to NAVEX Global, our operations or business plans.

For this reason, only authorised persons should speak on behalf of the company. Requests for information about NAVEX Global from any member of the media should be referred to the Corporate Marketing Department.

Social networks provide an opportunity to learn, share and create exposure for NAVEX Global. As the lines between personal and professional are blurred in online social networks, simply identifying yourself as a NAVEX Global team member can connect you to your colleagues, managers and even our clients.



Public Communications & Social Media

Whether or not you choose to participate in a social network is your decision. In the event you choose to engage in such forums while employed at NAVEX Global, we have listed some guidelines to follow:

- » When using social media, never share confidential information, discuss clients or business partners. Know and follow your Confidentiality Agreement.
- » Respect your audience. Use your best judgement; there are always consequences to what you publish.
- » Identify yourself. If you are commenting or publishing on topics related to your job, identify yourself as an employee of NAVEX Global.
- » Before providing a recommendation for a colleague (current or past) on LinkedIn, seek guidance from Human Resources.
- » Respect copyright, fair use and financial disclosure laws.
- » NAVEX Global's logo may not be used without written authorisation from our marketing team.
- » Think before you hit the send button—these types of communications live forever.

If you see comments or posts on social media that you believe are inaccurate or unfairly represent NAVEX Global or our clients, do not respond. Instead, report the information to Corporate Marketing, the Legal Department or the Chief Compliance Officer who will help you determine the best course of action.

A woman with dark hair, wearing a dark business suit, is shown in profile, looking out a window. The background is a soft, purple-tinted image of flowers. The text is overlaid on a dark purple rectangular area.

Our Commitment as a Responsible Corporate Citizen

*We honour the letter and the spirit of the law
everywhere we do business.*



Social Responsibility

We are proud of the role we play in shaping the global movement toward greater corporate social responsibility.

As an organisation, we support and respect efforts to protect human rights and advance environmental sustainability.

- » We ensure that all our employees work out of their own free will.
- » We do not accept corporal punishment, forced labour, involuntary labour or other forms of mental and physical coercion. We do not use or permit the use of child labour.
- » We strive to work with business partners who share our standards and commitment to human rights, and we work with our clients to assist them in meeting their corporate social responsibility goals.
- » We strive to be proactive and look for ways that we can reduce waste, and use energy more efficiently.

In addition to our global support of human rights and environmental sustainability, we also understand that social responsibility has a local component and means being a good neighbour in the communities where we operate. While each of us is encouraged to become involved in the life of our local communities by supporting causes and events, it is important to remember that we should not pressure others to contribute to or participate in our preferred charitable organisations, and we should never interfere in company decisions regarding a charity or other organisation where we volunteer.

Anti-Corruption & Bribery

NAVEX Global is committed to doing the right things right in every aspect of our business operations.

We will not pay bribes or kickbacks at any time, for any reason. We will not offer facilitation or "grease" payments, nor accept or offer any other kind of improper payment. We will work with our clients and business partners to actively support efforts to eliminate bribery and corruption worldwide.

- » Exercise caution when selecting third parties who work on our behalf. Monitor their compliance with contractual obligations and with our standards.
- » Keep accurate books and records to ensure that payments are not inadvertently used for unlawful purposes.
- » If you are offered or asked for a bribe, no matter how small, you must refuse it and clearly state that it is NAVEX Global's policy to never engage in bribery or corruption. You should then immediately report the incident to the Legal Department or the Chief Compliance Officer.
- » Giving or accepting any form of bribe will not be tolerated and will be treated as a serious violation and a disciplinary matter.
- » For further guidance, see our Anti-Corruption & Bribery Policy.

Free & Fair Competition

We believe in free, fair and open competition. We compete vigorously to be an industry leader and we do so by maintaining high standards of fairness and honesty when engaged in marketing, promotional and advertising activities.

We look to gain competitive advantage through superior performance, price and quality—not through unethical or illegal business practices. We will not enter into any arrangement with competitors that is unlawful or could harm our reputation.

Competition laws are complex and compliance requirements can vary depending on the circumstance. In general, the following activities are red flags; they should be avoided and reported to the Legal Department or the Chief Compliance Officer:

- » Entering into anti-competitive agreements with competitors, including price fixing, bid rigging and market allocation or segmentation.
- » Exchanging competitively sensitive information with competitors. Be particularly careful at conferences and trade shows where we often spend time with our competitors in exhibit halls.
- » Imposing restrictions on clients or suppliers.
- » Abusing a position of market dominance.

If you are in a meeting with competitors and a questionable discussion begins, make it clear that you believe the discussion is inappropriate, break away from the discussion and promptly inform the Legal Department or the Chief Compliance Officer.

Insider Trading

In the course of business you may become aware of information about clients, business partners or other companies that is not publicly available to ordinary investors. Using this inside information for personal gain or sharing it with others is not only illegal, it is contrary to our values.

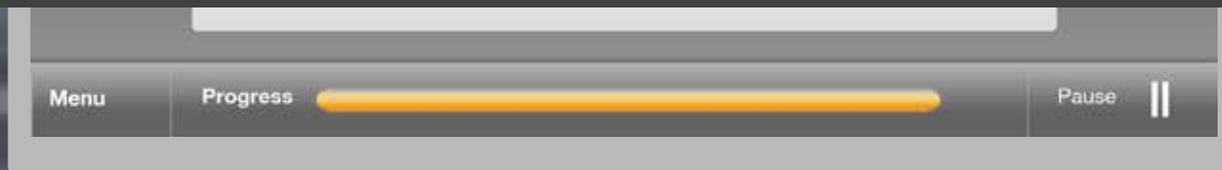
- » Never buy or sell securities of any company if you have inside information, nor should you ever provide tips or encourage others to trade based on inside information.
- » Remember: this rule continues to apply when you are no longer a NAVEX Global team member.

If you believe that inside information has been disclosed, report it to the Legal Department or the Chief Compliance Officer.





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Insider Trading
BURST LEARNING: MYREPORT

Political Activity

NAVEX Global supports lawful political contributions and involvement by its employees, but these activities must be conducted in strict compliance with all applicable laws.

You have the right to voluntarily participate in the political process, including making personal political contributions. However, make it clear that your personal views and actions are not those of NAVEX Global. It is important to know that under federal and most state statutes, it is unlawful for the company or any team member to use company funds to make any direct or indirect political contributions to parties or candidates.

- » Always obtain permission before using company funds, assets or resources to support any political candidate or party and before engaging in any lobbying activities.
- » Since political activities can sometimes create a conflict of interest, obtain prior approval if you plan to accept or seek a public office.
- » If you are in a leadership position, take care not to exert pressure on others to accept or support your political point of view.



Global Trade

Team members conducting business internationally need to be aware of, and comply with, applicable laws governing global trade.

A number of government controls, both in the United States and internationally, restrict to varying degrees the import and export of goods, services and technical information. We honour trade, import and export laws of the countries in which we operate.

- » Some countries impose trade restrictions covering specified countries, entities and individuals. Consult with the Legal Department immediately if you have questions as to whether or not a specific entity or individual may be on a restricted list.
- » Be especially careful and ask the Legal Department for guidance when transferring software, technical data, case management files, helpline reports or technology across borders or to individuals from sanctioned countries.

Acknowledgment

By certifying to the NAVEX Global Code of Conduct, you are acknowledging that:

- » You have read and understand the Code of Conduct.
- » You have had the opportunity to ask questions regarding the contents of the Code of Conduct and Business Ethics, and understand how the contents relate to your position with the company.
- » You agree to abide by the principles of the Code of Conduct.
- » You understand your obligation to promptly report to the company any suspected violations of this Code of Conduct.
- » You agree to cooperate in any investigations of possible Code of Conduct violations.
- » You agree to keep this Code of Conduct for future reference.



ABOUT NAVEX GLOBAL

NAVEX Global's comprehensive suite of ethics and compliance software, content and services helps organisations protect their people, reputation and bottom line. Trusted by 95 of the FORTUNE 100 and more than 12,500 clients, our solutions are informed by the largest ethics and compliance community in the world.

NAVEXGLOBAL®
The Ethics and Compliance Experts

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