



NAVEX<sup>GLOBAL</sup>

# Our Code of Conduct

Doing the Right Things Right

# Our Core Values



## LIVE IT!

We are passionate about doing the right things right.

## OWN IT!



We own our experience and results.



## SAY IT!

We voice what matters.

## DISCOVER IT!

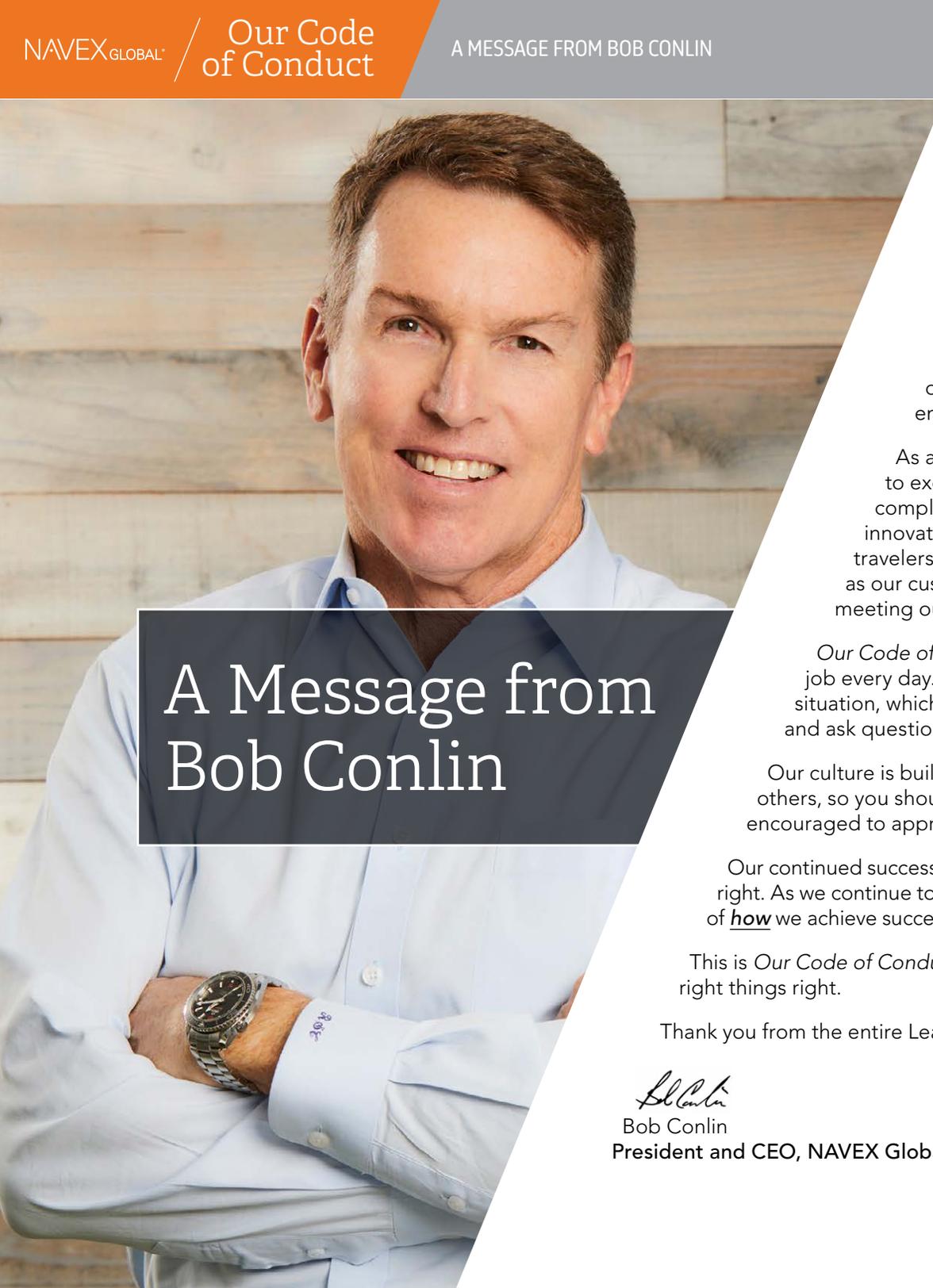


We explore all possibilities.



## BRING IT!

We deliver extraordinary value.



## A Message from Bob Conlin

NAVEX Global is the world's foremost provider of risk and compliance software and services. Our unique position as the leader in this market segment means we have additional responsibilities to not just meet, but to exceed expectations and follow best practices. In fact, we all share a unique opportunity to help evolve the risk and compliance programs of thousands of organizations around the globe, impacting literally millions of employees, while at the same time building our own outstanding culture.

As a company with customers worldwide, we must remain committed to excellence in all that we do and to do so while navigating the complexities of global legal and regulatory requirements. And, as an innovative growth company with a global workforce that includes frequent travelers and virtual team members, we face many of the same challenges as our customers to sustain a culture that supports our core values while meeting our business goals.

*Our Code of Conduct* is intended to help us make good decisions on the job every day. Of course, no code can cover every possible topic, scenario or situation, which is why we count on everyone on our team to use good judgment and ask questions whenever there is doubt about what to do.

Our culture is built on good decisions made through open and honest discussion with others, so you should never feel alone when facing an ethical dilemma and always feel encouraged to approach your manager or an executive team member with a concern.

Our continued success depends on each and every one of us consistently doing what is right. As we continue to grow, we want to be proud not only of our achievements, but also of **how** we achieve success.

This is *Our Code of Conduct* – Live It! – and be passionate about and committed to doing the right things right.

Thank you from the entire Leadership Team!



Bob Conlin  
President and CEO, NAVEX Global

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# Doing the Right Things Right

WE WANT TO BE PROUD NOT ONLY OF OUR ACHIEVEMENTS BUT ALSO OF HOW WE ACHIEVE SUCCESS

- » How to Use *Our Code of Conduct*
- » Who Must Follow *Our Code of Conduct*
- » Our Responsibilities
- » Asking Questions & Raising Concerns
- » Protection from Retaliation
- » Making the Right Choice



## How to Use *Our Code of Conduct*

**SITUATIONS INVOLVING ETHICS CAN BE COMPLICATED, AND SOMETIMES IT IS DIFFICULT TO KNOW WHAT TO DO.** WE WANT YOU TO HAVE THE RESOURCES YOU NEED TO MAKE GOOD CHOICES ON THE JOB EVERY DAY. *OUR CODE OF CONDUCT* IS DESIGNED TO POINT YOU TO NAVEX GLOBAL'S STANDARDS AND EXPECTATIONS AS WELL AS THE PEOPLE WHO ARE AVAILABLE TO HELP YOU.

We comply with all laws that apply to our business. We also take steps to ensure customer needs and regulatory requirements are met, such as providing team member training and evaluating our products and services.

We conduct business around the world, so our policies may sometimes differ from local laws, rules, cultural norms and regulations. Where there appears to be a conflict, you should typically comply with the more restrictive requirement. However, if a cultural norm violates our core values or if the right course of action is not clear, contact your manager, human resources, the legal department or the chief risk and compliance officer for guidance.

## Q&A

**Q:** WHAT IF I'M FACING A SITUATION THAT IS NOT COVERED IN OUR CODE OF CONDUCT?

**A:** *Our Code of Conduct* can't address all the issues that may arise at work. If you're ever unsure of the right course of action, check our policies. If the answer is still unclear, it's always appropriate – in any situation – to ask for help. Start with your manager or any of the resources identified in *Our Code*.



## Who Must Follow Our Code of Conduct

**OUR CODE APPLIES TO EVERY NAVEX GLOBAL TEAM MEMBER.** BUSINESS PARTNERS AND THIRD PARTIES ARE AN EXTENSION OF OUR ORGANIZATION, AND THEIR BEHAVIOR CAN HAVE A DIRECT IMPACT ON OUR REPUTATION.

For this reason, we work with business partners who share our commitment to ethics and compliance. We expect all of our partners and their employees to act in a way that is consistent with *Our Code of Conduct*, and we will consider terminating contracts where we believe our partners have not met our high standards or their contractual obligations.



# Our Responsibilities

EVERY NAVEX GLOBAL TEAM MEMBER HAS A RESPONSIBILITY TO MAINTAIN OUR REPUTATION FOR HIGH ETHICAL STANDARDS.

TO MEET THIS RESPONSIBILITY, WE EXPECT YOU TO:

- » **Be professional, honest and ethical** in everything you do on behalf of NAVEX Global
- » **Know *Our Code of Conduct***, and the laws and policies that pertain to your job
- » **Complete all required training** in a timely manner and apply it to your job every day. Ask questions if you aren't sure about the right action
- » **Report concerns** about possible violations of laws, regulations, *Our Code of Conduct* and policies
- » **Cooperate fully** and tell the whole truth when responding to an investigation or audit
- » **Be accountable** for your actions. Violating *Our Code of Conduct*, applicable laws or our company policies is grounds for corrective action, up to and including dismissal

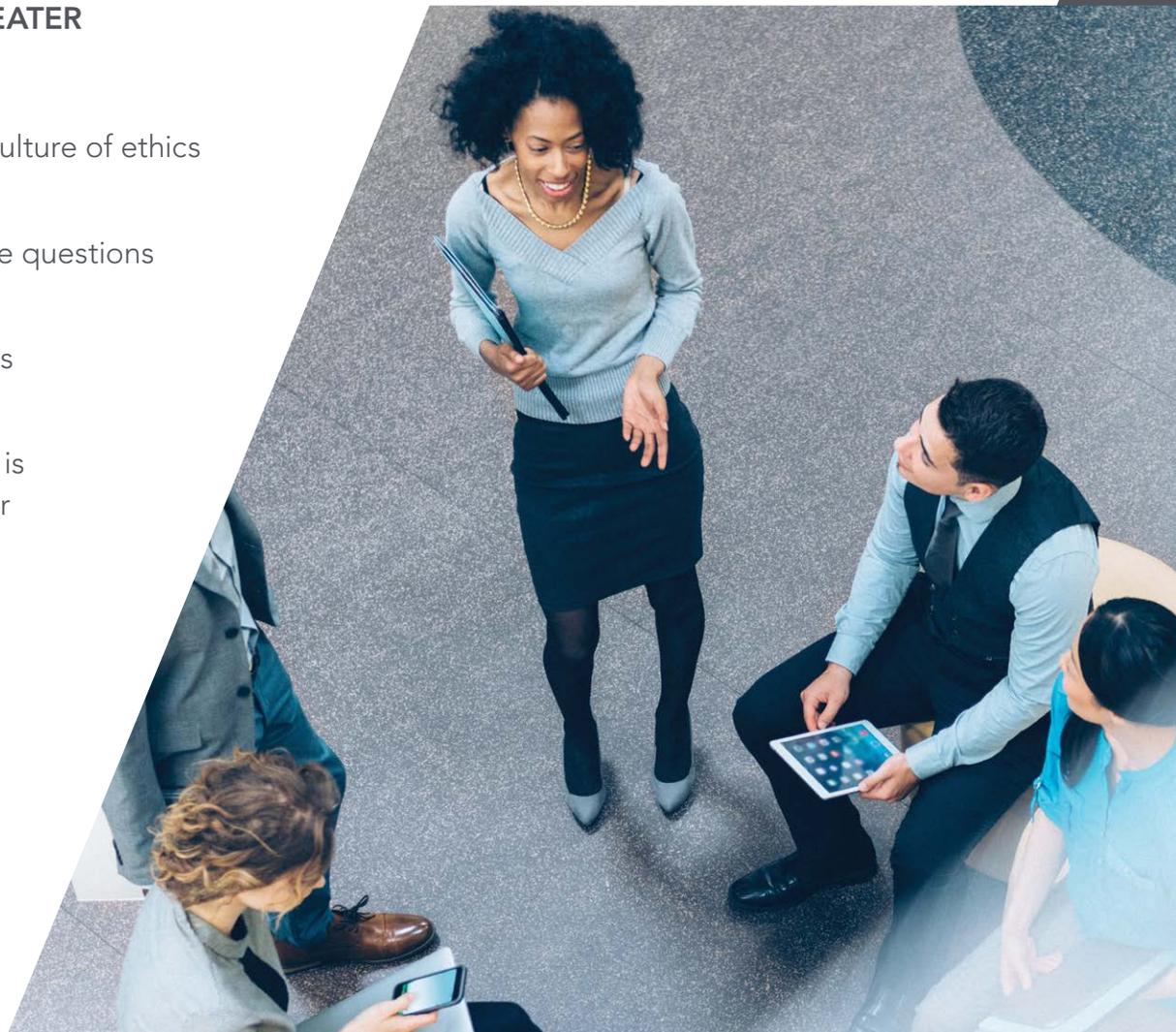


# Our Responsibilities

(Continued)

**IF YOU MANAGE PEOPLE, YOU HAVE AN EVEN GREATER RESPONSIBILITY. WE EXPECT YOU TO:**

- » **Be a role model.** Lead with integrity and promote a culture of ethics and respect
- » **Keep an open door** and encourage your team to raise questions or concerns
- » **Support your team** and help them understand what is expected of them
- » **Understand your obligation to report** behavior that is illegal or violates *Our Code of Conduct*, our policies or the law
- » **Never retaliate**, or allow others to retaliate, against team members who raise concerns



# Asking Questions & Raising Concerns

**OUR CORE VALUE "SAY IT!" MEANS THAT WE VOICE WHAT MATTERS.** WE UNDERSTAND THE IMPORTANCE OF SPEAKING UP, ASKING QUESTIONS AND RAISING CONCERNS – AFTER ALL, PROMOTING A SPEAK-UP CULTURE IS OUR BUSINESS. IT'S NOT ONLY IMPORTANT FOR OUR CUSTOMERS, IT'S IMPORTANT FOR US, TOO.

Speak up if you have a question or need to report a possible violation of *Our Code of Conduct*, policies or the law. You have several options:

## **SAY IT!**

- » **Talk to your manager**, human resources, the legal department or any executive team member, including our chief risk and compliance officer
- » **Use NAVEX Global's online reporting system** at [www.NAVEX4NAVEX.com](http://www.NAVEX4NAVEX.com)

Any report you make will be kept confidential to the fullest extent possible, consistent with the law and good business practices. You may report anonymously unless prohibited by law.

Regardless of the method you use to report, or whether or not you choose to be anonymous, the same course

of action will be taken to investigate your concerns and follow up as necessary. If you do choose to report anonymously, please provide as much detailed information as possible and please check back to see if we have posted any requests for additional information.

When you "**Say It!**" we have the opportunity to address and resolve issues before they become more serious.

## Reporting Violations of *Our Code of Conduct*

While it is important to report a suspected violation of *Our Code of Conduct*, it is just as essential to do so honestly and ethically. You should not file a dishonest report or any report for the purpose of:

- » **Retaliating** against another
- » **Gaining an advantage** in a personal conflict
- » **Harassing** another employee

Knowingly filing a dishonest report, or a report for an improper purpose, is, in itself, a violation of *Our Code of Conduct*.



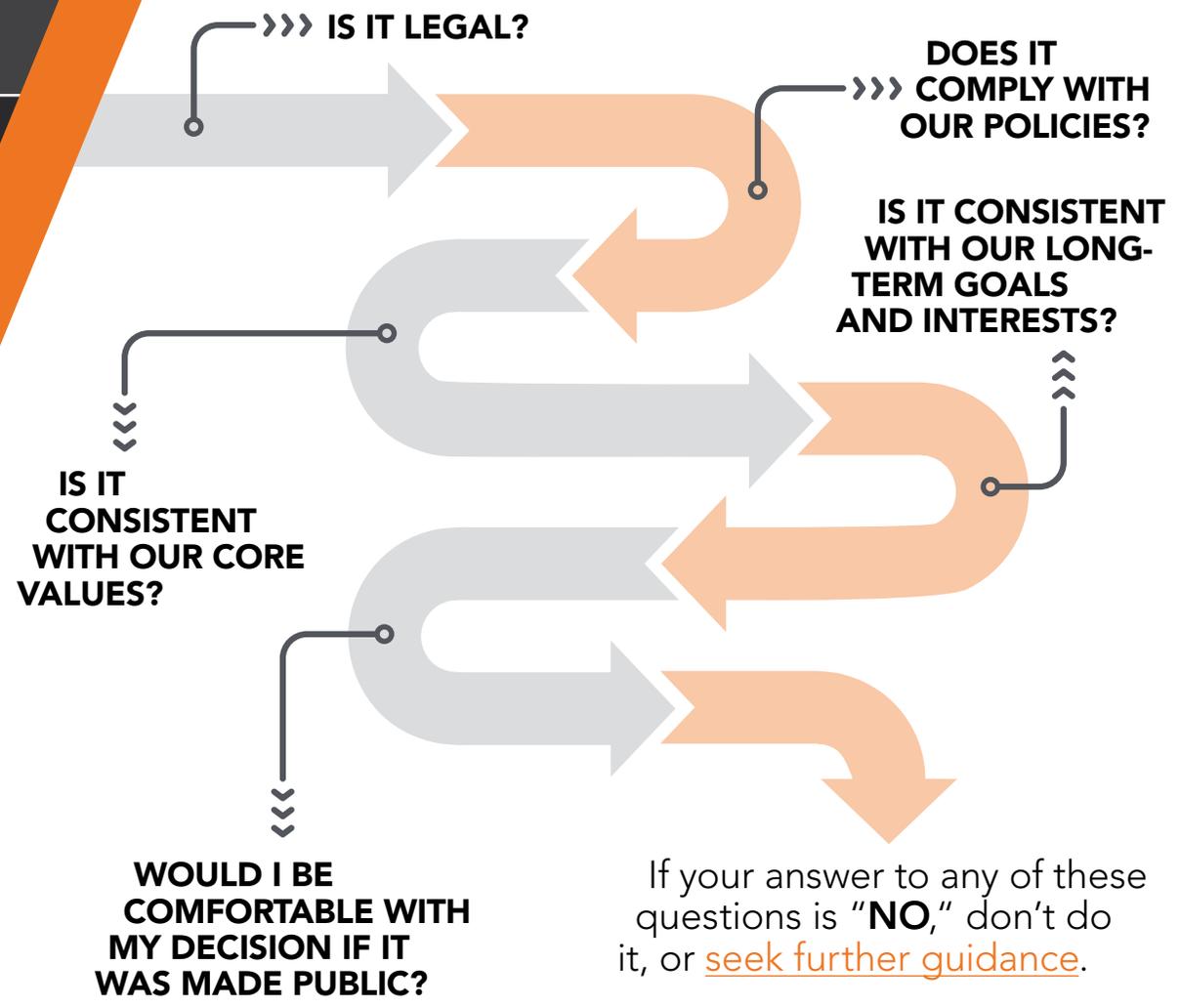
## Protection from Retaliation

**IF YOU ASK A QUESTION, REPORT POSSIBLE MISCONDUCT OR TAKE PART IN AN INVESTIGATION OF AN ETHICS AND COMPLIANCE MATTER, YOU ARE COMPLYING WITH *OUR CODE OF CONDUCT* AND DOING THE RIGHT THING.** UNDER NO CIRCUMSTANCES WILL RETALIATION AGAINST YOU BE TOLERATED.

Retaliation can take many forms, from being unfairly dismissed, to being the target of bullying or derogatory comments in social media by managers or peers. 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.

# Making the Right Choice

If you're faced with an ethical dilemma and you're not sure what to do, ask yourself:



If your answer to any of these questions is **"NO,"** don't do it, or seek further guidance.



## Our Commitment to One Another

WE UNDERSTAND THAT THE  
TRUE MEASURE OF HOW WE  
VIEW OUR WORK STARTS WITH  
HOW WE TREAT EACH OTHER

- » Diversity & Teamwork
- » Fairness & Equal Opportunity
- » Harassment-free Workplace
- » Safety & Physical Security
- » Protection of Systems & Resources
- » Privacy & Personal Information

# Diversity & Teamwork

NAVEX GLOBAL STRIVES TO UNDERSTAND, VALUE AND INCORPORATE THE DIFFERENCES EACH TEAM MEMBER BRINGS TO OUR ORGANIZATION. IT IS IMPORTANT FOR US TO ATTRACT INDIVIDUALS AND BUILD TEAMS THAT REPRESENT THE DIVERSITY OF THE CUSTOMERS 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.

## OWN IT!

- » **Appreciate the uniqueness** of every team member
- » **Treat others with respect.** Each of us has the right to expect a workplace in which the differences we bring are welcomed and valued
- » **Keep an open mind** to new ideas and points of view
- » **Expect the same level of commitment** to a diverse workforce from those with whom we do business
- » **Management team members** have additional responsibilities when concerns are reported to them



# 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 APPLICABLE LAWS AND REGULATIONS CONCERNING NONDISCRIMINATORY EMPLOYMENT PRACTICES.**

We are committed to providing reasonable accommodations for team members and job applicants with disabilities.

## **OWN IT!**

- » **Base employment decisions** on qualifications, demonstrated skills and achievements – without regard to age, race, color, gender, religion, nationality, sexual orientation, gender identity or expression, mental or physical ability, thinking style, veteran status, genetic information 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 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.

## OWN IT!

- » **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 favors or physical contact, or any other sexually offensive behavior
- » **Maintain our high standards** of professional conduct at all times, including when working with customers and 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.

## Q&A

**Q: ONE OF MY COWORKERS EMAILED A SEXUALLY EXPLICIT JOKE TO OUR WHOLE TEAM, AND I FIND IT OFFENSIVE. SHOULD I SAY SOMETHING?**

**A:** Yes. Each of us has a responsibility to promote a respectful workplace. If you feel uncomfortable speaking with your coworker directly about the email, contact your manager or another company resource.



# 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 DRUGS, INCLUDING PRESCRIPTION AND OVER-THE-COUNTER MEDICATION.

This applies to team members on company premises or in any other work circumstance that may jeopardize NAVEX Global's operations, safety or reputation.

Weapons are not permitted at any time while on any property owned, leased or controlled by NAVEX Global, including anywhere business is conducted, such as customer locations, trade shows, restaurants, company event venues, etc. Weapons include, but are not limited to, guns, knives or swords with blades over four inches in length, explosives, and any chemical which purpose is to cause harm to another person.

## SAY IT!

- » **Promptly report** any accident, injury, illness or unsafe or unhealthy condition to human resources
- » **Promptly report** any threats, intimidation or acts of violence to a member of leadership



# Protection of Systems & Resources

**WE TRUST THAT OUR TEAM MEMBERS WILL USE OUR COMPANY ASSETS APPROPRIATELY AND PROTECT THEM FROM LOSS, DAMAGE, THEFT, WASTE AND IMPROPER USE.** THESE RESOURCES ARE INTENDED TO ADVANCE THE SUCCESS OF THE COMPANY AND INCLUDE FACILITIES, PROPERTY AND EQUIPMENT, COMPUTERS AND INFORMATION SYSTEMS, PHONES, EMPLOYEE TIME, CONFIDENTIAL AND PROPRIETARY INFORMATION, CORPORATE OPPORTUNITIES AND COMPANY FUNDS.

## **OWN IT!**

- » **Protect company resources** from loss or harm
- » **Don't use, borrow or loan** company assets without permission
- » **Be aware** that our computer equipment, phones, email and internet access are for business purposes, but some limited personal use is acceptable
- » **Use care** when transferring confidential information onto a portable storage device such as a memory stick. Note that NAVEX Global computers are configured to only allow downloading to company-provided encrypted external drives
- » **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

See Workplace Practices for specific guidelines on appropriate use of company assets.

**DISCOVER IT!** 

# Privacy & Personal Information

**ALWAYS RESPECT THE PRIVACY OF OTHERS AND THE CONFIDENTIALITY OF PERSONAL INFORMATION – BOTH THE PERSONAL INFORMATION OF YOUR COWORKERS AND THE PERSONAL INFORMATION ENTRUSTED TO US BY OUR CUSTOMERS. KEEP PERSONAL INFORMATION SAFE AND SECURE.**

Due to their role, some team members may also have access to the confidential health information of others (including our own employees, as well as within reports that we take on behalf of our customers).

## **OWN IT!**

- » **Be sure to securely print, store** and mark as confidential, any physical copies of materials that contain personal or health information
- » **Use care when sharing** personal information with anyone inside or outside the company, and limit access and the amount of information only to those who need to access that information in order to perform their duties
- » **Use and retain personal information** only for as long as necessary to accomplish the legitimate purpose for which it was collected
- » **Follow our policies and procedures** for the handling of personal information, especially when transferring any personal information outside its country of origin



# Our Commitment to Our Customers & Business Partners

WORKING TOGETHER WITH OUR CUSTOMERS AND BUSINESS PARTNERS, WE MAKE A POSITIVE DIFFERENCE IN THE LIVES OF OTHERS

- » Confidential & Proprietary Information
- » Business Partners & Supplier Relations
- » Gathering Competitive Intelligence
- » Conflicts of Interest
- » Gifts & Entertainment
- » Accurate Records
- » Public Communications & Social Media

# Confidential & Proprietary Information

WE UNDERSTAND THAT THE NATURE OF OUR WORK REQUIRES THAT WE TAKE THE UTMOST CARE WITH INFORMATION WE SEE, HEAR OR LEARN. WE MUST ALWAYS UPHOLD OUR PROMISE AND CONTRACTUAL OBLIGATIONS TO KEEP THE PERSONAL AND CONFIDENTIAL INFORMATION OF OUR COMPANY AS WELL AS THE CONFIDENTIAL INFORMATION OF OTHERS SAFE AND SECURE.

**OWN IT!** 

» **Be careful** when communicating or using confidential company or customer information. Share it only with those who are authorized and need it in order to do their jobs

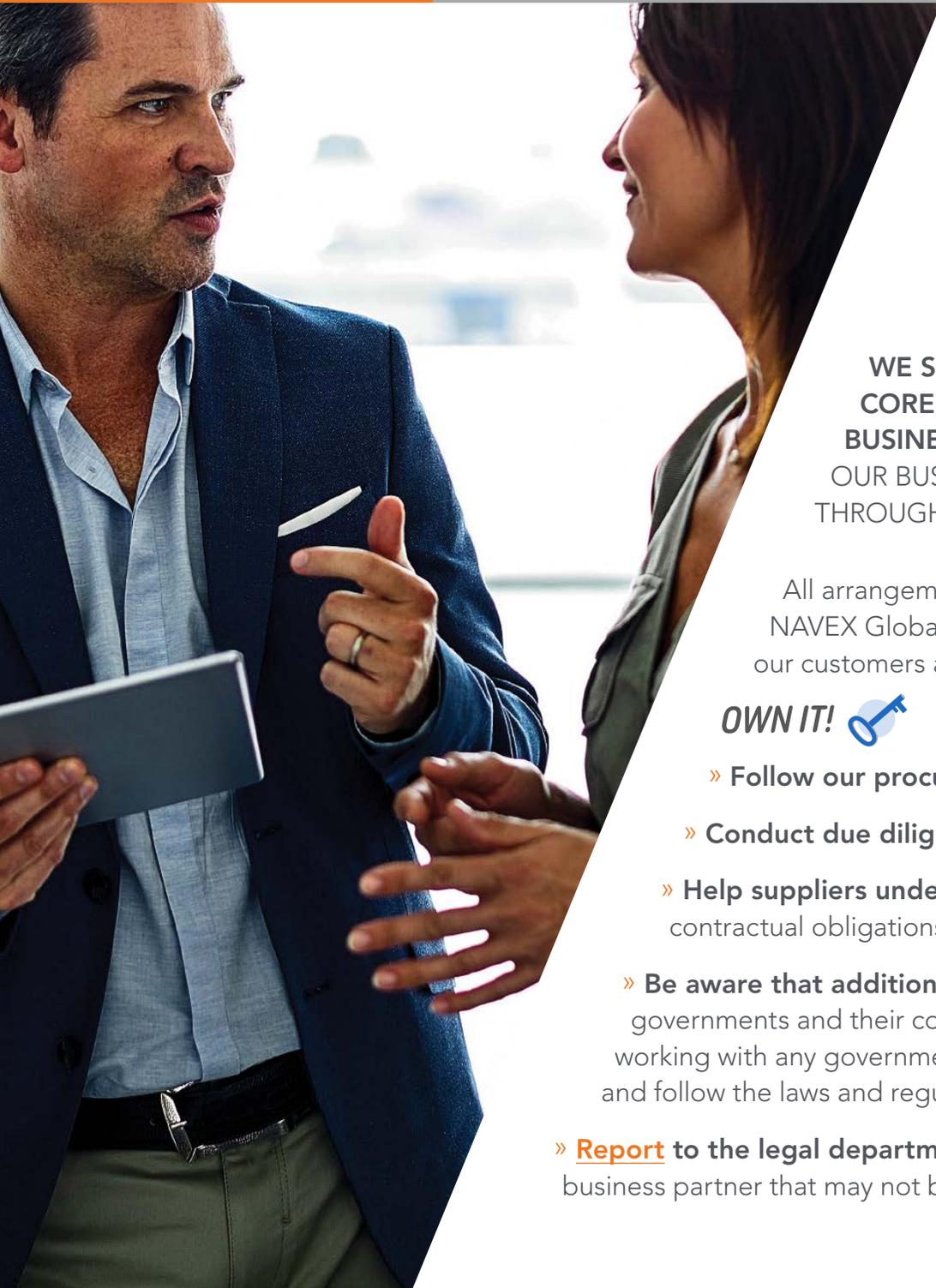
» **Comply with the confidentiality** and non-disclosure provisions of the agreement you signed when hired at NAVEX Global. Note that this requirement extends to third parties working on our behalf

» **In addition to respecting customer confidential information**, respect the confidential and proprietary information of other third parties, such as competitors, suppliers and others, including intellectual property like copyrights and trademarks

» **Our agreements require us to protect** all confidential and proprietary company information even after our employment with NAVEX Global ends

As part of our commitment to protecting confidential and proprietary information, we require that team members in the Contact Center sign monthly re-affirmation pledges.





## 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 customers are upheld.

### OWN IT!

- » **Follow our procurement** and approval processes
- » **Conduct due diligence** on new suppliers and agents acting on our behalf
- » **Help suppliers understand** our risk and compliance standards and their contractual obligations
- » **Be aware that additional rules apply** when we bid for and conduct business with governments and their contractors, employees or representatives. Team members working with any government entity have an additional responsibility to know, understand and follow the laws and regulations pertaining to their work
- » **Report to the legal department** or the chief risk and compliance officer any supplier or business partner that may not be meeting our standards

# Gathering Competitive Intelligence

**INFORMATION ABOUT COMPETITORS CAN BE A VALUABLE ASSET IN TODAY'S BUSINESS ENVIRONMENT.** WHEN WE GATHER BUSINESS INTELLIGENCE, TEAM MEMBERS AND OTHERS WHO ARE WORKING ON OUR BEHALF MUST ALWAYS ABIDE BY THE HIGHEST ETHICAL STANDARDS.

## **OWN IT!**

- » **Never engage in fraud**, misrepresentation or deception to obtain information or use invasive technology to spy on others
- » **Be careful** when accepting information from third parties. Verify their sources and be sure that the information they provide is not protected by trade secret laws or nondisclosure or confidentiality agreements
- » **Do not use or disclose** the confidential information of your former employers



# Conflicts of Interest

A CONFLICT OF INTEREST MAY OCCUR WHEN OUR PERSONAL CIRCUMSTANCES IMPACT OUR ABILITY TO MAKE OBJECTIVE BUSINESS 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 usually be managed and resolved.



**LIVE IT!**

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

- » **Outside jobs** and affiliations, especially with competitors, customers or business partners
- » **Working with close relatives**, especially if they report to you
- » **Serving as a board member** of another organization
- » **Investments** that might influence – or appear to influence – your judgment

## Q&A

**Q:** I WAS JUST ASSIGNED A CUSTOMER, AND IT'S A COMPANY IN WHICH I OWN STOCK. IS THAT A CONFLICT OF INTEREST?

**A:** Possibly – if you own more than 5% of that company. The best course of action would be to disclose this information to your manager or other company resource so that the situation can be reviewed and a determination can be made about appropriate next steps.



# 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 such a gift would be considered culturally offensive. If you believe it would be truly insulting to a customer or business partner to decline a gift, accept the gift but immediately report it to your manager, human resources or the chief risk and compliance officer who will help you decide how the situation should be best handled.

You may accept an occasional meal and entertainment from a customer, vendor or partner as long as they are attending the event, and the costs involved are in line with local customs for business-related meals and entertainment.



# Gifts & Entertainment

(Continued)

If you receive such an offer, inform your manager, human resources or the chief risk and compliance officer. 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, human resources or the chief risk and compliance officer.

## OWN IT!

When it comes to offers of gifts and entertainment, make sure to observe the following:

- » **We win business** based on quality of our products and services. Never promise, offer or provide anything of value in exchange for an improper action or favorable decision
- » **In some situations**, provision of gifts or entertainment may violate the law, such as when dealing with government officials. Do not offer anything of value to a government official without receiving approval in advance from the legal department or the chief risk and compliance officer
- » **Some gifts and entertainment** are never acceptable, for example cash or cash equivalents, or any gift or entertainment that would harm our reputation, such as those that are indecent or improper

» **Be aware** of the organizational 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

## Q&A

**Q: DURING THE HOLIDAYS, ONE OF OUR VENDORS SENT ME A GIFT CARD TO A LOCAL RESTAURANT. MAY I ACCEPT IT?**

**A:** No. A gift card is a cash equivalent and it would violate our policies to accept it. After notifying your manager, you should politely thank the vendor but return the gift card and let her know about our company's gifts and entertainment policy.





## 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.

### **OWN IT!**

- » **Be accurate** and complete with our business records
- » **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

Everyone needs to be aware of the importance of being honest, forthright and objective in all of our company records.

# Public Communications & Social Media

**WE NEED A CLEAR, CONSISTENT VOICE WHEN PROVIDING INFORMATION TO THE PUBLIC – INCLUDING THE MEDIA – ABOUT NAVEX GLOBAL, OUR OPERATIONS OR OUR BUSINESS PLANS.**

FOR THIS REASON, REQUESTS FOR INFORMATION ABOUT NAVEX GLOBAL FROM ANY MEMBER OF THE MEDIA SHOULD BE REFERRED TO THE CORPORATE MARKETING DEPARTMENT.

## **OWN IT!**

When you participate in social networks, the following are some guidelines to follow:

- » **Never share** the confidential or proprietary information of NAVEX Global, our customers or business partners. Know and follow the terms of your confidentiality agreement
- » **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), seek guidance from human resources

- » **Respect intellectual property** and financial disclosure laws. No unlawful use may be made of NAVEX Global's trademarks

- » **Think before you hit the "send" button** – online communications live forever

If you see comments or posts on social media that you believe are inaccurate or unfairly represent NAVEX Global or our customers, do not respond. Instead, report the information to the corporate marketing department, the legal department or the chief risk and compliance officer who will help you determine the best course of action.





# Our Commitment as a Responsible Corporate Citizen

WE HONOR THE LETTER AND THE  
SPIRIT OF THE LAW EVERYWHERE  
WE DO BUSINESS

- » Social Responsibility
- » Anti-corruption & Bribery
- » Free & Fair Competition
- » Insider Trading
- » Political Activity
- » Global Trade

# Social Responsibility

**WE ARE PROUD OF THE ROLE WE PLAY IN SHAPING THE GLOBAL MOVEMENT TOWARD GREATER CORPORATE INTEGRITY AND SOCIAL RESPONSIBILITY. AS AN ORGANIZATION, 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 or involuntary labor, or other forms of mental and physical coercion. We do not use or permit the use of child labor
- » **We strive** to work with business partners who share our standards and commitment to human rights, and we work with our customers to assist them in meeting their corporate social responsibility goals
- » **We strive** to look for ways to reduce waste and use energy more efficiently
- » **We dedicate time** to serving our communities

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 neighbor in the communities in which 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 organizations.



## Anti-corruption & Bribery

NAVEX GLOBAL IS COMMITTED TO DOING THE RIGHT THINGS RIGHT IN EVERY ASPECT OF OUR BUSINESS OPERATIONS. WE WILL NOT OFFER, PAY OR ACCEPT BRIBES OR KICKBACKS AT ANY TIME FOR ANY REASON, NOR WILL WE OFFER FACILITATION OR "GREASE" PAYMENTS OR ACCEPT OR OFFER ANY OTHER KIND OF IMPROPER PAYMENT.

We will work with our customers and business partners to actively support efforts to eliminate bribery and corruption worldwide.

We do not tolerate the offer or acceptance of any form of bribe – such acts will be treated as a serious violation and a disciplinary matter.

### OWN IT!

- » **Exercise caution** when selecting third parties who work on our behalf, and monitor their compliance with contractual obligations and with our standards. Be sure to follow all of our procurement processes

# Anti-corruption & Bribery

(Continued)

- » **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 general counsel or the chief risk and compliance officer

## DISCOVER IT!

For further guidance, see our Anti-corruption & Bribery Policy or contact one of the available resources.

## Q&A

**Q: ONE OF MY CUSTOMERS ASKED ME IF THERE MIGHT BE A POSITION IN MY DEPARTMENT FOR HIS DAUGHTER. HE SAID HE WOULD BE VERY APPRECIATIVE OF ANYTHING I COULD DO TO HELP AND PATTED HIS WALLET. WHAT SHOULD I DO?**

**A:** Patting his wallet is a gesture that suggests something improper. Talk to your manager or other company resource about the conversation. You can provide your customer with information about any available job openings and allow his daughter to apply – as any other job candidates would do – but anything beyond that would be inappropriate.



# 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, but 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 circumstances. But in general, the following activities are “red flags” and should be avoided and reported to the general counsel or the chief risk and compliance officer:

**SAY IT!**

- » **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 customers 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, noticeably break away from the discussion, and promptly inform the legal department or the chief risk and compliance officer.



# Insider Trading

WHILE NAVEX GLOBAL IS A PRIVATELY HELD COMPANY, WE CONDUCT BUSINESS WITH MANY PUBLICLY TRADED COMPANIES WHO TRUST US WITH THEIR PROTECTED INFORMATION. IN THE COURSE OF BUSINESS, YOU MAY BECOME AWARE OF INFORMATION ABOUT CUSTOMERS, BUSINESS PARTNERS OR OTHER COMPANIES THAT IS NOT PUBLICLY AVAILABLE TO ORDINARY INVESTORS.

Know the kinds of information considered inside information. Examples include nonpublic information about mergers or acquisitions, potential reductions in workforce, sales or earnings results, financial forecasts, changes to the executive management team, pending lawsuits or major wins or losses. Using this "inside information" for personal gain or sharing it with others is not only illegal, it is contrary to our values.

## OWN IT!

- » **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 even when you are no longer a NAVEX Global team member

## SAY IT!

If you have questions or believe that insider information has been disclosed, contact the legal department or the chief risk and compliance officer.



# 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 ALWAYS 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. This prohibition includes the use of any company equipment (such as a phone or copy machine) or facilities to support the political process or a specific candidate.

## OWN IT!

- » **Do not use company funds, assets or resources** to support any political candidate or party or to engage in any lobbying activities
- » **Since political activities** can sometimes create a conflict of interest, discuss any potential conflict with your manager and the chief risk and compliance officer if you plan to accept or seek a public office

» **Regardless of the role you hold**, 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.** ALL GOVERNMENTS RESTRICT TO VARYING DEGREES THE IMPORT AND EXPORT OF GOODS AND SERVICES. WE HONOR TRADE, IMPORT AND EXPORT LAWS OF THE COUNTRIES IN WHICH WE OPERATE.

### OWN IT!

- » **Be aware** that some countries impose trade restrictions covering specific 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

We also must carefully evaluate business opportunities within countries that are subject to U.S. trade embargoes or economic sanctions and strive to ensure that the strict regulations governing these markets are evaluated. And we don't participate in or promote boycotts that the United States does not support.

# Acknowledgement

BY CERTIFYING TO *OUR CODE OF CONDUCT*,  
YOU ARE ACKNOWLEDGING THAT:

- » **You have read** and understand *Our Code of Conduct*
- » **You have had the opportunity** to ask questions regarding the contents of *Our Code of Conduct* and understand how the contents relate to your position with the company
- » **You agree** to ask questions of the appropriate resources when you are not sure about the right course of action
- » **You agree** to abide by the principles of *Our Code of Conduct*
- » **You agree** that you will timely complete all required training
- » **You understand** your obligation to promptly report to the company any suspected violations of *Our Code of Conduct*
- » **You agree** to cooperate in any investigations of such possible violations
- » **You agree** to keep a copy of *Our Code of Conduct* for future reference

# Resources

IF YOU HAVE QUESTIONS ABOUT *OUR CODE* OR OUR POLICIES OR WANT TO SHARE A CONCERN, THERE ARE RESOURCES AVAILABLE TO HELP YOU.

- » Chief Risk and Compliance Officer
- » The Legal Department
- » Human Resources
- » Web Reporting System (can report anonymously): [www.NAVEX4NAVEX.com](http://www.NAVEX4NAVEX.com)
- » For Media Requests:  
Corporate Marketing Department

NAVEX Global may make changes to *Our Code of Conduct* or company policies at any time.

NAVEX Global supports our employees' right to speak out publicly about matters of public concern or engage in certain activities related to the terms and conditions of their employment. Nothing in *Our Code of Conduct* or in any of our policies is intended to limit or interfere with the right to engage in concerted protected activities, such as discussions related to wages, hours, working conditions, health hazards and safety issues.

A portrait of Carrie Penman, Chief Risk and Compliance Officer at NAVEX Global. She is a woman with short dark hair, smiling, wearing a blue textured jacket. The background is a light-colored wooden wall.

## A Message from Carrie Penman

An ethical workplace is not just an idea that we promote to our customers; it's at the core of what we stand for as an organization.

Together, we embrace a culture that encourages us not only to "Do the Right Things Right," but also to raise our hand when we see that something is not right. Our reputation as an ethical organization is a critical asset and, as team members, each of us should feel empowered to protect and enhance it. Based on my perspective as chief risk and compliance officer and my tenure as a long-term employee of NAVEX Global, I take pride in sharing *Our Code of Conduct* with others and saying, "This is the company I work for." I hope you do, too.

As you continue to make a difference in the lives of thousands of employees everywhere, I encourage you to read *Our Code of Conduct*, use it to help you in your day-to-day work and reach out with any questions, concerns or ideas you have. Your commitment helps our company remain successful – it also makes NAVEX Global a great place to work.

A handwritten signature in cursive script that reads "Carrie Penman".

*Carrie Penman*

Carrie Penman  
Chief Risk and Compliance Officer, NAVEX Global