



NAVEX[®]



OUR CODE OF CONDUCT

Doing the Right Things Right

ENTER >

A Message From NAVEX Leadership

As the leading provider of risk and compliance management solutions, we understand, better than anyone, that an ethical culture is more than putting a set of policies, procedures and internal controls in place.

It's building a hardworking ecosystem that engages team members in knowing the right thing, doing the right thing and speaking up, without fear, when they see something that isn't right. It's giving them the information, the tools and the resources they need to live into their company's core values. It's making sure that an individual facing a singular ethical challenge has been informed, trained and empowered to choose right over wrong.

And for us, it starts with a Code of Conduct, *our* Code of Conduct.

Our Code is the heart of our ethical culture. It represents our collective expression of who we want to be and how we plan to get there.

It lays out the expectations we have in terms of governing ourselves and helps us conduct business around the world in compliance with legal and regulatory requirements.

It also sends a message to our customers and business partners about what they should expect in doing business with us – our Code sets a high bar.

IN THIS WORKPLACE WE BELIEVE ...

We are unified by our drive to help our team members and customers thrive.

Treating all people fairly is the only way.

The unique attributes we each hold makes us collectively stronger.

In doing the right things right.

Our communities deserve our support.

Protecting the environment is important.

Listening leads to learning.

Taking time to care for ourselves is essential.

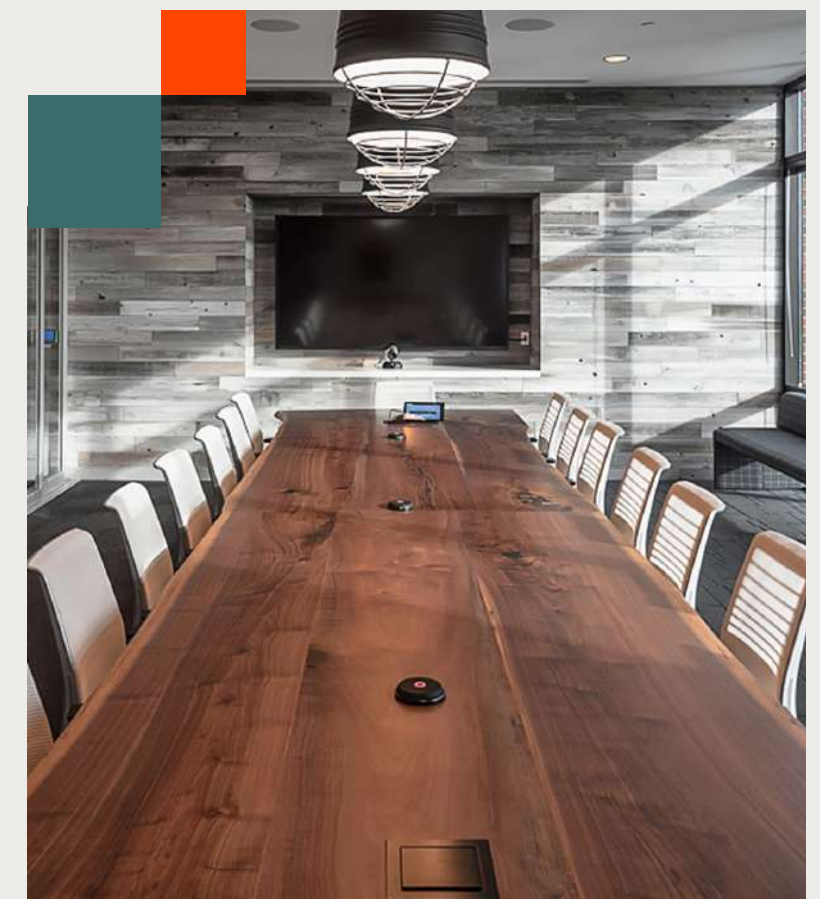
Extending grace makes us all better people.

Together we are better.

WE BELIEVE IN YOU.

We encourage you to read our Code and share it with others. Turn to it for help anytime you're facing a difficult situation. It may not have the answer to every question, but it will point you to people who do.

Remember that you are NAVEX. Every action you take builds upon our purpose, our vision and our values and helps us "Be the One."



Our Purpose, Vision and Values



Promote an ethical, inclusive and equitable workplace culture for all.

Protect our customers’ brands and stakeholders from an ever-changing risk landscape.

Preserve our environment by enabling sustainable business practices.



Deliver the world’s smartest integrated platform that enables organizations to predict and mitigate risk.



WE DO the right things right!

WE INSPIRE one another!

WE DELIVER extraordinary value!

WE CELEBRATE our successes!

We are **One** team united by our values that guide us.

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We want to be proud not only of what we achieve but how we achieve it.

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How to Use Our Code of Conduct

Our Code is your resource.

Situations involving ethics and compliance can be complicated, and sometimes it's difficult to know what to do. We want you to have the information you need to do the right things right on the job every day. Our Code of Conduct ("Code") is designed to point you to policies and people who can help you.

We comply with all laws that apply to our business, and we take steps to ensure customer needs and regulatory requirements are met. We also know that we are held to a higher standard by the marketplace because of the work we do, so our values play an important role in determining our actions.

Because we conduct business around the world, our policies may differ sometimes from local laws, rules, cultural norms and regulations. Where there appears to be a conflict, you should typically follow the more restrictive requirement. However, if a cultural norm violates our values or if you're ever unsure about the right course of action, contact your manager, human resources, legal or compliance for guidance.

WHAT IF ...

I'm facing a situation that is not covered in our Code of Conduct. What should I do?

Our Code can't address all the issues that may arise at work. Check our policies first. 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

Our Code applies to every team member and our board of directors.

Business partners and third parties are an extension of our organization, and their behavior can have a direct impact on our reputation. That's why we work with those that share our commitment to ethics and compliance. We expect our partners and their employees to act in a way that's consistent with our Code, and we will consider terminating contracts where we believe our partners have not met our high standards or their contractual obligations.



Our Responsibilities

Every team member has a responsibility to maintain our reputation for high ethical standards.

To meet this responsibility:

Be professional, honest and ethical in everything you do on behalf of NAVEX, and treat everyone with fairness and respect

Know our Code and the laws and policies that relate to your job

Complete all required training and apply it to the work you do every day

Ask questions anytime you're unsure about the right way forward

Report concerns about possible violations of laws, regulations, our Code and policies

Cooperate and tell the truth when responding to an investigation or audit

Be accountable for your actions – violating our Code, policies or the law is grounds for corrective action, up to and including separation from NAVEX

If you manage people, you have an even greater responsibility:

Uphold our values by leading with integrity and compassion

Promote an inclusive experience that enables people to be all of who they are

Serve and support people to help them thrive in life

Create a safe space for people to raise questions and share concerns

Consistently coach people with transparency and clarity to ensure they know what is expected

Act on your obligation to report behavior that is illegal or violates our Code, our policies or the law

Never retaliate, or allow others to retaliate, against team members who raise concerns



Asking Questions and Raising Concerns

Part of doing the right things right means voicing 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, but for us, too.

Speak up if you have a question or wish to report a possible violation of our Code, policies or the law.

You have several options:



Talk to your manager, compliance, human resources, legal or any executive team member



Use our online reporting system: 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 you choose to be anonymous, we will investigate your concerns and follow up as necessary.

If you do choose to report anonymously, please provide as much detailed information as possible and check back to see if we have posted any requests for additional information. When you share your concerns, we have the opportunity to address and resolve issues before they become more serious.

It’s important to report a suspected violation of our Code, but it’s just as important to do so honestly. Never file a report to:

- Retaliate against another
- Gain an advantage in a personal conflict or disagreement
- Harass another team member

Filing a dishonest report is, in itself, a violation of our Code.



Protection From Retaliation

If you ask a question, report possible misconduct or take part in an investigation, you are following our Code and doing the right thing.

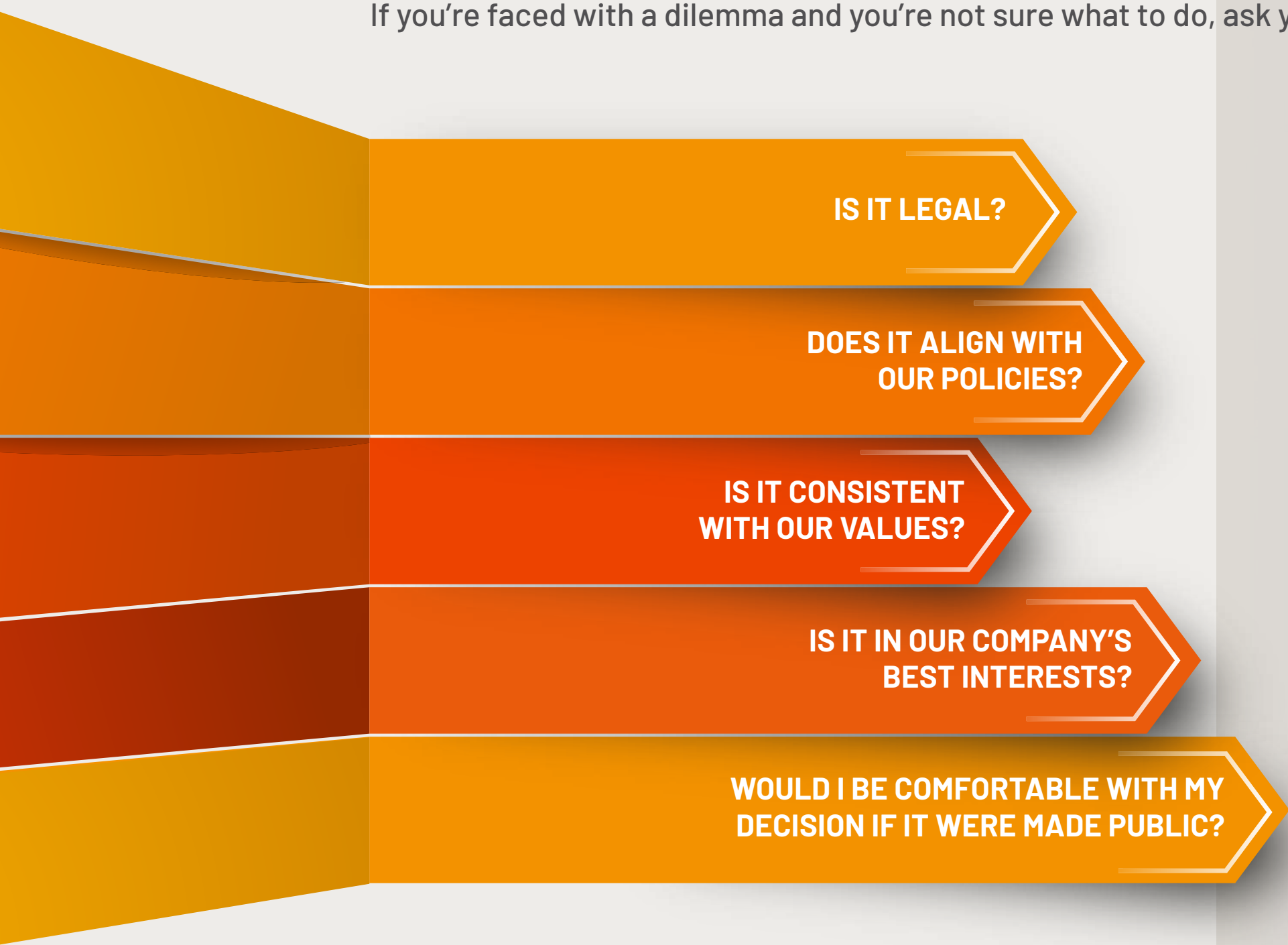
NAVEX will not tolerate retaliation against you under any circumstances. Retaliation can take many forms, from being unfairly dismissed, to being the target of bullying or derogatory comments, including in social media, by managers or peers.

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 separation from NAVEX.



Making the Right Choice

If you’re faced with a dilemma and you’re not sure what to do, ask yourself:



If your answer to any of these questions is “**NO**,” stop and seek further guidance.





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

Our Commitment to One Another

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Diversity, Equity and Inclusion

We strive to understand, value and incorporate the unique and wonderful differences each team member brings to our organization.

It's important for us to attract people and build teams that reflect our global footprint. When our teams include people with different backgrounds, talents and ideas, we are more dynamic and successful. That's why we value every team member as an important contributor to NAVEX.

- Honor and appreciate the uniqueness** of each person
- Treat others with respect** – each of us has the right to expect a workplace in which the differences we bring are welcomed and valued
- Listen, learn and be open** to new ideas and points of view
- Expect the same level of commitment** to an inclusive workforce from our business partners
- If you're a manager**, honor the additional responsibilities you have when concerns are reported to you



Fairness and Equal Opportunity

We believe that everyone should be treated with fairness, respect and dignity.

As an equal opportunity employer, we maintain an affirmative action program and uphold nondiscriminatory employment practices. We are committed to providing reasonable accommodations for qualified individuals with disabilities.



Be mindful of your personal biases

Base employment decisions on qualifications, 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 law

Set the expectation with our business partners that they should act in a way that’s consistent with our sense of fair treatment and equal opportunity

If you are a hiring manager, complete required training related to hiring and developing people

Harassment-free Workplace

We do not tolerate any form of harassment, including sexual harassment and bullying.

Workplace harassment can take many forms and be experienced differently from one individual to another. Harassment of any type (physical, verbal, sexual or other) is strictly prohibited and could result in immediate separation from NAVEX.

Help create an inclusive and thriving work environment that is free of all forms of harassment

Remember that sexual harassment includes unwanted sexual advances or physical contact, requests for sexual favors and any other sexually offensive behavior

Maintain our high standards of professional conduct at all times, including when working with customers and business partners, during and after business hours, and in all business settings – inside and outside the office

WHAT IF ...

One of my coworkers sent a sexually explicit joke to our whole team that was uncomfortable for me. Should I say something?

Yes. It is important to report this to human resources or compliance. And if you feel comfortable, let your coworker know how you felt about their email, using this conversation as an opportunity to learn and grow together.



Safety and Physical Security

When working, always be alert to health and safety risks.

Be sure that your performance is not impaired by alcohol or drugs, including marijuana, prescription and over-the-counter medication. This applies to team members on company premises and in any other work circumstance that may jeopardize our people, operations or reputation.

Weapons are not permitted at any time while on any property owned, leased or controlled by NAVEX or anywhere you are conducting NAVEX business, such as customer locations, trade shows, restaurants and company events. Weapons include guns, knives, swords, explosives or any other object meant to harm someone.

Promptly report:

Any accident, injury or unsafe or unhealthy condition

Any threats, intimidation or acts of violence



Protection of Systems and Resources

We trust you to use company assets appropriately and protect them from loss, damage, theft, waste and improper use.

These resources – including our offices, property and equipment, team member time, and confidential and proprietary information – drive our success and our competitive advantage.

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

Keep computer equipment safe and secure at all times, and protect your user IDs and passwords

See US People Programs and Practices and UK People Programs and Practices and our Information Security Policy for specific guidelines on appropriate use of our assets.



Privacy and Personal Data

Keep personal data safe and secure.

Always respect the privacy of others and the confidentiality of personal data – both the personal data of coworkers and the personal data entrusted to us by our customers and business partners.

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

Examples of personal data include an individual's ...

- Address, email or IP address
- Phone number
- Employee identification number
- Pay or performance information
- Credit card number
- Banking or payroll information



Make sure you know the kind of information considered personal data

Use care – collect, access, use and share personal data in accordance with applicable data privacy laws, regulations and our policies

Securely print, store and mark as confidential, any physical copies of materials that contain personal or health information – if you're not sure if information is considered "personal data," treat it as though it is

Only disclose personal data where there is a legitimate business need and it's permitted by our policies

Limit access and the amount of information shared to only those who need the information to do their job

Use and retain personal data only for as long as necessary to accomplish the legitimate purpose for which it was collected

Follow our policies and procedures when transferring any personal data outside its country of origin

Immediately report any suspected breach of personal data, whether intentional or accidental, to your manager





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

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Confidential and 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 uphold our promise and contractual obligations to keep the confidential information of our company and others safe and secure.



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

Protect our intellectual property like copyrights and trademarks

Respect the confidential and proprietary information (including intellectual property) of third parties, such as competitors, suppliers and others

Follow the confidentiality and nondisclosure provisions of the agreement you signed when you were hired, and note that this requirement extends to third parties working on our behalf

Be aware that our agreements require us to protect confidential and proprietary company information even after our employment with NAVEX 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 and Supplier Relations

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

All arrangements with our business partners require an agreement with NAVEX to ensure we meet our commitments to our customers.

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 – team members working with any government entity have an additional responsibility to know, understand and follow the laws and regulations pertaining to that work

Report to legal or compliance any supplier or business partner that may not be meeting our standards



Gathering Competitive Intelligence

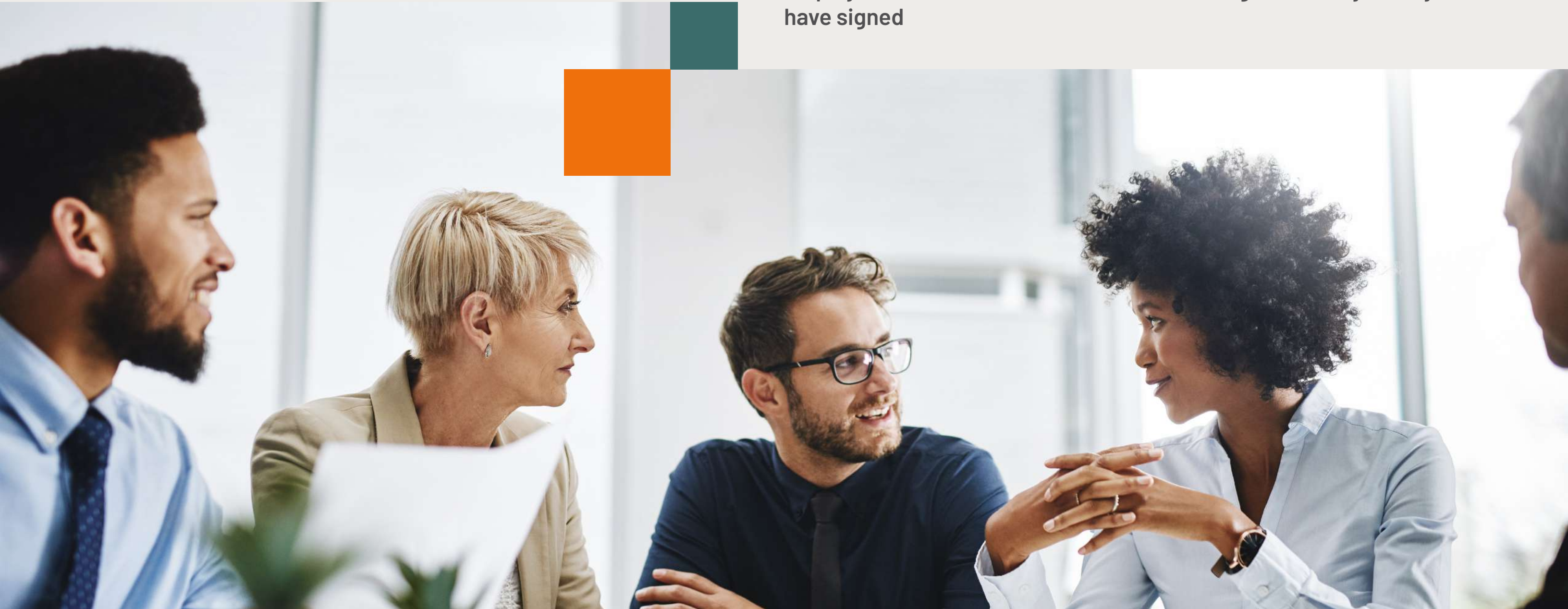
Information about competitors is valuable in today's business environment.

When we gather business intelligence, team members and others working on our behalf must always abide by the highest ethical standards.

Never engage in fraud, misrepresentation or deception to obtain information or use technology to spy on others

Be careful when accepting information from third parties. Verify their sources and seek to ensure that the information they provide is not protected by nondisclosure or confidentiality agreements

Do not use or disclose the confidential information of your former employers or violate active non-solicitation agreements you may have signed



Conflicts of Interest

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

The best way to avoid potential conflicts is to know and avoid the kinds of situations where conflicts may arise. Any situation that makes others question our objectivity can erode the trust that others place in us. So, be proactive in disclosing both potential and actual conflicts. Once disclosed, the situation can usually be managed and resolved.

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 or hiring close relatives, partners or friends, especially if they report to you

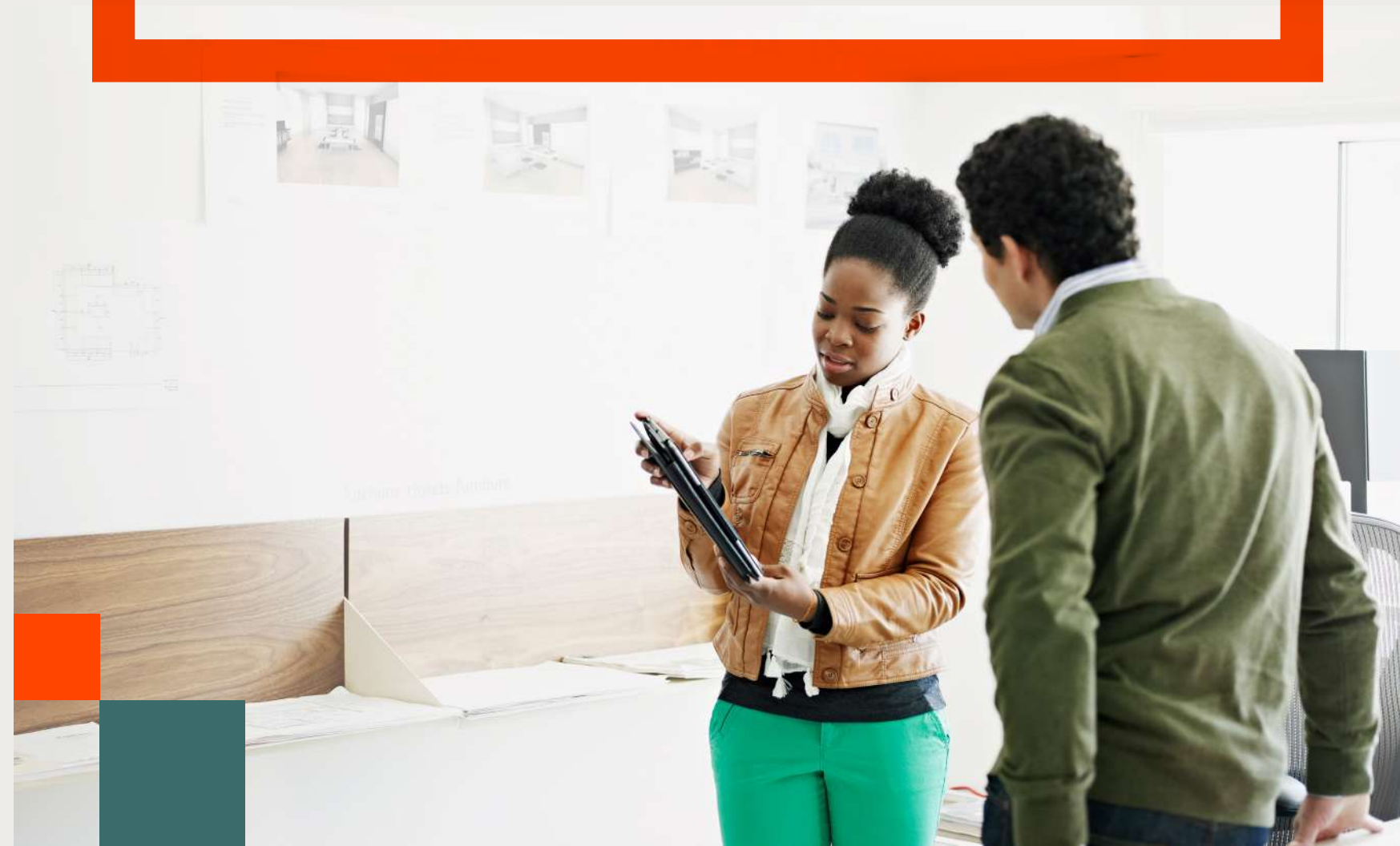
Serving as a board member of another organization

Investments that might influence – or appear to influence – your judgment

WHAT IF ...

I was just assigned a customer, and it's a company in which I own stock. Is that a conflict of interest?

Probably not, unless you own more than 5% of that company. The best course of action would be to disclose this information to your manager or another company resource so that the situation can be reviewed, and a determination can be made about appropriate next steps.



Gifts and Entertainment

Under the right circumstances, a modest gift or meal may strengthen a business relationship, but an offer that is lavish or extended too frequently could cause others to question our objectivity.

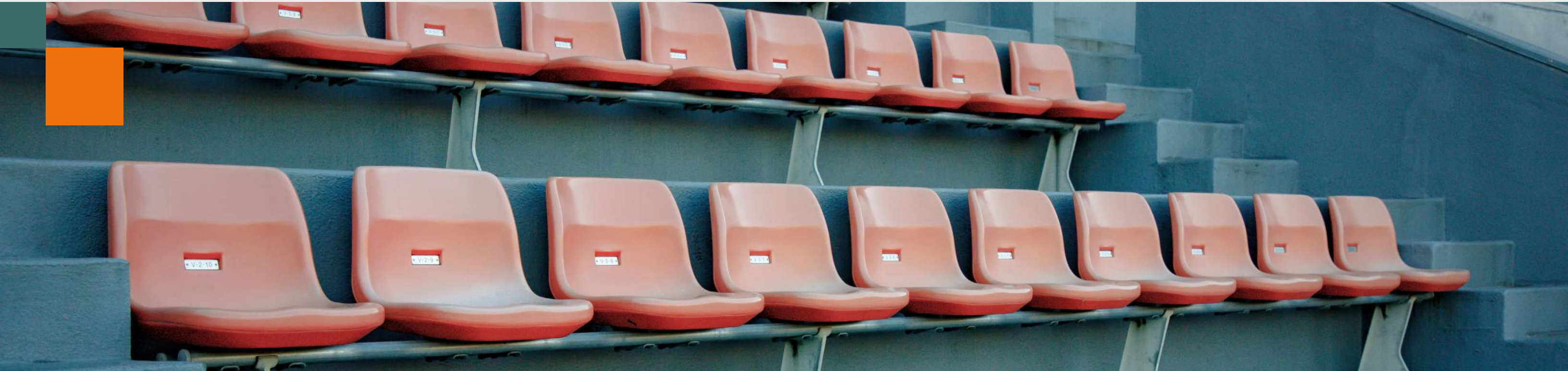
We win business based on the quality of our products and services. Do not give, accept or ask for any gift or entertainment of any value if the intent is to influence – or could appear to influence – your ability to make objective business decisions. For additional information, see our Anti-bribery and Corruption Policy.

Keep in mind:

You may accept an occasional gift from a customer, vendor or partner if it’s modest in value (less than US \$100), appropriate for the occasion and intended to foster a business relationship

You may accept an occasional meal and entertainment from a customer, vendor or partner if they attend the event with you, the costs are in line with local business customs (less than US \$100) and you inform your manager, human resources or compliance

If you are offered a gift, meal or entertainment that exceeds the \$100 threshold, thank the offeror, politely decline and notify your manager, human resources or compliance. But if refusing the offer would be considered culturally offensive or insulting, accept it and immediately consult with your manager, human resources or compliance





In some situations, offering or accepting gifts, meals or entertainment may violate the law. Don't offer anything of value to a government official or health care provider without receiving prior approval from legal or compliance

Some gifts and entertainment are never acceptable to give or receive, for example cash or cash equivalents (such as gift cards), or any gift or entertainment that would harm our reputation (e.g., something that is indecent or improper)

Understand that someone to whom you offer a gift, meal or entertainment may not be permitted to accept it under their company's policies and consider asking them in advance if they are allowed to receive it

WHAT IF ...

During the holidays, one of our vendors sent me a gift card to a local restaurant. May I accept it?

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 them know about our policy.

Accurate Records

Accurate records are essential for good business decisions and for preserving the trust of business partners and government officials.

Some team members have special responsibilities in this area, but all of us contribute to the process of recording financial and nonfinancial information.

Be accurate and complete with our business records, including timekeeping records for payroll processing

Understand and follow the law and our policies when creating, retaining or destroying documents

Never destroy documents in response to or in anticipation of an investigation or audit

Each of us is responsible for maintaining some kind of "record." A record could be:

- A purchase order
- A benefit claim
- An invoice
- An expense report
- A financial forecast
- A proposal
- A technical specification



Public Communications and Social Media

Every communication regarding our company affects our reputation and brand. That’s why we ensure that information spoken, written or released into cyberspace is clear, accurate and consistent.

Refer questions and requests for information (including our business plans and operations) to those who are authorized to speak for NAVEX. Unless you’re designated as a spokesperson, direct inquiries from the media, regulatory authorities and others to the proper resource:

- Refer media inquiries** and invitations to speak or present on behalf of NAVEX to marketing
- Refer inquiries from the government** or regulatory officials, or questions about financial matters, to legal



Our commitment to communicating responsibly extends to our social media activity, too. When engaging on social media:

- Think before you post** – online communications live forever
- Do not disclose** the confidential or proprietary information (like product roadmaps or customer data) of NAVEX, our customers or business partners
- Respect intellectual property** – no unlawful use may be made of our trademarks, copyrighted works and trade secrets
- Seek guidance from human resources** before providing an employment recommendation for a colleague (current or past)
- Don’t post anything** that would be considered harassing, bullying or discriminatory
- If you see comments or posts on social media** that you believe are inaccurate or unfairly represent NAVEX or our customers, do not respond – instead, report the information to marketing, legal or compliance who will help you determine the best course of action



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

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Corporate Responsibility

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

We recognize that our collective future is tied to the everyday actions taken to honor human rights, protect the planet and be a good neighbor.

We are committed to:

Human dignity and fair employment practices:

- » **We ensure** that our team members work of their own free will
- » **We do not accept** corporal punishment, forced or involuntary labor, or other forms of mental and physical coercion, and we do not use or permit the use of child labor
- » **We strive** to work with business partners that share our standards and commitment to human rights, and we work with our customers to assist them in meeting their corporate social responsibility goals

Minimizing the impact of our operations on the environment:

- » **We are working** to reduce greenhouse gas emissions at our global offices and data centers
- » **We strive** to reduce waste to landfills and to recycle, reuse and repurpose across our operations
- » **We house our global headquarters** in a LEED gold certified building

Building bridges to our communities:

- » **We participate in**, and support, local and global initiatives in the communities where we operate
- » **We offer team members** 16 hours of paid Days of Service to support organizations and causes that matter most to them

See the [NAVEX ESG Report](#) for more information about our environmental, social and governance outreach.



Anti-bribery and Corruption

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

We do not offer, pay or accept bribes, kickbacks or improper payments at any time for any reason, nor will we offer facilitation or “grease” payments. We work with our customers and business partners to actively support efforts to eliminate bribery and corruption worldwide.

Exercise caution when selecting third parties that work on our behalf, and monitor their compliance with contractual obligations and our standards – be sure to follow our procurement processes

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 immediately report the incident to legal or compliance

For further guidance, see our Anti-bribery and Corruption Policy or contact legal or compliance for guidance.

WHAT IF ...

Company executives at one of our customer’s locations expect us to pay special fees to do business in the country where I operate. What should I do?

Special payments made directly or indirectly to a customer, even if considered OK given local custom, could violate anti-bribery laws or regulations. Before making a payment of this kind, contact legal or compliance for guidance.



Free and Fair Competition

We believe in free, fair and open competition.

We compete vigorously to be an industry leader and maintain high standards of fairness and honesty when engaged in marketing, promotional and advertising activities. We gain our competitive advantage through superior performance, price and quality, not through unethical or illegal business practices. We will not enter into any arrangement 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” – you should avoid them and report them to legal or compliance:

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

Abusing a position of market dominance

Meeting with competitors where a questionable discussion begins. Make it clear that you believe the discussion is inappropriate, noticeably break away from the discussion, and promptly inform legal or compliance

Insider Trading

While NAVEX is privately held, we conduct business with many publicly traded companies that 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. Using this “inside information” for personal gain or sharing it with others is contrary to our values and illegal.

Never buy or sell securities of a company about which you have inside information

Never provide “tips” or encourage others to trade based on inside information

Remember: These rules continue to apply even when you are no longer a NAVEX team member

If you have questions or believe that inside information has been disclosed, contact legal or compliance

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
- Major wins or losses



Political Activity

NAVEX supports lawful political contributions and involvement by its team members.

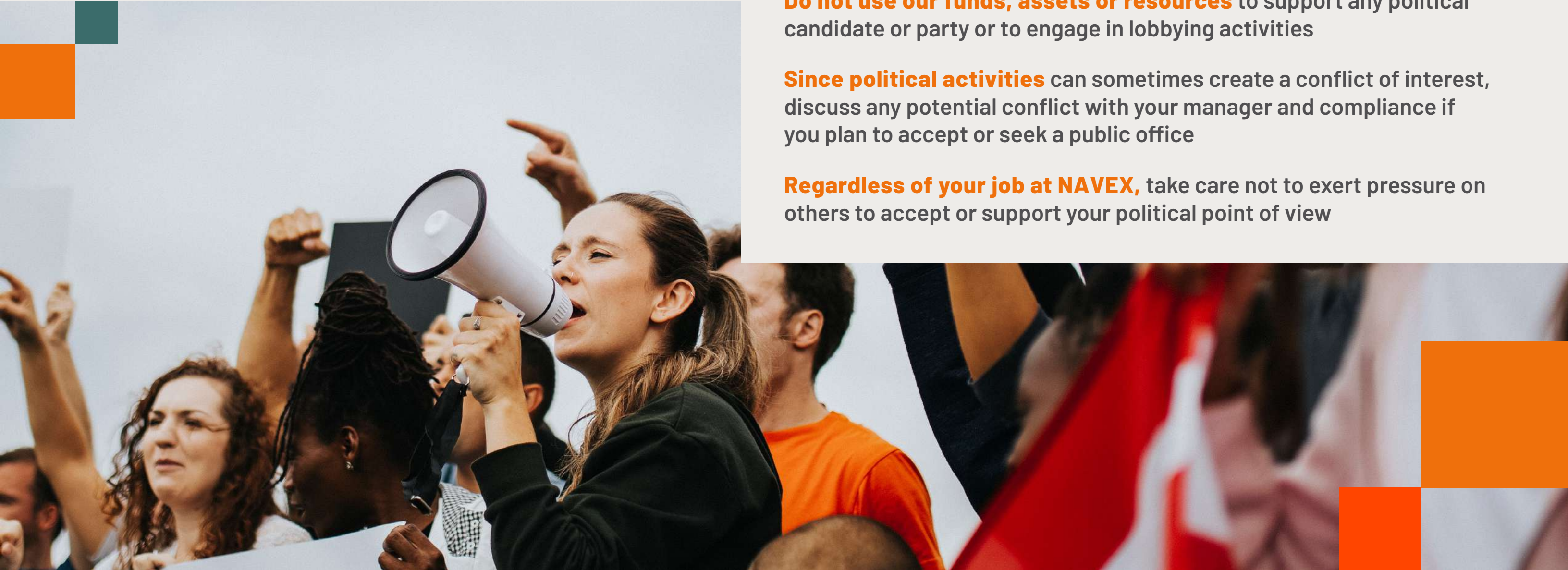
Conduct any related activities in compliance with the law. You have the right to voluntarily participate in the political process, including making personal political contributions, but make it clear that your personal views and actions are not those of NAVEX.

Under federal and most state statutes, it is unlawful for NAVEX or any team member to use company funds to make direct or indirect political contributions to parties or candidates. This prohibition includes the use of company equipment (such as a phone or copy machine) or facilities to support the political process or a specific candidate.

Do not use our funds, assets or resources to support any political candidate or party or to engage in lobbying activities

Since political activities can sometimes create a conflict of interest, discuss any potential conflict with your manager and compliance if you plan to accept or seek a public office

Regardless of your job at NAVEX, take care not to exert pressure on others to accept or support your political point of view



Global Trade

In conducting business internationally, we need to be aware of – and comply with – laws governing global trade.

Many governments restrict to varying degrees the import and export of goods and services. We honor the trade, import and export laws that apply to our products and services.

We also must carefully evaluate business opportunities within countries that are subject to U.S. trade embargoes or economic sanctions and abide by the regulations governing these markets.

Be aware that some countries impose trade restrictions covering specific countries, entities and individuals. Consult with legal immediately if you have questions about whether or not a specific entity or individual may be on a restricted list

Be especially careful and ask legal for guidance when transferring software, software code, technical data, customer data or technology across borders or to individuals from sanctioned countries

Don't participate in or promote boycotts that the United States does not support – if you receive a request to do so, forward it to legal or compliance



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 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 investigations of such possible violations

You have access to electronic versions of our Code of Conduct



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**
- **Legal Department/Deputy Compliance Officer**
- **Human Resources**
- **Web Reporting System (can report anonymously):**
NAVEX4NAVEX.com
- **For Media Requests: Corporate Marketing Department**

NAVEX may make changes to our Code of Conduct or company policies at any time.

NAVEX supports our team members' 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 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 Closing Message From Carrie Penman

An ethical and inclusive 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 team member of NAVEX, 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 use our Code of Conduct to help you in your day-to-day work and reach out with questions, concerns or ideas you have. Your commitment helps us remain successful – it also makes NAVEX a great place to work.



Carrie Penman
Chief Risk and Compliance Officer, NAVEX



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