

## **PRODUCTSUP PARTNER CODE OF CONDUCT**

Productsup is committed to the highest ethical standards, including compliance with applicable laws and regulations, and believes this commitment is critical to our success. Productsup values its relationships with its partners and believes that our collective success is supported by a shared commitment to ethical business practices, sustainability, philanthropy, diversity, and inclusion. To that end, all Productsup partners are expected to comply with the principles set out in this Partner Code of Conduct (the “Code”).

This Code applies to all Productsup partners, which includes but is not limited to, marketing agents, sellers, partners and distributors, as well as their respective employees and contractors doing business on Productsup’s behalf (which includes, but is not limited to their permanent and temporary employees, independent contractors, suppliers, agents and/or downstream partners).

### **1. COMPLIANCE WITH LAWS**

#### **a. Compliance with all laws**

Obeying the law is the foundation on which Productsup’s ethical standards are built. You must comply with applicable laws, rules, and regulations.

Productsup is a global business and recognizes that many of our partners operate in different international environments. Nonetheless, all Productsup partners are expected to adhere to the principles in the Code in their dealings with Productsup and when conducting any business on Productsup’s behalf. If you operate in a country where local laws are more restrictive than this Code, then you are expected to comply with those laws. However, if you are subject to laws which are less restrictive than the principles of this Code, you are still expected to comply with this Code, even if your conduct would otherwise be “legal” under applicable law.

#### **b. Anti-bribery/corruption**

Productsup is committed to conducting its business free from any form of bribery and corruption and expects its partners to uphold these standards as well. The law prohibits, among other things, offering, accepting, or giving anything of value to another party for the purpose of inducing them to behave unethically. This applies in particular to dealings with government officials, but also applies to private party dealings as well. Even the appearance of improper behavior may cause harm or be illegal. You are expected to comply with legislation concerning bribes and kickbacks (including facilitation payments), notably any applicable local legislation, the UK Bribery Act 2010, as well as the US Foreign Corrupt Practices Act 1977, and to have your own policies and procedures in place to actively ensure compliance with these laws as well as any local laws concerning bribery and corruption.

c. Gifts & entertainment

The purpose of business entertainment and gifts in a commercial setting is to create goodwill and sound working relationships; not to gain unfair advantage with customers. No gift or entertainment should ever be offered, given, provided, or accepted by you unless it:

- is not a cash or cash equivalent gift;
- is consistent with customary business practices;
- is not excessive in value;
- is not, and cannot be construed as, a bribe or payoff; and
- does not violate any laws or regulations.

In particular, you should not give money or anything of value, directly or indirectly, to government officials or political candidates in order to improperly obtain or retain business. "Government official" is interpreted widely, and can include, but is not limited to, any person holding an executive, legislative, judicial or administrative public office, or a person or company doing business on their behalf, or any government employee (including those of international organizations like the UN or World Bank).

d. Export controls

As a global company, Productsup must ensure compliance with laws that govern the shipment or transfer of its technology. These regulations prohibit transferring, paying, receiving or otherwise dealing in property or an interest in property belonging to or under the control of a person or entity identified on the US Office of Foreign Assets Control Specially Designated Nationals list (which is currently published under <http://www.treasury.gov/resource-center/sanctions/SDN-List/Pages/default.aspx>) or a similar list.

You must obey all relevant import/export control laws, as well as any government licensing requirements, and also ensure you have policies and procedures in place to ensure compliance. Should you become aware or suspect that any sale of or provision of access to any Productsup product may ultimately breach such a law, you must immediately inform your most senior Productsup sales contact. In addition, you must not participate in any economic boycott not sanctioned by the US government.

e. Competition/Antitrust

Productsup is committed to rigorously observing laws which protect consumers and fair market practices, such as competition and antitrust laws, and Productsup expects the same of its partners. These laws generally prohibit behavior or agreements that unreasonably restrain trade, unfairly reduce competition or collusion between companies to set prices or divide markets to the detriment of consumers. Such agreements and behaviors are not tolerated by Productsup and should not be tolerated by its partners. Competition and antitrust laws are present in most territories, and you are expected to comply with any that apply to you.

f. Insider Trading

In the course of business, you may learn of confidential information that could impact another company's stock price. However, laws exist prohibiting the trade of stock of a company when you know of material confidential information about that company. Material non-public information may include:

- financial information;
- new product or business lines;
- anticipated mergers, acquisitions or divestitures; and/or
- management changes or business restructurings

You are expected to comply with all insider trading laws, and not "tip" others who might make an investment decision on the basis of this information for themselves or on another's behalf.

g. Human Rights and Fair Labor Practices

Partners shall not use any form of slave, forced, bonded, indentured, or involuntary labor, and shall comply with all applicable laws prohibiting involuntary labor practices, including the U.K. Modern Slavery Act 2015. Partners shall treat their workers fairly and with dignity and shall provide a workplace free of harassment and unlawful discrimination. Partners shall comply with all applicable local labor laws governing working hours and employee compensation in all locations in which they operate.

Partners shall not use child labor as defined by applicable law regulating minimum legal age to work. The employment of young workers below the age of 18 shall occur only in non-hazardous work and when young workers are above a country's legal age for employment or the age established for completing compulsory education.

h. Data Protection

The collection, storage and processing of data, in particular personal data, is becoming increasingly subject to stringent regulations and Productsup takes its obligations to protect data very seriously. You are expected to comply with all relevant laws concerning privacy / data protection of personal data, and to apply the same level of protection is afforded by Productsup's own privacy policy located <https://www.productsup.com/privacy-policy/>

These privacy obligations include, but are not limited to:

- keeping confidential any personal information;
- using it only for the lawful purpose intended;
- deleting it once the purpose for which it was collected/processed has been fulfilled;
- only disclosing it (including internally) on a "need to know" basis to staff trained to handle personal data who are bound by adequate confidentiality obligations;

- respecting the rights of any relevant data subjects under local law;
- reporting to relevant stakeholders and authorities any data breaches; and having adequate safeguards in place to ensure the security of personal data.

## 2. BUSINESS PRACTICES AND ETHICS

### a. Accurate record keeping

Productsup requires honest and accurate recording and reporting of information in order to make responsible business decisions and to comply with the law. The same standards are expected of partners. This includes maintaining complete and accurate records of sales of Productsup products and services. False or misleading documentation, whether or not it results in personal gain, is never permissible.

### b. Honest marketing, dealings and use of Intellectual Property

Partners must not engage in any misleading or deceptive practice. You must comply with all laws and Productsup's guidelines with respect to Productsup's trademarks, products, and services. Partners must stop using any Productsup logo, trademark, or design if so, instructed by Productsup and must always respect Productsup's intellectual property rights. You must always act in accordance with Productsup's visual guidelines and partner brand policies and must not use on any other goods or services any trademarks, logos or designs resembling those of Productsup, which are likely to cause confusion to customers as to the origin of the goods or services. You must also not hold yourself, directly or indirectly, as Productsup.

### c. Roadmaps and future availability of products

Partners must not commit to the future availability or details (such as pricing) of any future functionality or feature of a current or future Productsup product. To the extent you do communicate information (in marketing or otherwise) to customers or potential customers, this must always be in line with any applicable Productsup approved guidelines/authority.

### d. Conflicts of Interest

Productsup expects its relationships with partners to be free from conflicts of interest. This includes anything which would cast doubt on your ability to act with total objectivity with regards to the distribution of Productsup products and/or services. An example would be where your personal financial interests are at odds with those of your engagement with Productsup. If you feel that any actual or potential conflict of interest (or even the appearance of one) has arisen or may arise, you must report this to your most senior sales contact at Productsup.

### e. No side arrangements

Productsup prohibits any side arrangement (written, electronic or verbal) between Productsup and any partner or any other customer with respect to Productsup products and services. Side agreements are modifications to contractual terms and conditions that are either undocumented or documented separately from the actual contractual document. **ALL** negotiated terms and conditions are required to be included in the final contractual agreement with partners and customers. If you become

aware, or suspect that, a side arrangement has been entered into, you must immediately communicate it to your most senior sales contact at Productsup.

f. Requirement of a bona-fide end-user

Productsup believes in honest and transparent business dealings, and expects that all purchase orders placed with Productsup will be in relation to a bona-fide third party end-user order. If you become aware of, or suspect, that a purchase order has been placed without a bona-fide third party end-user, you should immediately inform your most senior contact at Productsup and [partners@Productsup.com](mailto:partners@Productsup.com).

g. Confidentiality

In the course of your relationship with Productsup, you may from time to time have access to confidential information, such as pricing, product and services information. You must safeguard this information by not transferring, publishing, using, or disclosing it other than as permissible by law and relevant contractual terms you have in place with Productsup.

h. Commissions

Productsup pays referral and finder commissions to eligible partners based on identifiable activities performed by partners on direct opportunities closed by Productsup. The partner must fulfil the requirements of the applicable partner referral process for the applicable opportunity. Partners should not request or accept commissions for any activity outside of the intended purpose of the partner referral process.

### **3. HEALTH, SAFETY AND ENVIRONMENT**

a. Health and Safety

Partners must provide their workers with a safe workplace, have reasonable procedures to detect, prevent and handle potential risks to the health, safety, and security of their workers, and follow all applicable laws relating to health and safety in the workplace.

b. Environment

Partners shall operate in an environmentally responsible manner, strive to minimize adverse impact on the environment and comply with all environmental laws in the countries in which they operate.

### **4. CERTIFICATION**

Productsup has in place its own systems and internal code of business conduct to ensure the above principles are complied with. You must also ensure that adequate procedures, such as policies and adequate due diligence on your own supply chain and customers, are in place in your organization to ensure the above principles are adhered to.

Productsup may require you to certify in writing your compliance with this Code and its principles, and Productsup reserves the right to appoint a 3rd party representative to audit your compliance.

You should immediately report any conduct that you believe in good faith to be an actual, apparent, or potential violation of this Code to your most senior Productsup contact and to Productsup's Legal Department at [partners@Productsup.com](mailto:partners@Productsup.com). Each Productsup partner must cooperate with any investigation by Productsup regarding any suspected or actual breach of these principles. Any violations of this Code by you or your employees or representatives must be promptly remedied by you. In the event of a material violation, in addition to Productsup's rights under any agreements or law, Productsup may immediately terminate any partner agreements with you and/or cancel any outstanding fees payable to you, pursuant to any applicable laws and without any liability to Productsup.

## **5. ENFORCEMENTS & EXCEPTIONS**

- Productsup expects its employees to operate with integrity and honesty, and in compliance with this Code, applicable laws, ethical requirements and Productsup policies.
- If Productsup sells directly to an end user for an opportunity that a Partner has registered (except in the limited circumstances described above), the partner may be entitled to all applicable program benefits.
- Productsup presumes that partners will operate in accordance with this Code. While Productsup understands that some partners may carry multiple business or sales lines, after a partner's opportunity has been registered, Productsup expects that partner to lead with Productsup-only solutions.
- Partners should highlight any perceived breaches of this Code to the relevant Productsup Regional Partner representative or SVP.
- Any exceptions to the Code must be approved by the SVP Partnerships and Alliances.