

# SUPPLIER CODE OF CONDUCT

Doing the Right Things Right

NAVEX<sup>®</sup>



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## Introduction

Doing the right things right is one of our core values. It's the theme that's woven through our own **Code of Conduct** and reflected in the solutions we provide and the customers we serve. It defines the character of our company and the expectations we have for ourselves and for those who work with us.

As a trusted partner to thousands of organizations and millions of employees worldwide, we have an obligation to make sure that doing the right things right extends to our subcontractors, suppliers, consultants, agents and other third-party providers (collectively, our "suppliers"). This Supplier Code of Conduct ("Code") provides a framework for working together ethically and in compliance with the law.

Please familiarize yourself with the information outlined in this Code. Always seek guidance if you're unsure of the right path, and if you see or suspect activity that could undermine our work or reputation, please come forward immediately and share your concerns. Doing the right things right is not just what we do, but what we stand for.

Thank you for your commitment and your partnership with NAVEX.

# Doing the Right Things Right

## *Integrity in Every Action*

Our success depends not only on the efforts of our own employees but also on forging relationships with suppliers who share our commitment to responsible business practices. We expect you, as our supplier – as well as *your* suppliers – to operate with the highest standards of integrity by meeting your contractual obligations and conducting business in full compliance with all applicable laws, regulations, guidelines, industry standards and this Code.

In situations where a contract provision, law or regulation conflicts with a requirement in this Code, suppliers are expected to follow the more restrictive requirement. If it's not clear which requirement is more restrictive, please seek guidance before proceeding.



## *Asking Questions and Reporting Concerns*

We encourage our suppliers to:

- » **Ask questions** about this Code or specific situations that may be unclear
- » **Report** known or suspected violations of this Code or the law

Please direct questions to your NAVEX contact. If you wish to report known or suspected violations of this Code or the law, you may submit a report at [NAVEX4NAVEX.com](https://NAVEX4NAVEX.com), which is accessible 24 hours a day, seven days a week.

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 who you contact and whether you choose to remain anonymous, NAVEX will investigate and follow up as appropriate. In coming forward, you can be confident that you're doing the right thing and that your concern will be handled promptly, with sensitivity and discretion.

## Making the Right Choice

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

Is it legal?

Is it consistent with this Code?

Am I doing what's right for NAVEX, my company and my coworkers?

Would I feel OK if my actions were made public?

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

## Protection From Retaliation

NAVEX will not tolerate retaliation against anyone who makes a report or assists in an investigation into misconduct. We take all claims of retaliation seriously, investigating each one and taking appropriate action.



## Maintaining Ethical Business Practices

### ***Anti-bribery and Corruption***

*We prohibit acts of bribery and corruption.*

Suppliers to NAVEX must not offer, pay or accept bribes, kickbacks or improper payments at any time for any reason, nor offer facilitation or “grease” payments. We strictly prohibit acts of bribery and corruption by our team members and by those acting on our behalf.

### ***Free and Fair Competition***

*We believe in free, fair and open competition.*

Like us, our suppliers must avoid any conduct that could be construed to be anti-competitive. Never take unfair advantage of anyone. And never enter into any kind of agreement with a competitor (formally or informally) that could restrict trade or limit production.

### ***Insider Trading***

*We’re privately held but conduct business with many publicly traded companies that trust us with their protected information.*

Suppliers who become aware of information about our customers, business partners or other companies that is not publicly available to ordinary investors, must never trade based on that information or disclose it to others so that they may trade. These practices constitute insider trading and violate our policies and the law.



### Global Trade

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

We support customers around the world. As our supplier, you must honor all applicable trade, customs, import and export laws and sanctions. Screen your suppliers and transactions to ensure compliance with international export laws and sanctions and obtain all necessary licenses and approvals.

**We are a technology company.**  
*Be especially careful and seek legal guidance in advance if transferring software, software code, technical data, customer data or technology to another country or to individuals from sanctioned countries.*

### Conflicts of Interest

*A conflict may occur when personal activities or relationships impact the ability to make objective business decisions.*

We're committed to making business decisions that are objective and impartial, and we expect the same from our suppliers. Suppliers must avoid any situation that makes others question their objectivity or erodes the trust that others place in NAVEX. Conflicts can arise in a variety of situations but often occur in connection with employment or business opportunities, offers of inappropriate gifts or entertainment, outside board or advisory memberships and financial interests or investments. If you become aware of an actual or potential conflict of interest, disclose it immediately to your NAVEX contact.



## ***Gifts and Entertainment***

*We win business based on the quality of our products and services.*

Offers that are lavish or extended too frequently could cause others to question your objectivity and our judgment in partnering with you. That's why NAVEX has rules in place that govern offers of gifts and entertainment, to avoid even the perception of anything improper. Suppliers must never offer, give or accept gifts or entertainment that are, or could be perceived, as bribes. Do not offer anything of value to a government official.

### ***Know our policies.***

*Anything offered to NAVEX employees must:*

- Be modest in value (less than US \$100)*
- Be offered only occasionally*
- Foster our business relationship (if an event, you must attend with the employee)*
- Never be cash or cash equivalents*
- Never harm our reputation*

## ***Accurate Records***

*Accurate business records are essential for good business decisions and for preserving trust.*

Suppliers must create and maintain records that comply with all applicable laws, regulations and generally accepted accounting principles. Record all transactions honestly, completely and accurately, and comply with records retention policies. Never make, or induce others to make, false or misleading entries in any record or document related to our company or our business. We also expect you to respect the contracting process, cooperating fully with any audits or investigations and reporting any suspicious financial activity or irregularities.





### **Environmental Protection**

*We minimize the impact of our operations on the planet.*

We strive to make choices that are good for our business and the planet, and we request the same from you. We urge you to track the environmental impact of your operations, including its greenhouse gas emissions, and to establish measurable goals to avoid and mitigate environmental risks and optimize your resource consumption. Immediately report any situation that threatens the environment in connection with your operations.

**Honor our commitment.**  
*We look for a shared commitment from our suppliers to work toward:*

- A reduction in GHG emissions
- A reduction in waste to landfills
- Recycling, reusing and repurposing across their operations

**For more information,** see *Invested in Our Impact*, our [\*\*ESG Report\*\*](#).





### **Sourcing Responsibly**

*We seek business partnerships that align with our values.*

NAVEX conducts appropriate risk-based due diligence in evaluating and engaging with suppliers. We expect our suppliers to similarly maintain our procurement and approval

practices. If you work with us on government contracts, be aware that many contractual terms and conditions flow down to you and your suppliers – you have a responsibility to know, understand and follow the laws and regulations that pertain to that work. We encourage you to be proactive in engaging

diverse suppliers, identifying and removing barriers to their inclusion, whenever possible.

#### **Integrity throughout the supply chain.**

*Like us, our suppliers must observe high standards:*

- Base sourcing decisions on objective criteria such as quality, price, service and delivery record
- Monitor performance to ensure compliance with all applicable laws, avoidance of conflicts of interest and protection of confidential information

## Promoting Respect and Safety

### ***Diversity, Equity and Inclusion***

*We strive to understand, value and honor the uniqueness of every individual.*

We respect others, celebrate diversity and do our part to create an equitable and inclusive work environment. We expect nothing less from our suppliers. We look to our suppliers to share our commitment to diversity, comply with all DEI-related laws and employ strategies aimed at ensuring a diverse workforce.

### ***Equal Opportunity***

*We believe that everyone should be treated fairly.*

We are committed to non-discriminatory employment practices, and we expect the same of our suppliers. Your employment practices should be consistent with a sense of fair treatment and equal opportunity. We also expect suppliers to provide reasonable accommodations for qualified individuals with disabilities and maintain accessible workplaces.

### ***Harassment-free Workplace***

*We do not tolerate any form of harassment.*

We believe in maintaining a positive work environment and preserving the right of every individual to work free from all forms of harassment, including sexual harassment and bullying. Our suppliers are expected to likewise promote a harassment-free workplace.

### ***Health and Safety***

*Always be alert to health and safety risks.*

To promote the safety and well-being of your employees and ours, we expect our suppliers to provide clean, healthy and safe working environments and comply with all applicable health and safety laws, regulations and policies. Be aware that weapons are not permitted at any time while on property owned, leased or controlled by NAVEX or any space where NAVEX business is being conducted, such as customer locations, trade shows and company events.

**Fair Labor Practices and Human Rights**

*We are committed to human dignity.*

We support internationally recognized human rights as expressed in the **Universal Declaration of Human Rights**. We expect our suppliers – and their suppliers – to always uphold and honor human rights.

We prohibit within our own company and throughout our supply chain any acts of 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. Suppliers must ensure individuals within our supply chain are paid a legal wage, have reasonable working hours, are assured of safe working conditions, are provided any legally mandated benefits and have the freedom to choose whether to work.

**Speak up.**  
*Unlawful practices, or even the suspicion of unlawful practices, should be immediately reported.*

**For more information,** see our **Statement Against Slavery, Forced Labour and Human Trafficking**.

**Freedom of Association/Collective Bargaining**

*We respect employees' rights.*

Our suppliers must recognize and respect employees' rights to form and join trade unions of their own choosing, to bargain collectively and to engage in peaceful assembly. Suppliers must also recognize employees' rights to refrain from these activities and never intimidate, discriminate, harass or retaliate against them for exercising their rights. If local laws or circumstances restrict any of these rights, we expect our suppliers to engage in safe, open communications with employees (or their representatives) to address and resolve employment issues and workplace concerns.



# Protecting Our Reputation and Assets

## Privacy and Personal Data

*We keep personal data safe and secure.*

We respect the privacy of others and the confidentiality of personal data. We expect you to protect the personal information and data of our workforce, customers and other third parties with whom we do business. We only permit suppliers to access and use personal data for legitimate NAVEX business and in accordance with the terms of the governing contract.

**For more information,** see our [Privacy Statement](#).

## Confidential Information and Intellectual Property

*We exercise care with confidential or proprietary information we see, hear or learn about.*

Information, innovation and know-how drive our competitive advantage in the marketplace. We expect our suppliers to

**Prevent inadvertent disclosures.**  
 Take these precautions:

- Follow the confidentiality and nondisclosure provisions of the agreements you've signed
- Don't discuss NAVEX confidential information in public places such as elevators, planes and restaurants where others could hear it

treat our confidential information, including our intellectual property (e.g., patents, technical data, trademarks, copyrights and trade secrets), with the utmost care, and consistent with all applicable contractual and legal requirements. Use it

only for legitimate business purposes, share it only with those who are authorized and need it to do their jobs, and remember your duty (and your suppliers' duty) to protect our confidential information even if/after our engagement has ended.



### Cybersecurity

We protect the security of our technology systems and networks.

One breach, one misstep – even if inadvertent – can have severe and long-lasting consequences for our company and for yours. We expect our suppliers to have policies, procedures and safeguards in place that protect our systems and networks from hacking, ransomware, data theft and other emerging cybersecurity threats. Don't allow your employees or your suppliers to download or install unlicensed software on any device or system that contains NAVEX data.

**Be proactive.**

*Good cybersecurity measures include:*

- Both company-issued and personal devices
- Physical security
- Password protection
- System and anti-virus updates

### Service Quality

We've built a reputation as a company that can be trusted to deliver high-quality products and services.

We rely on our suppliers to ensure that the products, services and technology they deliver to us comply with all contractual requirements and all quality, safety and testing specifications, as well as relevant legal, regulatory and industry standards. Suppliers must establish processes and controls designed to proactively identify defects and implement corrective actions, and always strive for continuous improvement.



### **Business Continuity**

*We prepare for potential disruptions in service.*

Suppliers must create and maintain an emergency response and disaster recovery plan to communicate employee notifications and evacuation procedures, protect data and intellectual property and ensure business continuity of the products and services being provided to NAVEX. Supplier plans should contemplate hazardous weather conditions, natural disasters, labor and other resource constraints, outbreaks of infectious disease, and system, power, telecommunications or facilities outages. We expect our suppliers to review and test their plan at least annually.

### **Speaking on Behalf of NAVEX**

*Every communication regarding our company affects our reputation and brand.*

Our name is our brand and our promise. Do not use the NAVEX name or logo, disclose your business relationship with us or speak to the media on our behalf unless expressly authorized to do so. Take care in social media forums to never disclose confidential or proprietary information about us, our customers or our business partners, and don't post anything that would be considered harassing, bullying or discriminatory.



## A Closing Message

Doing the right things right is a value we embrace, as employees. But it is also a message about what we expect, from every link in our supply chain. Choosing the right partners is critical to our future success.

You are integral to helping us continue to innovate and deliver on the promises we make every day to customers around the world.

Please reach out to your NAVEX contact anytime you are unsure about what is required of you.

Thank you for your commitment and for being a valued supplier.

**Carrie Penman**  
**Chief Risk and Compliance Officer, NAVEX**



NAVEX®