



Business Partner Code of Conduct

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Our Values

This Business Partner Code of Conduct (the “Code”) defines the standards of business conduct and business practices that Nexthink SA, or one or more of its subsidiaries (“Nexthink”) expects of its business partners.

Business Partners are those organizations (“Business Partners”) who are engaging with, or representing Nexthink in marketing, remarketing, distributing, reselling or providing Nexthink products or services, or supplying products or services to Nexthink (“Activities”).

This Code integrates Nexthink’s values and expectations for its Business Partners.

Compliance with the Code is an important part of your relationship with Nexthink. The trust that our clients, investors, colleagues, and communities place in Nexthink and our Business Partners is a valued asset.

As relevant and appropriate, Business Partners must ensure that the Nexthink Code of Conduct (being the code of conduct that Nexthink’s own employees are expected to abide by) (“**Nexthink Code of Conduct**”) is provided to their employees, agents and contractors who work with Nexthink personnel or who are involved in the Activities.

If applicable laws and regulations are more permissive than the Nexthink Code of Conduct, Business Partners are expected to comply with the Nexthink Code of Conduct. If applicable laws and regulations are more restrictive, Business Partners must comply with those legal requirements.

The industry and markets that we serve continue to undergo significant changes. As a result, these changes may make business operations more complex and regularly present new regulatory, ethical, and legal challenges. Business Partners are expected to demonstrate the highest ethical principles in all Activities and avoid engaging in any activity that involves even the appearance of impropriety.

If a Business Partner becomes aware of any unlawful or unethical situation involving or related to the sale of products or services Nexthink provides, such Business Partner must immediately notify Nexthink (by way of its business contact or legal@nexthink.com) and communicate any information regarding the incident or situation. Nexthink expects Business Partners to assist with any investigations of incidents or situations reported to Nexthink.

Labor and Workplace Ethics

Business Partners shall treat their employees with dignity and respect and shall act in compliance with all applicable laws and regulations around labor rights.

Respect and Dignity

Business Partners are expected to provide their employees with a work environment free of coercion, discrimination and harassment. Business Partners are expected to implement disciplinary policies that would prevent any discrimination or harassment against their employees.

Any; criminal, fraudulent or illegal conduct, impropriety, lack of professional responsibility or dishonesty will not be tolerated under any circumstance. Dishonesty may cause unfair outcomes to customers or harm to market integrity, leading to loss of reputation, regulatory action or other potential adverse impact to Nexthink. Such conduct should be subject to internal disciplinary action up to and including termination of employment and may lead to criminal prosecution, regulatory action or civil suit.

Anti-Slavery, Human Trafficking and Child Labor

Slavery, trafficking, and child labor is a violation of fundamental human rights. Business Partners must comply with all applicable anti-slavery and human trafficking laws, statutes, regulations and codes (together as “**Covered Laws**”) from time to time in force and related Nexthink policies and procedures. Business Partners shall further require that each of their subcontractors and suppliers shall comply with the with all applicable Covered Laws. This includes, but is not limited to, condemning any forced labor and the use of child labor.

“Child” should be understood as referring to any person under the age of 16, or the minimum age for employment in the country of employment, whichever is greatest. “Employment” should exclude any apprenticeship or training programs which comply with local laws.

Health and Safety

Business Partners shall implement policies and controls in order to prevent any employee exposure to safety hazards.

Business Partners shall provide clean and safe facilities to their employees, with reasonable personal space, in compliance with local laws and regulations.

Wages and Working Hours

Business Partners shall comply with minimum wage laws and provide fair compensation to its employees. Business Partners shall make payments of salaries in a timely manner. Business Partner's employees shall be in full control of their earnings as required by applicable law. Business Partners shall not have their employees working more than the maximum hours as provided by local laws and regulations. Business Partners' employees shall be allowed at least one day off per week.

Inclusion and Accessibility

Business Partners are encouraged to put in place a safe and inclusive workplace environment for all people, without regard to race or ethnic origin, religion, age, sexual orientation, gender identity or expression, disability or any other characteristic unrelated to the job requirements.

Business Partners should ideally:

- Have volunteering programs, make donations or have some kind of partnership or program towards community engagement.
- Have zero tolerance to harassment or discrimination of any kind.

Nextthink expects its Business Partners to comply with the highest standards of the industry.

Financial Integrity and Accounting

Accurate and reliable financial and business records are of critical importance for all enterprises. Business Partners must not engage in any actions that could result in conveying false or inaccurate financial information to Nextthink or our clients. Business Partners must ensure that all submissions made to Nextthink (for example, orders, sales reporting, rebates, and reimbursement requests) are complete and accurate.

Anti-Bribery, Corruption and Fraud

Business Partners must abide by all applicable Anti-Bribery laws, including the US Foreign Corrupt Practices Act ("FCPA"), the UK Bribery Act, and any other local laws in every country / jurisdiction in which we do business (for example, federal, regional, provincial, and state laws). These laws generally prohibit both bribery of government officials and private sector (commercial) bribery. In addition to the prohibition of bribery, the FCPA mandates that companies establish and maintain accurate books and records and adequate internal controls.

Integrity

Dealing with Government Clients

Business Partners must be aware of and comply with all laws, rules, regulations, including procurement regulations, and contract clauses that govern the acquisition of goods and services by government entities to which Business Partners directly or indirectly market or recommend products and/or services provided by Nexthink, including federal, state, local, and other government-owned entities, as well as entities subject to government procurement rules (“**Government Clients**”). Bear in mind that those activities that may be appropriate when dealing with nongovernmental customers may be improper and even illegal when dealing with Government Clients.

If a Business Partner violates any of these requirements or other applicable law, Nexthink may terminate its relationship with such Business Partner. Because applicability of legal restrictions may depend on the provisions of Business Partners’ contracts and subcontracts, and other circumstances of a transaction that may be known only by them, it is Business Partners’ responsibility to determine in each instance whether a potential fee or benefit is permitted, and whether such registration and/or disclosure is required.

Export Control

Business Partner acknowledges that products, software, services and technical information (including, but not limited to, service, technical assistance and training) provided under this relationship may be subject to export laws and regulations of other countries, and any use or transfer of the such products, software, service and technical information must be in compliance with all applicable regulations and international trade sanctions. The Parties will not use, distribute, transfer, or transmit the products, software, service or technical information (even if incorporated into other products) except in compliance with all applicable export regulations and trade sanctions. If requested by Nexthink, Business Partner also agrees to sign written assurances and other export-related documents as may be required to comply with all applicable export regulations.

Competing Fairly

Nexthink expects Business Partners and their employees, agents and contractors to compete fairly and ethically for all business opportunities and not engage in any anti-competitive behavior, including but not limited to those relating to teaming and information sharing with competitors, price fixing and rigging bids.

Business Partners’ employees, agents or contractors involved in the sale of products and services provided by Nexthink must ensure that all statements, communications, and representations to customers are accurate, complete, and truthful.

Business Partners must not make or attempt to make any unauthorized commitments on behalf of Nexthink or customers, or inappropriately implicate or involve Nexthink in its disputes with customers or others. Similarly, Business Partners should not defame or disparage Nexthink, other Nexthink business associates, competitors or clients.

Our behavior represents the values of Nexthink and always exceeds the minimum thresholds set forth in policies and applicable law.

Conflict of interest

We expect Business Partners to avoid any personal, financial or other interests that might negatively impact their capability to perform the Activities or create the appearance of impropriety in their professional role and/or relationship with Nexthink and/or its customers.

Business Partners shall disclose situations that might give rise to actual or potential conflicts of interest. For example, Business Partners shall disclose personal or financial interests in customers, competitors or other third parties which might influence, or even impact the appearance of, the objectivity of the Activities.

Business Partners distributing Nexthink's products must display the best behaviour.

Representation of Nexthink

Business Partner shall act professionally and appropriately at all times when representing or engaging with Nexthink.

Business Partners shall not:

- sign or make any verbal commitments unless such agreement has been appropriately processed with Nexthink; and
- make any statements that are untrue or that are not authorized to be made on behalf of Nexthink.

Business Partners must continuously work to gain the trust and respect of our customers. Business Partners must be fair, reliable and respectful.

Nexthink Confidential Information and Data Protection

Business Partners shall protect Nexthink's confidential information or commercial secrets to prevent any access of such to unauthorized or external persons.

Professional and Ethical Manner

Business Partners shall not misuse such information for personal gain or for unauthorized third-party advantage.

Information acquired within the scope of the Activities should always be used appropriately by Business Partners and to the extent permitted and commercially justified.

Business Partners shall comply with all data protection laws and requirements when processing any personal data on our behalf.

Intellectual Property

Business Partners that are distributing Nexthink's products are responsible for protecting both Nexthink's and the customer's intellectual property rights.

An important element of such protection is maintaining the confidentiality of Nexthink's and the client's confidential information and other proprietary information.

Business Partners must not reproduce copyrighted software, documentation, or other materials unless properly authorized to do so. Partners must observe applicable data privacy requirements. When Business Partners market directly to a customer, Business Partners must ensure the appropriate license and product terms are provided to the customer in a format sufficient to create an enforceable agreement under applicable law (for example, certain countries require contracting in hard copy format) before the sale to the customer is finalized.

Social Media

Nexthink expects Business Partners to comply with applicable laws and government guidelines governing social media. Further, when using social media (for example, blogs, filesharing, and social network), Business Partners must comply with this Code and if applicable, the Nexthink Code of Conduct, must not engage in any misleading or deceptive communication and must not disclose Nexthink's confidential information, except as provided under the Nexthink Business Partner Agreement (or an equivalent agreement regarding the exchange of confidential information).

Environmental Responsibility

Nexthink operates a robust Environmental, Social and Governance (“ESG”) program and expects its Business Partners to also consider ESG issues in performance of any Activities.

Accordingly, to the extent applicable, Business Partners shall ensure:

- (a) their Activities comply with all applicable environmental laws, including laws and international treaties relating to (but not limited to) climate change, waste disposal, emissions, discharges and the handling of hazardous and toxic materials;
- (b) the goods it manufactures (including the inputs and components that it incorporates into its goods) comply with all applicable environmental laws and treaties; and
- (c) they will only use packaging materials that comply with all applicable environmental laws and treaties.

Business Partners shall have in place a suitable environmental management strategy for managing its environmental risks, taking into account the size and scope of a Business Partner’s operations. Such strategy may cover the following:

- steps to continuously improve environmental performance, reduce pollution, emissions and waste;
- measures to reduce the use of all raw materials, energy and supplies; and
- raising awareness and training workers in environmental matters.