

# Swiss4net Holding AG: Code of Conduct

## 1. Purpose

Swiss4net Code of Conduct sets forth the general principles that apply to Swiss4net Holding AG and its subsidiaries (the “Group” or “Swiss4net”) in relation to the exercise of the Group’s activities in view of its compliance with ethical standards and applicable law. It is a set of rules that governs the conduct of all Group employees and their relations with various inside and outside partners. Foremost, this Code calls for individuals to act ethically and responsibly.

The purpose of this Code is not to provide an exhaustive and detailed list of all of the rules governing but rather to establish guidelines in order to ensure that all of the companies within the Group and their employees have a common vision of the Code of Conduct that applies to the exercise of their businesses.

Any violation of the Code provisions may be sanctioned in compliance with the provisions of the company’s internal rules and regulations.

## 2. Swiss4net Values

Swiss4net culture is based on the principles of honesty, loyalty and integrity as well as compliance with and demonstration of our common values:

- Keep it simple,
- Mind the customer,
- Act as a team,
- Make it happen,
- Drive for change.

These principles and values guide our actions and behavior in our relations with our shareholders, our clients, our suppliers, our colleagues and our teams. We bring them to life on a daily basis in the exercise of our activities at every level of our organization, in order to better serve the interests of the Group.

### 3. Swiss4net Relations with Employees

#### a. FUNDAMENTAL RIGHTS, RESPECT FOR THE HUMAN PERSON, DISCRIMINATION AND HARASSMENT

Swiss4net complies with applicable laws and regulations pertaining to the respect of privacy, the protection of personal information and employment everywhere that it operates, in particular those that require the recognition of fundamental and union rights, the prohibition of forced or child labour, in accordance with the rules established by the International Labour Organisation.

In particular, Swiss4net refrains from using any form of discrimination based on the race, customs, age, sex, political or religious opinions, union membership or handicaps of individuals, as well as any form of harassment.

#### b. WORKING CONDITIONS

Swiss4net hopes to foster teamwork, which is one of the key components of its corporate culture.

Swiss4net must provide a safe and clean working environment to each of its employees by complying with applicable law, in particular with respect to health and safety.

#### c. TRAINING, PROFESSIONAL DEVELOPMENT AND EQUALITY

Swiss4net considers the development of professional skills to be essential to its success.

Swiss4net is particularly interested in:

- equal opportunity and fair treatment, based on the recognition of merit and good performance,
- the professional growth of its employees, in particular through training, internal mobility, and promotions.

#### d. CONFIDENTIALITY

The confidential information made available to Swiss4net employees within the context of their professional activities must remain confidential for as long as it is not publicly disclosed by Swiss4net. Therefore, employees may not use or circulate this information outside of Swiss4net, unless expressly authorized to do so by Swiss4net or if they are required to do so by law. However, Swiss4net recognizes the freedom of expression of its employees with respect to their families.

The following information is considered to be confidential: information relating to intellectual property, Swiss4net financial information, marketing and commercial plans, the data bases, and information relating to employees. Each employee is expected to keep this information confidential even after they leave their position within Swiss4net.

#### e. PROTECTION OF THE COMPANY DOCUMENTS

It is critical that the employees help preserve Swiss4net business records, follow the guidelines set forth in any document retention policies and comply with related legal and regulatory requirements. If an employee is notified that his/her documents are relevant to an anticipated or pending litigation, investigation or audit, he/she must follow the guidance set forth in the notification received from legal counsel.

#### **f. JOINING THE BOARD OF DIRECTORS OR SIMILAR BODY OF ANOTHER ENTITY**

Before accepting an appointment to the board or a committee of any non-Swiss4net entity, employees must receive approval from their supervisor. Prior approval is not required to serve on boards of charities or non-profit organisations or small, private family holding companies that have no relation to the company's activities.

#### **g. CORPORATE OPPORTUNITIES VS PERSONAL OPPORTUNITIES**

Employees are prohibited from taking personal advantage of a business or investment opportunity that they become aware of through their work at Swiss4net. Employees owe a duty to the company to advance its interests when the opportunity arises and they must not compete with the company in any way.

#### **h. FRAUD PREVENTION**

Each Swiss4net company is expected to prevent fraud and must assume this responsibility in the daily exercise of its business within its own operational structure and in accordance with local regulatory requirements. A Swiss4net Policy regarding fraud prevention has been defined and implemented, and is available on request.

### **4. Swiss4net Relations with its Outside Partners**

Swiss4net relations with its outside partners must be based on mutual respect in order to facilitate dialogue and foster team spirit. It is up to each employee to act with honesty and integrity towards Swiss4net outside partners (including its competitors), and to maintain a relationship of trust, in compliance with laws and regulations. Swiss4net expects its partners to adhere to these principles as well.

#### **a. HONESTY OF COMMERCIAL PRACTICES**

Swiss4net intends its success to be based on the quality of its products and services, using honest and legal methods. It is up to Swiss4net employees to become familiar with and comply with national and European regulations, and more generally, the laws that apply in the countries where they exercise their activities. Particular attention is paid to compliance with legal and regulatory provisions relating to competition law.

#### **b. SEEKING CUSTOMER SATISFACTION**

Customer satisfaction is one of Swiss4net priorities, particularly as it ensures its continued existence. This satisfaction depends on consistently seeking excellence while maintaining solid relationships.

To win the confidence of its customers, Swiss4net is committed to providing them with high quality products and services that are adapted to their needs, and to respect its commitments towards such customers, within the framework of the quality control policies implemented.

#### **c. CONFLICTS OF INTEREST**

Each employee is likely to be faced with situations in which his or her personal interest or that of the individuals or legal entities with which he or she is associated or with whom he or she is close may conflict with Swiss4net interest. One way to judge whether there is a conflict of interest is for an employee to ask oneself if a well-informed person would reasonably conclude that his/her interest in a matter could in any way influence his/her decision or performance in carrying out a duty on behalf of the company. Each employee must be vigilant to avoid the conflicts of interest that may arise in certain situations despite

every effort being made to avoid them. If an employee cannot avoid a situation where there is a conflict of interest, it is up to that individual to bring the matter to the attention of his or her hierarchical superior and to make an informed decision, taking into account his or her duty of loyalty and integrity towards Swiss4net.

#### **d. STOCK TRADING CONDUCT**

An employee may have access to or become aware of material non-public information, either about Swiss4net, a customer of Swiss4net or an unrelated publicly-traded entity. The employee must not use this information to gain a financial advantage for himself / herself or others, either by way of making a trade for himself / herself, “tipping” others on the information, or otherwise. Doing so is not only a violation of the Code that will result in immediate termination for cause, but is also a serious violation of securities laws and will expose any individuals involved to potential civil and criminal prosecution.

#### **e. GIFTS AND OTHER BENEFITS**

Every Swiss4net employee has a duty of integrity and refrains from soliciting gifts or other benefits from third parties and should behave accordingly to the policies described in the *Anti-bribery and Fraud Prevention Policy – Updated 15, December 2022*.

#### **f. CORRUPTION**

Swiss4net is particularly sensitive to compliance with the fundamental principles of preventing corruption and adheres to the guidelines established by the OECD. In particular, Swiss4net’s policies are described in the *Anti-bribery and Fraud Prevention Policy – Updated 15, December 2022*.

#### **g. INFLUENCE PEDDLING**

Swiss4net forbids any kind of influence peddling, including donations or other undue advantages offered notably to public officials or intermediaries. Swiss4net’s policies are described in the *Anti-bribery and Fraud Prevention Policy – Updated 15, December 2022*.

#### **h. OUTSIDE INTERMEDIARIES**

The use of outside intermediaries paid by Swiss4net should be done according in the *Anti-bribery and Fraud Prevention Policy – Updated 15, December 2022*.

Swiss4net requires its intermediaries to be bound by this Code of Conduct.

#### **i. PROTECTION OF CONFIDENTIAL INFORMATION**

It is up to Swiss4net companies to implement provisions that protect confidential information of any nature (including relating to privacy) relating to their outside partners (clients, suppliers, etc.), so that such information may not be used illegally or inappropriately.

#### **j. CAUTIOUS USE OF SOCIAL MEDIA**

The use of social media should be conducted in compliance with the applicable rules (laws, regulations, codes of conduct, agreements), the commitment to loyalty and the rules of precaution, safety and good conduct.

Employees should be cautious in their use of social networks (Facebook, Wikis, chat rooms, blogs, discussion groups, etc.) since their content can be accessed by anyone, indefinitely. It is critical that employees should use these tools in a sensible and respectful way, by moderating their comments, even in private circumstances.

Employees who form part of social networks should particularly ensure that the confidential information they possess and identified as such, related to Swiss4net, its clients, its employees or its partners, is protected. They should also ensure that they do not harm their reputation.

Each employee should be conscious that the publication of content which disparages Swiss4net on information sharing websites, the spreading of defamatory comments against colleagues, competitors or partners in some discussion groups or blogs, and the non-authorized share of confidential information regarding Swiss4net are forbidden and can lead to sanctions, which will be proportionate to the seriousness of the acts involved.

Employees should be aware that the inappropriate use of social media can generate harmful consequences on its security, its operational efficiency, and its image. The comments, photos, publications and posts published in the social media can indeed have an impact on Swiss4net, its employees, its partners or its clients.

#### **K. SPEAKING TO THE PUBLIC ON BEHALF OF THE COMPANY**

Employees should not make public statements on Swiss4net's behalf unless they have been designated to do so by the company, particularly towards people who seek information on Swiss4net. If a financial analyst, member of the media or other third-party contacts an employee to request information, even if the request is informal, the employee must not respond to it unless he / she is authorized to do so. In this event, the employee should refer the request to his / her supervisor or forward the request to the Managing Director.

Additionally, during their employment or directorship at Swiss4net, employees may be contacted by governmental authorities (e.g. law enforcement, securities regulators, etc.) who are seeking information from them regarding matters relating to Swiss4net. In this situation, they must contact the Managing Director who can assist them to find the right answer to their request.

## **5. Swiss4net Relations with its Shareholders and the Financial Community**

Swiss4net acts respectfully towards its shareholders in order to earn their confidence.

#### **a. ASSET VALUATION AND FINANCIAL PERFORMANCE**

Swiss4net seeks to attain a high level of asset appreciation and provides itself with the means necessary to preserve the value of its assets.

Swiss4net employees are responsible for the maintenance and the efficient use of Swiss4net assets in connection with their duties. They should take all necessary measures to preserve Swiss4net assets.

Optimal financial performance is an essential objective for all of Swiss4net employees.

#### **b. TRANSPARENCY OF FINANCIAL INFORMATION**

Swiss4net, while protecting its own interests, is determined to provide its shareholders and the financial community, particularly its lenders if appropriate, accurate and reliable information.

Employees cooperate with the Statutory Auditors.

Those employees involved in the preparation of the reports or information to be circulated, or that communicate information concerning Swiss4net to the press,

shareholders, lenders, analysts and any potential investor, must be satisfied beyond reasonable doubt that the reports or information being prepared and divulged are complete and fair and comply with all applicable regulations.

#### **C. PRESERVATION OF SHAREHOLDER RIGHTS**

Swiss4net continually assesses the potential risk of breaking or working against the Swiss4net contractual shareholder rights. Swiss4net employees are responsible for preserving the shareholder rights.

## **6. Swiss4net Relations with Civil Society**

#### **a. COMPLIANCE WITH LAW**

Each Swiss4net employee is responsible for ensuring that Swiss4net businesses under his or her control are exercised in conformity with the laws and regulations that apply locally, and in accordance with the principles described in this Code of Conduct.

#### **b. DATA PROTECTION**

Swiss4net undertakes to comply with the laws and regulations on the protection of personal data that it may be required to retain or process (relating to employees, customers, suppliers, partners, etc.).

Everyone must ensure that personal data held by them is managed in accordance with legal requirements.

#### **c. ENVIRONMENTAL PROTECTION**

Swiss4net is very concerned about the effects of its activities on the environment and intends to limit the environmental impact of its activities by managing them in a sustainable manner in accordance with applicable local law. Relevant policies applicable can be found in the *ESG Policy – Issue 15, December 2022*.

#### **d. POLITICAL CONTRIBUTIONS**

Swiss4net refrains from directly or indirectly financing political parties or the campaigns of candidates for elected positions, as described in the *Anti-bribery Policy – Issue 15, December 2022*.

#### **e. FIGHT AGAINST MONEY LAUNDERING AND TERRORISM**

Swiss4net is strongly committed to preventing the use of its operations for money laundering or any activity that facilitates money laundering, the financing of terrorism, or other criminal activities.

## **7. Compliance with Swiss4net Code of Conduct**

Swiss4net recognises the importance of having an effective whistle-blowing policy to establishing a belief in Employees and Contractors and key stakeholders that Swiss4net views unacceptable conduct seriously.

#### **a. UNACCEPTABLE CONDUCT**

It is impossible to give an exhaustive list of activities that may constitute unacceptable conduct but broadly speaking, including but not limited to, an activity that may be:

- dishonest, fraudulent or corrupt (including offering or accepting bribes);

- illegal (including theft, drug sale/use, violence or threatened violence and criminal damage against property);
- in breach of any legal or regulatory obligations;
- unethical;
- other improper conduct; and
- any unsafe work-practice.

#### **b. OBLIGATION TO DISCLOSE UNACCEPTABLE CONDUCT**

If an employee or contractor reasonably suspects that unacceptable conduct has occurred or will occur, they must disclose their suspicions to Swiss4net Managing Director or Chairman of the Board.

It is not always clear that a particular action is unacceptable conduct and employees and contractors must use their own judgement in this regard. If there are any doubts they should informally discuss the matter with the Managing Director or Chairman of the Board. If a report is made in good faith, then even if it is not confirmed by the investigation, the initial concern will be valued and appreciated and that individual will not be liable to disciplinary action. If a false report is made, maliciously or for personal gain, then disciplinary action may result.

#### **c. MAKING A REPORT AND WHAT HAPPENS AFTERWARDS**

A report must be made in good faith and can be made orally or in writing to the Managing Director or Chairman of the Board. Swiss4net does not expect absolute proof of the alleged conduct however the reporter will need to be able to show the reason for their concern. A request can be made to clearly set down the concerns giving rise to the report in writing, together with any supporting evidence.

Upon receiving a report, the Swiss4net Board of Directors shall be informed by the Managing Director or the Chairman of the Board and if in its opinion there is sufficient evidence of unacceptable conduct the matter will be investigated.

If it is decided there is not sufficient evidence of unacceptable conduct the Board of Directors must arrange for the Employee or Contractor who made the report to be informed of the decision and the reasons thereof.

#### **d. INVESTIGATING REPORTS**

The Swiss4net Board of Directors will arrange preliminary enquiries to decide whether a full investigation is necessary. If a full investigation is necessary then, depending on the nature of the misconduct, the initial concerns will be either:

- investigated internally (by senior management); or
- referred to the appropriate external person (for example external auditors, legal advisers, the regulators or the police) for investigation.

Subject to any legal constraints, the reporting individual will be informed of the outcome of the preliminary enquiries, full investigation and any further action taken.

The person(s) nominated to conduct an investigation of the content of the report must take all reasonable steps to ensure that the investigation is kept confidential, unbiased and fair. This means:

- any person who may be affected by the investigation should be made aware of the allegations and evidence against them and have the opportunity to put their case forward;
- the investigator may obtain specialist, independent advice on matters outside their area of expertise;
- all employees are required to assist the person carrying out the investigations; and
- the investigation should be carried out with due care and appropriate speed, respecting the individual confidentiality of the whistle-blower and the person(s) affected by the investigation.

The investigator will make records of interviews and other records reviewed which affect the outcome of the investigation.

#### **e. OUTCOME OF THE INVESTIGATION**

At the end of the investigation, a report is submitted to the Swiss4net Board of Directors which should:

- summaries the conduct of the investigation and evidence;
- draw conclusions about the extent of any non-compliance; and
- recommend action to remedy any non-compliance to ensure that it does not recur.

Where allegations of unacceptable conduct made against a person cannot be sustained, that person will be advised and will be entitled to continue in their role as if the allegations had not been made.

Where an employee or contractor has committed and been involved in unacceptable conduct the Swiss4net Board of Directors will consider an appropriate course of disciplinary action. Employees or contractors will not be immune from disciplinary action merely because they have reported the conduct however the individual's conduct in making the report may be taken into account in determining what disciplinary action is appropriate.

Once the investigation is completed, a verbal report will be made available to the individual who made the report. The report will cover the findings, actions taken to the fullest extent possible within commercial, legal and confidential constraints.

If the reporting individual is unhappy with the outcome of an investigation, they may submit another report explaining why this is the case. The new concerns will then be investigated if warranted. Alternatively, the individual is entitled to pursue external avenues.

#### **f. PROTECTING CONFIDENTIALITY**

Swiss4net is committed to maintaining the confidentiality of individuals that disclose unacceptable conduct under this policy. In order to investigate any claims and implement any necessary actions, the Swiss4net Board shall be informed of the disclosure. The Board will not disclose the individual's identity unless:

- the individual consents to the disclosure;
- the disclosure is required by law;
- the disclosure is necessary to prevent or lessen a serious threat to a person's health or safety; or



- the disclosure is necessary to protect or enforce Swiss4net legal rights and interests or to defend any claims.

Swiss4net will also ensure that any records relating to a report of unacceptable conduct are stored securely and can only be accessed by authorised employees or contractors.

Unauthorised disclosure of either the identity or information which could infer the identity of any individual who has disclosed unacceptable conduct will be regarded as a breach of this policy and could be subject to disciplinary action.

#### **g. OTHER PROTECTIONS FOR WHISTLE-BLOWERS**

An employee or contractor, who discloses conduct that they reasonably believe to be unacceptable conduct, will not be personally disadvantaged as a result of having made the disclosure. Being personally disadvantaged includes, but is not limited to:

- dismissal or suspension or demotion;
- any form of harassment, including being threatened or vilified;
- discrimination; and
- any form of reprimand, reprisal, change in work duties or terms of remuneration, change in employment amenities, change in reporting requirements, damage to career prospects or reputation.

Being personally disadvantaged also includes receiving threats that personal disadvantage will occur. All employees and contractors must refrain from any activity that is, or could be perceived to be, victimisation or harassment of a person who makes a disclosure.

Swiss4net forbids any employee or contractor from acting in a way that personally disadvantages any individual who has made, or attempted to make, a disclosure under this policy. Any such action will be treated seriously and may be subject to disciplinary action.

Swiss4net also recognises a whistle-blower can request Swiss4net Managing Director or Chairman of the Board:

- to grant a leave of absence during an investigation;
- transfer them to a position of equivalent pay and seniority in a different location/team; and
- provide independent professional counselling for the distress caused by matters leading to the disclosure.

Swiss4net Managing Director or Chairman of the Board will consider and endeavor to grant such requests wherever it is reasonably practicable to do so.

## **8. Amendments to Swiss4net Code of Conduct**

Direction and oversight of the management of fraud prevention is the responsibility of the Board which has delegated day-to-day management responsibility to the Managing Director of Swiss4net who shall report back to the Board on a regular basis.

The Code of Conduct applies to all Swiss4net companies, and shall be reviewed at least annually.