

Infinigate Group Code of Conduct and Ethics

Infinigate Group
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Our Commitment to Ethics and Compliance

Ethical behaviour involves more than just observing the law. Our Code of Ethics and Conduct (the “Code”) sets out the fundamental principles, standards and conduct that enable us to successfully pursue our mission, accomplish our goals and promote our values. Our Code outlines the basic legal and ethical standards that must consistently guide our actions and decisions and provides practical advice on how to conduct ourselves in different situations. It also identifies the key components of our compliance programs and explains where to find the appropriate support and guidance.

Infinigate’s values serve as the foundation of our conduct and decision-making in our day-to-day work, wherever we operate, making sure that we always uphold the principles of transparency, integrity, honesty, respect and equality and obey the law, the Code and other Company policies and procedures.

You shall always strive to exercise good judgment, care and consideration in your service for Infinigate. If there are differences between applicable laws and regulations, and the standards set out in this Code, the highest standard consistent with applicable local laws shall be applied. Violation of this Code or applicable laws may lead to internal disciplinary actions, dismissal or even criminal prosecution.

If you have questions regarding the content of this Code or the interpretation thereof, please contact Chief Compliance Officer. If you require advice in the handling of a specific ethical dilemma, you shall consult with your local manager or other appropriate authority. You are encouraged to consult with colleagues when you have issues or questions regarding compliance with the Code. You are also required to report any evidence of violations of this Code or applicable laws that you identify. You can report violations either directly to your superior or the Chief Compliance Officer of the Group or using our Whistleblower hotline, which is accessible via local and Group websites. Reporting violations will never serve as a basis for disciplinary action.

1.1 A message from our CEO

We are living in a time of significant global regulatory change that aims to restore and safeguard confidence of people, market participants and markets in companies and public bodies.

Infinigate has shown since its inception in 1996, that thanks to its values of Responsibility, Safety, Solidarity, Sustainability, Leadership and Continuous Improvement, it has built a strong reputation in our sector as a leading Value Add Distributor (VAD) for IT/Cyber Security and MSP & Cloud solutions. A company cannot just say it has strong values, it must respect and be guided by them, not only its leaders but all its staff members, with a shared objective to guarantee responsible management of its businesses, sustainable in the long-term, and capable of creating value for all its stakeholders.

Together we have embarked on an exciting project for international expansion in all our businesses, with the vision to be the leading global VAD for Cyber Security and MSP & Cloud solutions of choice. This implies that we must live by our ethical principles, applying them wherever we operate, making our Code of Ethics and Conduct part of our corporate identity.

It will not be possible, under any circumstance, to achieve our vision and carry out our business without proper regard for the ethical principles and the regulations we must abide by. This Code updates the rules to which we must all be committed and are obliged to comply with. There are four key aspects that will help us to maintain high ethical standards in our business activities:

- Be familiar with this Code of Ethics and Conduct
- Apply it in our day-to-day activities
- Always try to do the right thing
- If you are unsure on how to proceed, ask.

In short, I would like to urge you to closely read our Code of Ethics and Conduct in order to understand our commitment to society and the stakeholders who interact with us. At the same time, please remember that you can report any irregularities in our business that are contrary to our Code of Ethics and Conduct through our whistleblower channel. We truly believe that our ethical principles and our behaviour are decisive factors to continue generating the trust that allows us to be an important reference in society.

Klaus Schlichtherle

1.2 Why do we need a Code of Ethics and Conduct?

Implementing behavioural expectations and guidelines is important for any community or business especially where our success depends on the performance of each employee. Knowing what's acceptable behaviour and what is not creates a clear picture of how we ought to conduct ourselves in order to guarantee our success. Furthermore, it helps us create value not only for ourselves but also for our customers and community. This Code of Ethics and Conduct (the “**Code**”) is meant to help establish the necessary values in all of our employees and help you understand that the work you do has great value and importance.

1.3 Who does it apply to?

This Code applies to all Infinigate employees around the world, including officers and the Board of Directors. All are required to follow the Code. It's our goal that everyone working with or for Infinigate should value and demonstrate their commitment to integrity, honesty and fairness every single day.

1.4 How to report violations?

We urge all employees to immediately report any cases of Code violations. If you witness a Code violation (or any other Company policy violation) or want to report a potential conflict of interest, contact your supervisor immediately or any Infinigate manager you trust. If they're unavailable, you can also contact:

- Human Resources, and
- The Chief Compliance Officer.Human Resources.

If you fail to obtain a response to your notification or if you would prefer not to notify any of those identified above, you are urged to report the matter to Infinigate whistleblowing channel:

whistleblowersoftware.com/secure/infinigate.

Infinigate will ensure that there will be no retaliation nor any impact on a professional career, for reporting any possible violations in good faith.

1.5 Personal Responsibility

At Infinigate, we strive to exercise good judgment, care and consideration in our business and our colleagues. We familiarize ourselves with the rules and regulations and perform our duties in line with the principles set by us.

Furthermore, our managers are urged to communicate the requirements of the Code to all their direct team members. Our managers are also responsible for promoting and monitoring compliance with the Code within their respective area of responsibility.

1.6 Board of Directors and CEO's responsibility

Infinigate's Board of Directors is responsible for safeguarding, implementing and overseeing the management of this Code. Additionally, the Board performs formal policy reviews. The CEO of Infinigate ensures that employees are aware of and comply with this Code. The CEO

shall also ensure that annual Code training is conducted for all employees groupwide, and that the employees as part of such training or other suitable process, sign that they have read and understood the Code.

2 Our Vision and Mission Statement

2.1 Our Vision Statement

We strive to become a global leader by enabling our partners to grow faster and create a secure digital world.

2.2 Our Mission Statement

We strive to accelerate our partners' growth by providing leading cyber security solutions with unmatched service quality, responsiveness and best local market access leveraging our fully digital platform.

3 Our Core Values

3.1 Trust

We must maintain our reputation as a trustworthy organization. Through trust, we can achieve all we set out to do. Our suppliers, vendors and partners trust us to fulfil their needs to the best of our abilities and our employees must trust in their own abilities to fulfil what is asked of them.

3.2 Integrity

We value integrity in all our activities and undertakings. We are dependable, reliable, honest, and open. We respect our suppliers, vendors and partners and each other as well as third parties with whom we deal.

3.3 Excellence

Our reputation is based on high standards achieved through excellence. We aim achieve the highest level of performance in all our activities. This enables us to maximize opportunities for ourselves, our suppliers, vendors and partners.

3.4 Professionalism

Due to the professionalism of our employees, we have become a respectable organisation for security software distribution in the VAD Industry. Our professionalism makes us credible and helps us succeed.

3.5 Commitment

We are committed to achieving all we can for our employees and those we partner with. We promise to do all we can to achieve our objectives and so we demand consistently high standards of ourselves. We are loyal and dedicated to our obligations, suppliers, vendors, partners and our employees.

4 Codes of Conduct and Ethics

4.1 Anti-Bribery and Corruption

Corruption can be described as the abuse of the power entrusted to a higher official or an employee for private gain.

Bribery occurs when you offer, pay, seek or accept an improper payment, gift or advantage to influence a business or governmental outcome or decision. Bribes can be in the form of money, or anything else of value, such as a gift or donation, travel benefits, employment benefits, or any other advantage.

Infinigate expressly prohibits any form of corruption, provision, offering or accepting of bribes or any variety to any person, whether private or public, either directly or through any third party.

Another form of bribery common in organizations are “facilitation payments”. Facilitation payments are unofficial payments aimed at expediting or securing the provision of products or services to which you or the company is legally entitled. A facilitation payment is illegal under several anti-bribery laws relevant for Infinigate. We consider facilitation payments to be a type of bribe.

It is strictly prohibited for anyone representing Infinigate to offer or make facilitation payments. No employee or business partner will suffer adverse consequences for refusing to engage in improper payment activity regardless of any business impact. Engaging in bribery, corruption or turning a blind eye to your suspicions of bribery and corruption can result in a liability for Infinigate and for you personally.

You should therefore ensure that all payments made are proper and legal, approved by relevant Infinigate personnel, and that they are recorded accurately in Infinigate’s books and records. You should never (either directly or indirectly through a third party) offer anything of value to improperly influence the actions or decisions of any person, including any public official or private party, in pursuit of Infinigate’s interests.

Do not make facilitation payments even if not considered to be a criminal offence under certain jurisdictions.

Dealings with public officials require that we exercise extra caution in the way we conduct ourselves. Gifts, hospitality or any financial or other advantage shall not be offered, promised, given to or received from public officials, regardless of whether the advantage is offered or received directly or indirectly.

All Infinigate employees are required to report any form of bribery or corruption they encounter or experience through the appropriate channels.

4.2 Anti-Money Laundering

Money laundering supports criminal activity, including drug trafficking, terrorism, corruption and tax evasion. Money laundering is the processes of disguising the proceeds of crime to hide its illegal origins or otherwise dealing with the proceeds of crime. Criminal proceeds include not only money, but all forms of assets, real estate and intangible property that are derived from criminal activity.

Infinigate is committed to complying with all anti-money laundering and anti-terrorism laws. We at Infinigate will conduct business only with reputable customers and business partners involved in legitimate business activities, with funds derived from legitimate resources.

We therefore urge you to conduct appropriate counterparty due diligence to understand the business and background of our prospective business partners. Furthermore, any suspicious transactions or incidents of money laundering must be reported to the Chief Compliance Officer immediately.

4.3 Conflict of Interest

A conflict of interest occurs when personal relationships, participation in external activities or interest in another venture can influence or could be perceived to influence a person's decision making when acting for Infinigate. A personal relationship could include a spouse or other immediate family, relatives and close personal friends.

All business transactions must be entered solely for the best interests of Infinigate. Any conflicts of interest that cannot reasonably be avoided shall be made fully transparent and reported. Managers, together with the Compliance Department, are responsible for evaluating the notification, consider mitigating actions and ensure that these are implemented.

All directorships, employment or other assignments held or carried out by Infinigate employees in enterprises other than Infinigate which have, or may be expected to have, commercial relations to Infinigate, must be approved in writing in advance by the Chief Compliance Officer.

You must therefore:

- Act in the best interests of Infinigate and take necessary steps to avoid situations and positions that may create or appear to create a conflict of interest;
- Not participate in any transactions or other business arrangements on behalf of Infinigate where you directly or indirectly have, or could reasonably be suspected to have, a personal interest or otherwise, directly or indirectly, benefit from your position in Infinigate;
- Avoid having interests outside the company in any business that competes with or provides services to Infinigate or its subsidiaries, which could affect your objectivity in carrying out your company responsibilities;
- Avoid doing business on behalf of Infinigate with a close friend or relative;
- If you have a conflict of interest, notify your manager in writing and disclose all relevant facts and ensure that all parties involved are fully aware and advised of the potential conflict of interest;

- As manager, ensure that conflicted individuals are isolated from any operation, influence, and/or decision-making process associated with the subject of the conflict.

4.4 Export Controls

Export control laws impose restrictions and prohibitions over certain sales, shipments, electronic transfers, provisions, or disclosure of information, software, goods, assets, funds, and services across national borders or involving parties subject to economic sanctions. Export subject to export control laws requires custom clearance documents, license and/or approval from national authorities prior to the export. Exports include not only those concluded via traditional shipping methods, but can extend to transfer electronically, through discussions or visual inspections.

We therefore urge you to think carefully about the potential impact of export control laws before transferring goods, technology, software or services across national borders and make sure it is in line with all applicable export control laws. Also, you should assess whether any of the exported goods, technology, software or services are listed on any dual-use list, or common military lists. If in doubt, consult your manager for advice.

4.5 Fair Competition

Antitrust law protects free enterprise and prohibits behaviour that limits trade or that restricts fair competition and applies to every level of business. The antitrust laws combat illegal practices like price-fixing, market-sharing or bid-rigging conspiracies, or behaviours that aim to achieve or maintain monopoly.

Infinigate does not tolerate violation of any antitrust laws and regulations. We are committed to fair and open competition and to not engaging in any activities that involve unlawfully obtaining, receiving, using or sharing non-public competitively or commercially sensitive information. Examples of such information can include current or future prices, existing contracts, competitive bids, commercial strategies, costs, or other types of non-public competitively or commercially sensitive information.

You must therefore:

- Comply with applicable antitrust laws;
- Not engage in any activities that involve obtaining, receiving, using or sharing non-public competitively or commercially sensitive information without a lawful reason;
- Immediately contact your local Managing Director if you find yourself in possession or become aware of anyone in possession of non-public competitively or commercially sensitive information. Do not discuss or share the information with anyone;
- Seek advice from the Chief Compliance Officer in all matters involving risk of antitrust exposure for Infinigate, yourself or any of your reports.

4.6 Confidentiality

At Infinigate, we are exposed to information about our business, customers, vendors, regulatory bodies, officers and employees which is confidential or is commercially sensitive and which may not be readily available to the general public and which if disclosed will be liable to cause significant harm to Infinigate.

Confidential information includes but is not limited to information relating to members of Infinigate; confidential minutes and briefing papers relating to internal meetings involving members or stakeholders of Infinigate and/or their respective professional advisers; costings, profit margins, discounts and other financial information; marketing strategies and tactics; databases and lists of members, contacts or stakeholders of Infinigate; current activities and current and future plans relating to the development of services or products or sales including the timing of all or any such matters; and all information supplied to you by Infinigate or any of its members, officers, employees, stakeholders or professional advisers for the purposes of your employment which information is not otherwise in the public domain.

You must comply with the principles of confidentiality set out below and, on joining Infinigate, you will be asked to sign a Declaration of Confidentiality confirming your obligation to maintain strict secrecy regarding any and all matters concerning Infinigate, including the state of the accounts and any other confidential matters relating to our business. The only exception to this rule is where by law, you are required to disclose such confidential information.

Furthermore:

- You should not, whether before your employment commences, during your employment or after your employment terminates, except as authorised or required by your duties as an employee of Infinigate, divulge or communicate or reveal to any person, firm, company or organisation or otherwise use any of the trade secrets, secret or confidential operations, processes or dealings or any information (other than that within the public domain) concerning the organisation, business, finances, transactions or affairs of Infinigate, and/or their respective members, stakeholders and employees which may come to your knowledge during your employment;
- During or after your employment you should not obtain or seek to obtain any financial advantage (direct or indirect) from the disclosure of trade secrets, secret or confidential information acquired by you in the course of your employment with Infinigate.

4.7 Safeguarding of Property, Information and Assets

Infinigate's property, information and assets must be secured by adequate protective measures. Our information and assets are only to be used for legitimate business purposes and only by authorized employees or their designees. This applies to tangible assets, e.g., equipment, and intangible assets such as intellectual property and confidential information.

Information produced and stored on Infinigate's IT systems is regarded as the property of Infinigate. Private use is only permitted to a limited extent, and information that may be considered illegal or inappropriate must under no circumstances be processed or downloaded. Use of IT systems and internet services must be governed by the needs of the business and not by personal interests.

You must

- Protect Infinigate's property, information and assets from theft and loss;
- Report any security breaches of property to Infinigate's Corporate Security;
- Report any theft, waste or misuse of company information and assets to Infinigate's Security, IT or HR functions;
- Maintain electronic files and archives in an orderly manner.

5 Caring for our People and Others

5.1 Anti-Harassment and Intimidation

At Infinigate, we treat everyone with fairness, respect and dignity. We do not tolerate any form of abuse, harassment, intimidation, degrading treatment or sexually offensive behaviour by or towards employees or others affected by our operations. Comments or any other forms of offensive messages, derogatory remarks or inappropriate jokes are unacceptable.

We must:

- Take steps to create a good working environment – free of all harassment;
- Never engage in abuse, harassment, bullying, workplace violence, sexually offensive behaviour or other behaviour that colleagues or business partners may regard as threatening or degrading;
- Respect other people's customs and culture.

If you become aware of any situation in breach of the above principles, speak up or report your concern.

5.2 Diversity and Equal Opportunities

Infinigate is committed to ensuring that the unique contributions each employee brings to the Infinigate are encouraged. To ensure that everyone can make full use of their talents we welcome, listen to and respect the ideas of people from different backgrounds.

Our employees can expect a workplace free from harassment and discrimination. We do not tolerate discrimination against any employee based on age, gender, sexual orientation, disability, race, nationality, political opinions, religion or ethnic background, or any other basis prohibited by law. Employees are employed, promoted and trained only based on their qualification and merit.

We are committed to:

- Treat everyone with dignity, fairness and respect; and
- Base work-related decisions on merit.

We encourage all employees to report any form of discrimination which they may experience in the organisation through the appropriate channels.

5.3 Human Rights

As proposed by the Universal Declaration of Human Rights, all human beings are entitled to all the rights and freedoms of life, liberty, security as well as recognition irrespective of their race, colour, sex, language, religion, political or other opinion, national or social origin, property, birth or other status. No human being shall be subjected to torture, slavery or to an arbitrary interference with his privacy, family, home or honour.

An infringement of the above-mentioned fundamental human rights is considered a form of human rights abuse.

We are committed to implementing and enforcing effective systems to assess, monitor and minimize the risks of human rights infringements in our own operations and in our supply chain.

We have a zero-tolerance approach towards any forms of human rights abuses.

We shall ensure that no infringements of human rights occur.

We:

- Respect all human beings irrespective of their nationality, residence, gender, race, ethnicity, religion and cultural heritage, political or cultural affiliation;
- Not deprive any human from the fundamental rights of freedoms of life, liberty, enjoyment, security as well as recognition;
- Not expose any employee or human being to torture, cruelty, inhuman and degrading treatment or any other form of human rights abuse.

5.4 Labour rights

We do not and will not use or accept child or forced labour and will not tolerate unfavourable working conditions that conflicts with international laws and practices and / or force employees to perform certain task by using violence or intimidation.

Furthermore, we acknowledge your right to form and join trade unions of your choice as well as your right to collective bargaining.

At Infinigate, we shall ensure that we do not cause any infringement of human and labour rights by respecting the personal dignity, privacy and personal rights of everyone we work with and those affected by our business operations.

Lastly, we encourage you to report any form of human and labour rights abuses which you may witness or experience through the appropriate channels.

5.5 Protecting the Environment

Infinigate shall act responsibly with an ambition to reduce direct and indirect negative influences on the external environment. We shall adhere to relevant international and local laws and standards, strive to minimize our environmental impact and take a sustainable approach in our day-to-day operations. Our aim is to support our partners and the industry to be better environmental performers through our products and services. We are focused on reducing waste, reducing carbon dioxide (CO₂) emissions and improving the environmental mind-set amongst our employees.

Therefore, we:

- Strive to understand the environmental impact in our area of work and minimize its impact; and
- Implement environmental best practices across our business.