

# CODE of CONDUCT



**digital.ai**<sup>TM</sup>

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## A LETTER FROM OUR CEO



With growth comes evolution, and the continued opportunity to self-reflect. Over the past several months, many teams have been engaged in asking who we are, who we are becoming, what do we value, and what does success look like *in the long term*.

We are taking this opportunity to revise and revamp our organization's principles, including Our Values—the non-negotiable tenets that we believe are most important to us as a company.

### Our Values



With Our Values in mind, we have also revised our Code of Conduct to best align with who we are.

We are One Digital.ai. Whether you joined us by way of acquisition or by direct hire, we are one global Digital.ai with one global ethical standard. We are committed to maintaining the highest standards of business conduct and ethics and to complying with both the letter and spirit of the laws where we operate.

Our Values and Code of Conduct can provide guidance to help us think differently about problems when they are not getting solved, having the intellectual integrity to change our own mind when presented with a better point of view and always being clear on why we are doing what we are doing.

We support you in making the right decisions and encourage you to speak up if you ever have a question or concern. Simply put: Do the right thing, always.

A handwritten signature in black ink that reads "Step".

Stephen Elop, CEO

## MAKE IT YOUR OWN

This Code of Conduct (“Code”) applies to Digital.ai Software, Inc. and its affiliates (collectively, “we” or “Digital.ai”) and its employees, officers, directors, and certain contractors and consultants.

Digital.ai’s policy is to conduct business honestly and ethically in all of our operations globally. Our One Digital.ai identity and reputation depends upon the honesty and integrity that you bring to Digital.ai.

## WAIVERS

Any waiver or exception to the Code requires the prior written approval of the Digital.ai CEO or, in certain circumstances, the Digital.ai Board of Directors or a committee thereof.



## COMPLYING WITH THE CODE

We created this Code on basic principles of fair play and treatment for all fellow employees. Failure to comply with this Code will not be tolerated. If you violate this Code, you may be subject to disciplinary action, which, depending on the nature of the violation, may range from a warning or reprimand up to and including termination of employment or business relationship and, in appropriate cases, civil legal action or referral to government authorities for criminal prosecution.

Digital.ai expects you to comply with the letter and spirit of all applicable laws and regulations in the countries where we operate. Any violations of applicable laws and regulations is a violation of this Code and may subject you, as well as Digital.ai, to civil, criminal, and/or administrative penalties.

This Code seeks to identify just a few of the more important laws, rules, and regulations you may encounter.

Digital.ai’s policy is to deal honestly and fairly with all government authorities and to comply with valid governmental requests and processes. If you are contacted by a government or regulatory representative and asked to provide information or submit to an inspection, you should inform your manager and the Legal Department immediately.



## THIS CODE REFLECTS OUR COMMITMENT TO:

- Honest and ethical conduct
- Prompt internal reporting of violations of this Code, our policies, or applicable law
- Anti-retaliation for reporting in good faith questionable behavior or possible misconduct and cooperating with company internal investigations
- Consistent enforcement of this Code, including clear and objective standards for compliance
- Complying with applicable laws, rules, and regulations
- Confidentiality of information entrusted and/or pertaining to employees, officers, directors, certain contractors and consultants, and our customers
- Protecting Digital.ai's legitimate business interests, including its Intellectual Property



## YOUR RESPONSIBILITY

- Read, understand, and abide by the obligations set forth in this Code
- If you are a manager, oversee compliance by individuals you manage
- Apply common sense—along with integrity—in making decisions where there is no stated guideline in this Code and avoid careless and reckless behavior
- Ask questions when you are unsure about the right course of action
- Report violation of company policies, or applicable law to your manager, HR, Legal/Compliance, or our third party Compliance Hotline, which allows for anonymous reporting
- Cooperate and provide truthful and accurate information in connection with any internal audits or investigations—misleading, obfuscating, or lying during an investigation will not be tolerated and may result in termination
- Be aware that conduct and records, including emails, are subject to internal and external audits and discovery by third parties in the event of a government investigation or civil action

## **SPEAKING UP**

There are several ways to report potential violations:

- Your manager; Human Resources; Law Department; Compliance Department; or
- The Ethics and Compliance Helpline, <https://helpline.digital.ai/> which allows for reports 24 hours a day, seven days a week via an independent third-party vendor. Or Call toll free 1-800-461-9330 (for US and Canada) to speak to a representative. The call center supports multiple languages and international dialing instructions can be found by going to <https://helpline.digital.ai/> and selecting your country.

## **NO RETALIATION**

We take all concerns and reports of misconduct seriously and seek to address them promptly, investigate to the extent necessary, and where appropriate, take disciplinary action or other corrective action measures.

Digital.ai will not tolerate retaliation for raising concerns or reporting questionable behavior or possible misconduct in good faith.





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## BUILDING A POSITIVE WORK ENVIRONMENT

Every day we strive to foster a positive and safe workplace for all our employees, customers, and business partners that reflects our core values.



### Respecting Human Rights

Digital.ai is committed to respecting human rights and preventing human rights abuses, including human trafficking and forced labor, in our operations and supply chains. We expect all those who do business with Digital.ai to share this commitment.



### Anti-Discrimination and Harassment Free Workplace

Digital.ai values diversity in our workforce as well as in our customers, suppliers, and communities.

We are committed to providing equal work opportunities to all persons without regard to race, color, sex, gender, gender identity, gender expression, sexual orientation, religious creed, national origin, ancestry, age, physical disability, medical condition, pregnancy, marital status, protected veteran status, political affiliation, union membership or any other basis protected by applicable federal, state, or local law.

All employees and other business partners are also entitled to work in an environment without harassment, bullying, or discrimination, which includes the freedom from unwelcome remarks, gestures, or physical contact; the display or circulation of offensive, derogatory, or sexually explicit materials; offensive or derogatory jokes or comments; and verbal or physical abuse, threats, or retaliation.

Digital.ai. does not tolerate unlawful discrimination or harassment of any kind.



## Health and Safety

Digital.ai employees and other business partners are expected to follow all safety rules and practices, cooperate with officials who enforce these rules and practices, take necessary steps to protect themselves and others, attend required safety trainings, and immediately report all accidents, injuries, and unsafe practices or conditions. As part of our commitment to safety, Digital.ai will not tolerate workplace threats or violence of any kind, and weapons are not allowed on company property.

Digital.ai is also committed to protecting our customers' health and safety. You play an important role by following all proper procedures relating to the storage, handling, preparation, and service of our products; by working to ensure clean, sanitary, and safe conditions in all of our facilities; and by continually exploring ways to maintain and improve our quality standards and practices.

Please immediately notify your manager, Human Resources, Legal Department, or the Compliance Hotline/Web Portal if you become aware of anything that suggests that a Digital.ai product, process, or situation may pose a danger to health or safety.



## Substance Abuse

Digital.ai is committed to maintaining a drug-free workplace and has strict substance abuse standards. Employees and other business partners are not permitted to use or possess alcoholic beverages on company property, except where alcohol is specifically permitted at the Company's offices or at a Digital.ai-sponsored social event. Just like alcohol, the use of marijuana is not permitted during working hours.

You also may not use, possess, purchase, distribute, or sell illegal drugs on Digital.ai property or while you are engaged in any job-related activity. Furthermore, no one may report to work under the influence of alcohol, illegal drugs, or any other substance that may impair function.



## PROTECTING DIGITAL.AI

### Confidentiality

Confidential information includes non-public information that might be of use to competitors or harmful to Digital.ai, our employees, our customers, or our suppliers if disclosed.

Examples of confidential information provided to you by Digital.ai, our customers, suppliers, and other persons or entities with which we do business are:

- source code, engineering architecture and design
- financial, business and marketing information
- Product and pricing strategies
- customer lists or contracts
- personally identifiable information pertaining to our employees, customers, or other individuals (including, for example, names, addresses, telephone numbers and social security numbers)



### Protecting Confidential Information—Ours, Our Customers’ and Our Partners’

One of our most important assets is our confidential information. During your employment at Digital.ai, you may learn information about Digital.ai that is confidential and/or proprietary.

You have a duty to refrain from disclosing confidential or proprietary information unless that information is disclosed through approved channels (such as a press release or Non-Disclosure Agreement).

You must take care not to inadvertently disclose confidential or proprietary information. Whether you work from home, or in an office, materials that contain confidential information, such as notebooks, thumb drives, computers, tablets, and cell phones, should be stored securely and you should be cautious when discussing sensitive information in public places like elevators, airports, restaurants and “quasi-public” areas within Digital.ai, such as hallways and lobbies.

Remember, all Digital.ai emails, voicemails and other internal communications are presumed Digital.ai property and/or confidential and should not be forwarded or otherwise disseminated outside of Digital.ai, except where required for legitimate business purposes. Unauthorized use or distribution of this information could also be illegal and result in civil liability and/or criminal penalties.

Subject to local law, files and data stored on or transmitted through company systems by Digital.ai employees and contractors, including but not limited to email and slack, are Digital.ai property and subject to inspection by Digital.ai. If you leave Digital.ai, you must return all company materials and property. Likewise, we respect and do not seek to obtain the confidential information of others.

## Protecting Other Intellectual Property

As a Digital.ai employee or business partner, the things you create for Digital.ai belong to the company. This includes inventions, discoveries, ideas, improvements, software programs, artwork, and other works of authorship. This work product is Digital.ai property if it is created or developed, in whole or in part, on company time, as part of your duties, or through the use of Company resources or information. You must promptly disclose to Digital.ai, in writing, any such work product and cooperate with the company's efforts to obtain intellectual property protection.

To ensure that Digital.ai receives the benefit of work done by outside consultants, it is essential that an appropriate written agreement or release be in place before any work begins.

Remember, too, that our brands, including the Digital.ai name, are extremely valuable and must be used carefully and protected from misuse. Digital.ai brands may only be used as authorized by the company.

When Digital.ai uses the work product of others, including art and music, we must also be sure to follow the rules. For example, you should only use software for which you have a valid license and should only use that software in accordance with the terms of its license. Written materials and music may be subject to copyright protection and should be copied only when permitted.



## Privacy

Many countries have privacy laws that govern the appropriate collection and use of personal information, including identifying information such as names, email addresses, physical addresses, payment card information, or government identification numbers.

Digital.ai is committed to protecting the reasonable privacy expectations of everyone with whom we do business, including our customers and employees.

Our security policies strictly limit access to and use of personal information and require that each of us take measures to protect personal data from unauthorized access. Know your responsibilities under these policies, and collect, use, and access personal information only as authorized by Digital.ai policies and applicable data protection laws.

## ENGAGING IN LAWFUL AND ETHICAL BUSINESS PRACTICES

### Antitrust and Competition

Antitrust laws, sometimes called competition laws, govern the way that companies behave in the marketplace and encourage competition by prohibiting unreasonable restraints on trade.

Digital.ai intends to follow these laws, and therefore, when conducting company business:

- Never discuss pricing, production, or markets with competitors;
- Never set resale prices with customers or suppliers;
- Never agree with competitors to boycott a particular customer or supplier;
- Never induce a third party to breach an existing agreement; and
- Never act in a manner that could be seen as an attempt to exclude present or potential competitors or to control market prices.

Keep in mind that agreements do not have to be signed contracts to violate competition laws. An informal understanding between you and a competitor, partner, supplier, or customer (or even a conversation that implies an understanding) may be a problem. If any of these topics come up while you are in discussions with any such party, stop the conversation immediately and consult the Legal Department.



### Anti-Corruption and Anti-Bribery

Digital.ai's policy is to comply with the U.S. Foreign Corrupt Practices Act (FCPA) and all other applicable anti-corruption laws. Accordingly, Digital.ai strictly prohibits all forms of bribery, regardless of whether it involves government officials or private parties. We must never offer or accept bribes or kickbacks and must not participate in or facilitate corrupt activity of any kind. Furthermore, we will not make facilitation payments, or payments to expedite routine matters, to any government official.

Digital.ai's prohibition against offering, promising, paying, or accepting bribes also applies to any third parties who provide services or act on our behalf, such as suppliers, agents, partners, resellers, contractors, and consultants. We must never engage a third party whom we believe may attempt to offer or accept a bribe in connection with company business.

On a quarterly basis, Sales employees must certify that neither they nor anyone they know has offered, promised, paid, or accepted a bribe or kickback of any kind in connection with Company business.



## Gifts, Meals, Entertainment, and Travel

Promoting Digital.ai and building business relationships can appropriately involve giving and receiving gifts, meals, entertainment, and travel (“GMET”) to and from a third party. Sometimes, however, giving or receiving a GMET can create a conflict of interest or unfair bias that could influence business decisions or be viewed as a bribe.

We therefore must always adhere to the following principles when giving or receiving GMET in connection with our work for Digital.ai:

- Comply with anti-corruption laws.
- GMET must be for a legitimate purpose, such as to promote, demonstrate, or explain a Digital.ai product, position, or service, but no gifts valued over \$100 should ever be given, unless you have management’s approval. And no Cash or cash equivalents--**ever**.
- GMET must not place the recipient under any obligation. We do not offer, promise, or give anything of value with the intent to improperly influence any act or decision of the recipient in Digital.ai’s favor or with the intent of compromising the recipient’s objectivity in making business decisions.
- GMET must be made openly and transparently, be reasonable and appropriate to the relationship and local customs, and not cause embarrassment by its disclosure.
- Accurately record all GMET provided on Digital.ai’s behalf.
- Obtain written pre-approval from the Legal Department before giving or accepting GMET of **any value** to or from a government official, including any employees of government agencies, public institutions, or state-owned enterprises.

Please see the Digital.ai Travel and Expense Policy for additional information.







### **Integrity and Accuracy of Business Records**

We are all responsible for the accuracy and integrity of Digital.ai's corporate records. This includes ensuring the reliability and accuracy of Digital.ai's internal books and records as well as honestly providing information about the company to investors and the general public.

Digital.ai's books and records should be maintained in accordance with the requirements of law and generally accepted accounting principles. Digital.ai strictly prohibits any unrecorded company funds, assets, or any other type of "off the books" accounts.

Digital.ai also strictly prohibits any oral or written communication – sometimes referred to as a "side letter" – that agrees to or promises a customer, vendor, or other third party something different from or in addition to what is in the approved and signed contract or any amendment thereto. On a quarterly basis, Sales employees must certify they are not aware of any "side letters".

You also must not knowingly destroy or alter information that is subject to a legal hold or preservation notice. If Digital.ai receives a subpoena (or other form of valid legal order), a request for records or other legal papers, or if we have reason to believe that such a request or demand is likely, our policy is to retain and preserve all information that is relevant to the matter.

### **Sales Practices, Advertising, and Fair Dealing**

Digital.ai competes solely on the merits of our products and services, and all communications with our customers or potential customers must be truthful and accurate. When we say something about our products and services, we must be able to substantiate it. We sell the quality of what we do, and we do not disparage our competitors.

Never misrepresent the quality, features, or availability of products and never do anything illegal or unethical to win business. Trying to obtain information dishonestly, by lying or pretending to be someone you are not, is unethical and could be illegal. If you receive another company's confidential information by mistake, alert the Legal Department so that the information may be properly returned or destroyed.



### **Media and Public Relations**

All information disclosed outside of the company must be accurate, complete, consistent, and disseminated in accordance with Digital.ai policies. If someone asks you for information about Digital.ai (for example, the media or investors), redirect them to the Corporate Communications team in Marketing. Do not attempt to answer these questions yourself. Do not initiate any communication with the media or investors unless you have received approval from Corporate Communications.



## Conflicts of Interest

We all must avoid conflicts of interest whenever possible. A conflict of interest exists when a personal interest or activity or opportunity for personal gain interferes or appears to interfere with a person's duties or obligations to Digital.ai. A conflict of interest may unconsciously influence even the most ethical person, and the mere appearance of a conflict may cause your act or integrity to be questioned.

All actual, potential, or apparent conflicts of interest must be promptly disclosed to your manager and a member of the Legal/Compliance Department or Human Resources. Members of the Board of Directors should disclose actual, potential, or apparent conflicts of interest to the Chair of the Board or Audit Committee. The failure to disclose a conflict is a violation of the Code.

Examples of situations where conflicts of interest may arise:

- Being employed by, operating, making a substantial investment in, or having a financial interest in a Digital.ai business partner, supplier, vendor, channel partner, customer, or competitor.
- Acting on behalf of another person or entity in a transaction with Digital.ai (for example, helping someone sell products or services to Digital.ai).
- Using Digital.ai's confidential or proprietary information for personal gain.
- Offering or accepting gifts, meals, entertainment, travel, or other benefits that could be viewed as a bribe.
- Pursuing a business opportunity for yourself that you learned about through your work at Digital.ai.
- Having familial or close personal relationships within Digital.ai.
- Participating in or influencing a Digital.ai decision that may result in personal or familial gain.

## International Trade Compliance

Laws governing imports and exports may restrict or prohibit the shipment or transfer of our products, technology, and software to certain destinations, entities, and persons. We will follow these laws, including by obtaining licenses or other appropriate government approvals before an item is shipped or transferred. Accordingly, we must clear all items through customs and never:

- Proceed with a transaction if we know a legal violation has or is about to occur;
- Transfer controlled products unless appropriate authorizations are obtained; or
- Apply an inappropriate monetary value to goods and services.



## Insider Trading

Many countries have laws that restrict securities trading and other activities by anyone who is aware of material, non-public information, which is any information not generally known to the public that a reasonable investor might find significant in executing transactions to buy or sell securities in a company.

Any employee who is aware of material, non-public information regarding Digital.ai, TPG, or any other company must not trade in or execute transactions regarding that company's stock or other securities, disclose that information to others who may buy or sell securities because of the information, or otherwise use the information for personal advantage or for the personal advantage of others.





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## ACTING AS A RESPONSIBLE CORPORATE CITIZEN

For Digital.ai, corporate responsibility means achieving business success in ways that demonstrate respect for people and the planet as well as by upholding our values and high ethical standards. One way we demonstrate our respect for people and the planet is to ask all our employees and business partners to consider the short and long-term impacts to the environment and community when they make business decisions. In all our activities, we need to uphold Digital.ai's reputation as a role model for ethical and socially responsible behavior.

### Environmental Responsibility

Digital.ai is committed to environmental leadership in all facets of our business by:

- Instilling environmental responsibility as a corporate priority
- Striving to buy, sell, use, and produce environmentally friendly products
- Developing innovative solutions to bring about positive environmental change
- Encouraging all business partners to share in our environmental commitment





## Personal Activities

Digital.ai understands the need to balance work and personal life, and we encourage employees and business partners to be involved in their communities. However, in doing so, always keep in mind that these activities must be conducted on your own time and using your own resources, and that as an associate of Digital.ai your conduct in the community can affect perceptions of the Company. You therefore may not indicate or suggest that you speak or act for Digital.ai unless the Company has expressly authorized you to do so.



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## CONTACT US

If you have any questions or concerns, please contact your manager, HR, Legal/Compliance, or our third-party Compliance Hotline, which allows for anonymous reporting.

Compliance Department: [ethics@digital.ai](mailto:ethics@digital.ai)

Compliance Hotline: <https://helpline.digital.ai/>