

CODE OF CONDUCT

CORE VALUES

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Dear NDC colleagues

Thanks to your competence and experience, NDC provides unique expertise in the Enterprise Performance Management solutions in the SAP environment with the focus on planning, simulation, reporting, financial consolidation and sales optimization. We are close to our customers and they value us as a reliable partner who consistently provides innovation and top quality.

Our NDC values serve as a point of reference for all of us. This Code of Conduct builds on these values and formulates guidelines for our daily actions.

- The integrity of our company is fundamental to our business success. In the eyes of our customers, suppliers, employees and other stakeholders, we are also measured on the integrity and responsibility of our actions.
- Integrity means not only the observance of (often changing) laws and regulations, but also of generally accepted standards and NDC's own rules and requirements. Our aim is to meet legal requirements.
- The fundamental principles described in the Code of Conduct apply to all NDC managers and employees, regardless of the country you work in or the job you do. This is important, because markets and ways of doing business change continuously and we therefore need a reliable standardized code of behaviors.
- Our common objective is to ensure that, every day, all activities in the company are shaped by these principles. We ask you to carefully study our Code of Conduct, keep it in mind and always adhere to it throughout your working day. Please don't hesitate to ask if you are not sure what the principles and rules mean for your work. Managers have an important part to play here. They are role models, with a particular responsibility to ensure that our rules are followed.
- Through an exemplary handling of our values and rules, we can all contribute to the sustainable success of NDC.

We thank you for your support.

Consult

In complying with the standards outlined in the Code, you should ask yourself the following questions to aid in making the right decision about a possible course of action:

- Are my actions illegal or unethical?
- Am I being fair and honest?
- Am I witnessing discriminating behaviour?
- Would I be unwilling or embarrassed to tell my family, friends, or co-workers?
- Would the reputation of NDC be harmed if the action was revealed in the newspapers?
- Am I personally uncomfortable about the course of action?
- Could someone's life, health, safety, or reputation be endangered by my action?
- Could the intended action appear inappropriate to a third party?

You don't have to resolve a difficult ethical decision alone. We encourage you to consult with your colleagues, managers, leaders or our normal reporting channels. In addition, formal

ethics reporting channels are available for those who seek a confidential route for consultation.

At NDC, we take reports of misconduct seriously, conducting investigations where necessary, and addressing issues appropriately. Retaliation against those who raise ethical concerns in good faith is not tolerated.

With strong leadership support, our Code define the NDC approach to building and sustaining a culture of ethics and integrity.

Vision, Mission and Core values

***NDC's vision** is to be recognized as consultancy company with unique expertise in the Enterprise Performance Management solutions in the SAP environment with the focus on planning, simulation, reporting, financial consolidation and sales optimization.*

***Our mission:** to listen to our customers and exceed their expectations; to lead in innovation, quality and reliability; and to create value in all that we do.*

CORE VALUES

1. Safety

- Our first priority is safety, which involves preventing and reducing risks, minimizing the frequency and scale of incidents, and protecting our employees from injury and illness.

2. Compliance

- We strive to comply with all relevant regulations in each of the countries where we operate, including rules relating to safety, health and the environment (SHE).

3. Diversity

- We value the diversity that exists in our workforce, which also helps to make us more flexible and innovative.

4. Integrity

- Having integrity means being honest, transparent and respectful. We embrace good business practices, which include sustainability, and we expect all our employees to adhere to a code of conduct which enables them to navigate challenging situations.
- We are straightforward and honest in our professional opinions and business relationships.
- We are truthful about the services we provide, the knowledge we possess, and the experience we have gained.

5. Value Creation

- Value includes providing quality products and services to our customers.

6. Teaming/Collaboration

- Teaming and collaboration are important for delivering continuous improvement. We use collaborative techniques within our organization, and also for engaging with our partners to create mutually beneficial solutions.

Vision, Mission and Core values

CORE VALUES

7. Objectivity

- We are objective in forming our professional opinions and the advice we give.
- We do not allow bias, conflict of interest, or inappropriate influence of, or undue reliance on, individuals, organizations, technology or other factors, to override our professional judgements and responsibilities.
- We do not offer, accept or solicit any gifts, entertainment or hospitality that we have reason to believe may be intended to improperly influence business decisions or impair objectivity.

8. Quality

- We are committed to providing quality services by bringing together the breadth and depth of our resources, experience and insights to help clients address their needs and problems.
- We strive to develop outcomes which create an impact that matters for our clients..

9. Competence

- We use due care to match client needs with practitioners who have the competence required for their assignments.
- We foster innovation and new ideas to improve the value and performance of our services, while being mindful on the impact on society.

10. Fair Business Practices

- We respect our competitors and are committed to fair business practices.
- We receive fees that reflect the value of services provided and responsibilities assumed.

11. Professional Behaviour

- We comply with applicable professional standards, laws and regulations and seek to avoid actions that may discredit ourselves or our professions.
- We foster a culture of appropriate professional skepticism and personal accountability which supports clients and drives quality in the services we provide.
- We understand the broader impact that our work has on society, our people, and our clients, and we conduct business with those interests in mind.
- We are committed to earning and sustaining the public's trust and confidence in the work we do.

ADHERENCE TO THE CODE OF CONDUCT

The Code of Conduct is designed to guide our decision making and to help us to handle business situations professionally and legally. It applies to every director, officer and employee. Ultimately, each of us is responsible for making sure that we comply with laws and the principles set out in this Code of Conduct, both in spirit and letter. We observe applicable laws and familiarize ourselves with our internal rules and procedures. Any breach of law or of the Code of Conduct will not be tolerated, and remedial action will be pursued. Remedial action may include termination of employment and reporting to relevant authorities.

If you are in a leadership position, promoting and supporting actions that demonstrate integrity and compliance is first and foremost your individual responsibility. As a leader, you are a role model for the NDC values in both your words and actions. You have a responsibility to ensure that the rules and standards are known and adhered to in the business environment and to inform your employees about the importance of correct behavior as well as the consequences of improper behavior.

Contractors, consultants and others who may be temporarily assigned to perform work or services for NDC are also expected to follow the NDC Code of Conduct.

Each of us is responsible for making sure that we comply with laws and the principles set out in this Code of Conduct, both in spirit and letter

People and Safety

In NDC, we are committed to the protection of our employees, customers, contractors, the environment and the communities in which we operate.

We believe that sustainable businesses give first priority to safety, health and environmental and security considerations. Our internal standards, objectives, performance tracking, procedures and audits are the foundation for our continuous improvement and operational excellence and are applied globally.

We are committed to safety at all levels and aim to work together to achieve the goal of “zero harm”. A positive attitude from all of us contributes to achieving the high level Safty, health and environmental culture to which we are committed.

Our Safety-Health-Enviromental practices:

- Provide for the health and wellbeing of our employees.
- Achieve fully engaged employee participation to foster a continuous improvement of SHE culture.
- Protect the environment and community and reduce our environmental footprint.
- Safeguard our employees, contractors and visitors that are designed to provide a safe working environment.
- Meet all regulatory and internal compliance requirements.
- Safeguard our employees and production facilities through effective process safety management and individual safety disciplines.
- Develop sustainable products, and provide guidance for safe and responsible use of all products.
- Protect our assets to ensure business continuity and security.

We familiarize ourselves with environmental, health and safety laws, and our standards, which are applicable to our work environment. We do our job in a safe and environmentally responsible manner in compliance with all applicable environmental, safety and health laws and related corporate standards and policies.

People and Safety

Confidentiality, privacy and data protection

We protect and take measures to safeguard the confidential and personal information that we hold, collecting and handling it in compliance with applicable laws, professional obligations, and our own data management policies and practices.

We prohibit disclosure of confidential and personal information entrusted to us unless granted permission or there is a legal or professional right or duty to disclose.

We prohibit the use of confidential information about our clients for personal advantage or for the benefit of third parties. An information security awareness culture is systematically built and adhered to, and our leadership commits to develop NDC information security management systems and focus on its further improvement.

We are all informed and educated concerning problems around information security through a range of options including information security awareness training.

We are committed to being a resilient organization that operates efficiently and provides services in a continuous manner. Our business continuity programs enable us to better anticipate disruptions, adapt to various events, and provide reliable client service.

Fair employment and diversity



All our values are people-oriented and we aim to treat each other professionally based on fairness, respect and dignity. We encourage fair employment practices worldwide and offer equal opportunities to all our employees.

This policy applies not only to fair and objective hiring practices, but to all aspects of the employment relationship.

We are convinced that the diversity of our workforce is an asset. Diversity means having a workforce that is reflective of different cultures, nationalities, genders, generations, ethnic groups, abilities, social backgrounds, religious beliefs, sexual orientations and all the other differences that make each of us a unique individual.

We aim to be inclusive, which means creating a work environment where everyone has the opportunity to fully participate in making our company successful. This is why we reject any form of discrimination or harassment.

We comply with all labor and employment laws and standards in the countries where we operate, including all laws pertaining to child labor, human trafficking and freedom of association.

We foster a culture and working environment where our people treat each other with respect, courtesy and fairness, promoting equal opportunity for all.

We encourage and value a diverse mix of people, viewpoints, talents, and experiences.

We create inclusive working environments that not only address individual needs but allow our people to utilize their unique strengths.

We do not tolerate harassment or discrimination of any nature on the grounds of gender, race, religion, age, disability, gender identity, sexual orientation, or those categories protected by local law in any of our working environments.

We aim to be inclusive, which means creating a work environment where everyone has the opportunity to fully participate in making our company successful.

Social responsibility



We contribute to society and communities by engaging with non-profit organizations, governments, and other businesses to make a positive impact on local, national or global challenges.

We support our communities in a variety of ways, such as donating money.

We support efforts to drive sustainable development and we respect human rights standards.

We recognize that our business operations and our provision of services may at times impact the environment and we work to reduce harmful effects they might have.

INTEGRITY IN BUSINES

1. Integrity of books and records; honest reporting

- As a company we are committed to full, accurate, timely and comprehensive reporting and disclosure of financial information. We describe all transactions accurately and ensure that the books and records are properly maintained in accordance with law and NDC policies. "Books and records" include electronic or paper format and covers all data, certifications and other written material provided for financial reporting and disclosure purposes, as well as documents collected for other recording purposes, including expense reports.
- We ensure that all books and records are fully available for audit by internal auditors and independent external auditors.

2. Conflicts of interest

- A conflict of interest exists when your self-interest competes with the company's business interests – whether in reality or when an observer could reasonably perceive this to be the case. We therefore ensure that we always act in the best interest of NDC and avoid situations where our own financial, social, political or other personal interest conflicts or could conflict with the business interests of NDC.
- We pay special attention to activities that may constitute or could be perceived as a conflict of interest, such as:
 - Hiring of employees' family members is generally permitted as long as the individual has been independently assessed and deemed best-qualified for the role and there is no actual or perceived conflict of interest.
 - Employees considering a second employment with another business or any directorship in another organization must report such relationships and obtain prior approval.
 - Employees holding financial interests in a company that can pose a conflict of interest (e.g. a supplier) must report those holdings and obtain prior approval.
 - Selecting contractors and suppliers and approving their quotations or invoices are activities in which we must exercise special care, follow all internal procedures and always avoid any situation that could appear to be a conflict of interest.
 - A spouse, partner or close relative of an employee, or other person in a significant relationship with the employee, who is working in or connected to an organization that does business with or competes with NDC. In these situations, the relationship should be disclosed.

INTEGRITY IN BUSINES

3. Corrupt practices

- We are against corruption and neither make bribes nor accept them, nor induce or permit any other party to make or receive bribes on our behalf.
- We support efforts to eradicate corruption and financial crime.
- Corruption is contrary to our values and is prohibited. Accordingly, we never offer, promise, grant or authorize, either directly or indirectly through any third party, the giving of money or anything of value to customers, suppliers or other third parties to influence decisions or obtain any outcome or improper advantage. This applies also in the reverse direction, so that no individual acting for or on behalf of NDC may accept or agree to accept anything of value with the intention of obtaining any improper advantage.
- Facilitation or “grease” payments – small payments to expedite or to secure routine government action to which one is entitled – are considered bribes and are therefore prohibited.
- Maintaining detailed and accurate books and records is crucial to our business as they guide our decision-making and are essential in terms of fulfilling our obligation to provide full and transparent disclosure. Therefore, our books and records must correctly reflect all business transactions and expenditures, be complete, accurate and prepared in accordance with applicable laws as well as NDC’s own accounting and reporting policies and procedures.
- We regularly interact – directly or indirectly – with public officials. All donation and sponsoring activities must be in line with NDC values and are made in compliance with our anticorruption requirements. NDC never makes donations to political organizations, political parties or individual politicians.
- Offering or accepting occasional gifts, entertainment or hospitality may occur in the normal course of business. However, we must never use these as a way to influence business decisions or to obtain an improper advantage from a public official or a private person. We must also never allow the impression to be created that our objectivity and impartiality may be affected by our offer or acceptance of such gifts. All gifts, entertainment and hospitality must be modest, appropriate in the given context and infrequent. In case of doubt, they should be disclosed to one’s manager or to the NDC Legal Department.

INTEGRITY IN BUSINES

4. Money laundering

- Money laundering is a method by which money obtained or generated by unlawful activity (e.g. drug trafficking, smuggling, corruption) is camouflaged through the legal channel of finance and business in order to conceal the money's origin. When entering into a relationship with a customer, we need to watch out for warning signals that may indicate possible money laundering violations. We will comply with all applicable anti-money laundering laws and act diligently to prevent NDC from being involved or used in money laundering or any other criminal activity.

MARKET PLACE

1. Competing fairly

We believe in the benefits and principles of competition. Free markets enable economic prosperity and contribute to social welfare, but they only work properly when the principles of fair competition are respected and observed. We compete fairly for business through the quality and price of our innovative products and consulting services.

We will not engage in any activities that could reasonably be construed as being anti-competitive, abusive or unfair, for example:

- Exchange of commercial data with competitors
- Allocation of markets, customers etc. with competitors

To ensure that market participants respect these principles of fair competition, many jurisdictions have introduced laws prohibiting anti-competitive practices. We strictly obey antitrust and competition laws at all times and in all jurisdictions.

We compete fairly for business through the quality and price of our innovative products and consulting services.

SAFEGUARDING INFORMATION AND ASSETS

We entrust you with access to NDC's assets so that you can effectively do your work. These assets consist of tangible items of economic value such as equipment, tools, materials, supplies, office and communications equipment as well as intangible assets such as proprietary information, customer goodwill and even the working time of our employees. We all have an obligation to protect company assets against any improper use and to safeguard them from theft, abuse and waste.

At NDC, we gain and produce information that is vital to our business success. Intellectual assets consist of intellectual property rights, know-how and proprietary information. We protect and safeguard our confidential business information (in whatever form: paper, electronic, product demo, etc.) and we must not disclose it without a legitimate business reason. We must be cautious when discussing sensitive information and only share NDC information with others if they have a genuine business need to know and, then, only under the protection of an appropriate nondisclosure agreements. Unauthorized disclosure could destroy the value of such information to NDC and substantially weaken our competitive position.

Proprietary information includes trade secrets, as well as other technical, financial and business information which NDC either wishes to keep confidential or is under an obligation to keep confidential. Such proprietary information may include demo results, cost data, marketing strategies, financial budgets and long-range plans.

If we intend to communicate information to the public, communication should always be approved in advance by the Communication Department and the responsible senior management.

We are also committed to respecting the intellectual property rights of other parties. As NDC may receive confidential information from other companies, we must also ensure that information of this nature is protected in accordance with the agreements giving NDC the right to access and use such information.

Similarly, employees of our competitors have confidentiality obligations to their employers which may extend beyond the term of the employment relationship. We will never induce employees to breach pre-existing confidentiality obligations: if we should happen to hire the former employee of a competitor, we will not induce or allow them to breach their obligations to the former employer.

NDC is committed to respecting the privacy of its employees and its business partners. We adhere to the law and the NDC data protection policy when processing our employees' personal information and our business partners' data and we take appropriate measures to ensure that such data is protected and maintained securely.

CONSULTATION



It is impossible to spell out every potential ethical scenario we might face. While the NDC policies and procedures that complement this Code of Conduct provide more specific guidance, you may still have a question and require further advice. If you aren't sure, don't hesitate to ask questions. Reach out to your manager or supervisor, or if you have a specific question outside your immediate work environment, use the various contacts in your HR, Legal, Finance, compliance.

REPORTING OF POTENCIAL VIOLATION

If you see something that you think isn't right – speak up. Each one of us is encouraged to report in good faith any known or suspected violation of our Code of Conduct using any of the following channels: your supervisor, legal, compliance, HR, Finance or any other person of trust within NDC. Any concern can be [submitted confidentially and/or anonymously](#).

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