



Code of Conduct and Business Ethics



1. **Introduction.** Acting with integrity and doing the right thing are driving forces behind Vendavo's success. Vendavo is committed to conducting its business in an ethical manner – doing right by its employees, customers, vendors, suppliers, communities, and investors – and living its values:
 - (a) **Honor Our Commitments:** Vendavo holds itself accountable to deliver on expectations.
 - (b) **Results Matter:** Vendavo drives sustainable outcomes for our clients and our partners.
 - (c) **Easy and Enjoyable:** Vendavo seeks to ensure that working with Vendavo is always a joyful experience.
 - (d) **Innovative Wisdom:** Vendavo encourages curiosity and is always looking for better outcomes and better answers.
 - (e) **Celebration of Community:** Vendavo encourages collaboration and connection to encourage its people to learn, share, contribute, have fun, and celebrate its community.

This Code of Conduct and Business Ethics (the “**Code**”) covers a wide range of business practices and procedures. It does not cover every issue that may arise, but it sets out the basic principles that guide the work, decision-making, and behavior of Vendavo, Inc., and its subsidiaries and affiliates (“**Vendavo**”). All of Vendavo's employees, officers, directors, agents, suppliers, contractors, and representatives (“**Business Partners**”) are expected to comply with this Code. Because this commitment to conducting business in an ethical manner is a continual effort, this Code is subject to change in Vendavo's sole discretion.

2. **Compliance with Laws, Rules, and Regulations.** Obeying the law is the foundation on which Vendavo's ethical standards are built, thus, Vendavo obeys applicable laws, rules, and regulations of all relevant jurisdictions, including the cities, counties, states, and countries in which it operates.
3. **Conflicts of Interest.** Vendavo avoids, and expects its Business Partners to avoid, direct and indirect conflicts of interest. A conflict of interest exists when a person's private interest interferes in any way, or even appears to interfere, with the interests of Vendavo.
4. **Confidentiality.** Vendavo is committed to respecting the confidentiality of all non-public information and intellectual property entrusted to it by its customers and suppliers and expects the same from its customers and suppliers. Vendavo has internal policies in place designed to protect confidential information from misuse and unlawful disclosure. Vendavo works to avoid, and expects its Business Partners to avoid, sharing or use of sensitive commercial information, and particularly information which could amount to inside information. Vendavo does not tolerate insider trading of any kind.
5. **Competition and Fair Dealing.** Vendavo seeks to outperform its competition fairly and honestly through superior work effort—not through unethical or illegal business practices. Vendavo does not tolerate: (1) theft of proprietary information or possessing trade secret information that was obtained without the owner's consent; (2) taking unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other illegal trade practices; (3) price fixing, bid rigging, allocation of markets or customers, or similar illegal activities.

6. **Anti-bribery.** Vendavo believes the purpose of business entertainment and gifts in a commercial setting is to create goodwill and sound working relationships, not to gain unfair advantage with customers or suppliers and against competitors. Vendavo does not tolerate gifts or entertainment offered, given, requested, provided, or accepted as a bribe or payoff and expects all such gifts or entertainment to follow internal policies and standard industry practices. Vendavo does not tolerate any form of bribery or corruption, and particularly expects compliance with all applicable law designed to prevent such practices, including the Foreign Corrupt Practices Act and UK Bribery Act.

7. **Antitrust.** As a pricing company, Vendavo is particularly aware of the risks associated with antitrust and anti-competitive practices. Vendavo has internal policies designed to preserve a free and competitive marketplace and ensure full compliance with antitrust laws, including prohibiting: (1) discussions with competitors about how Vendavo prices, markets, services, or otherwise competes; (2) the sharing of confidential business information with competitors; and (3) engaging in any conduct that could unreasonably restrict a competitor's access to the market. Vendavo expects its Business Partners to follow these same practices.

8. **Political Contributions.** Vendavo does not make political contributions (directly or through trade associations), including: (1) contributions of Vendavo funds or other assets for political purposes, (2) encouraging individual employees to make such contribution, or (3) reimbursing an employee for any contribution.

9. **Human and Labor Rights.** Respecting human and labor rights is of immense importance to Vendavo. This includes treating employees fairly, with dignity and respect, and avoiding causing or contributing to abuse of human and labor rights.

Child labor is unacceptable to Vendavo. The employees of Vendavo's suppliers must not be younger than 15 years of age (or 14 if allowed by applicable law), or older only where applicable local law stipulates a higher minimum age. Young workers (below 18 years old) must not perform work that is mentally, physically, socially, or morally hazardous or that interferes with their mandatory schooling. Young workers must not work night shifts. If child labor is identified, Vendavo expects remediation in the best interest of the child to be immediately carried out.

Vendavo does not tolerate any form of modern slavery, including forced, bonded or compulsory labor, servitude, deceptive recruiting, descent-based slavery, and human trafficking within its business or by its Business Partners. This refers not only to all work performed involuntarily, but also to instances of coercion, mental and/or physical threat or abuse, abuse of power and deception.

10. **Respect and Constructive Discussion.** Vendavo believes the diversity of its employees is a tremendous asset, thus, is firmly committed to providing equal opportunity in all aspects of employment. Vendavo does not tolerate any illegal discrimination or harassment based on race, color, religion, sex, ethnic or national origin, ancestry, age, disability, pregnancy or maternity, marital status, sex, age, sexual orientation, civil partner status, genetic information, gender identity, gender expression, or any other protected class under applicable federal, state, and local laws, or discrimination based on the perception that an individual has any of those characteristics or is associated with anyone who does. Vendavo is committed to creating a respectful environment for productive work, and encourages relevant, constructive, and respectful conversations.

- 11. Health and Safety.** Vendavo strives to provide a safe and healthy work environment and expects its Business Partners to: (1) comply with the Occupational Safety and Health Act and/or other applicable regulatory requirements; (2) follow applicable environmental, safety, and health rules and practices; and (3) report accidents, injuries, and unsafe equipment, practices, or conditions. Vendavo expects its Business Partners to perform work for Vendavo in a safe manner, free of the influences of alcohol, illegal drugs or controlled substances. Safety issues and violations of applicable law will be addressed promptly.
- 12. Environmental.** Vendavo knows business prosperity is tied to environmental stewardship, social responsibility, and strong corporate governance practices (ESG). Vendavo has established clear internal policy to govern ESG and expects compliance with all applicable environmental laws and regulations from its Business Partners.
- 13. Record-Keeping, Financial Controls and Disclosures.** Vendavo requires honest, accurate and timely recording and reporting of information to make responsible business decisions. This includes: (1) all business expense accounts must be documented and recorded accurately in a timely manner; (2) all books, records, accounts, and financial statements must: (i) be maintained in detail, (ii) appropriately reflect transactions, (iii) be made promptly without false or misleading information, (iv) be promptly disclosed in accordance with any applicable laws or regulations, and (v) conform both to applicable legal requirements and internal controls. Additionally, Vendavo expects records to be retained or destroyed according to applicable record retention policies. Vendavo does not tolerate the direct or indirect influence, whether by coercion, manipulation, misleading, or fraud, of independent auditors to render financial statements materially misleading.
- 14. Protection and Proper Use of Vendavo Assets.** Vendavo expects all Business Partners to protect any of Vendavo's assets in their possession. Theft, carelessness, and waste have a direct impact on Vendavo's profitability, and harm Vendavo's commitment to information security, confidentiality, intellectual property, and proper business practices. All Vendavo assets are to be used for legitimate or authorized purposes only.
- 15. Trade Issues.** From time to time, the United States, foreign governments, and the United Nations have imposed boycotts and trading sanctions against various governments and regions, which must be obeyed when applicable.
- 16. Reporting Violations.** We must all work to ensure prompt and consistent action against violations. Vendavo expects its Business Partners to report observed or suspected violations of law or this Code. Vendavo will not allow retaliation for reports made in good faith by its employees of misconduct by others. Vendavo also expects all Business Partners to comply with this Code and its reporting requirements by reporting violations to their most appropriate Vendavo contact or using Vendavo's reporting hotline. Vendavo will promptly thoroughly investigate all such concerns and, if necessary, take appropriate action. Vendavo expects its Business Partners to promote compliance with the Code by its employees and others with which those Business Partners work.