



# CODE OF CONDUCT

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## **1 A Message from our CEO**

Dear Colleagues,

Whether you just joined Planisware or have been with us for a while, you are an important member of a team, working to ensure the development of the Planisware business. We are confident you will find your position with Planisware rewarding, challenging, and constructive. We are looking forward to a productive and successful relationship.

Over the years, Planisware was always proud to be a leader of the Project and Portfolio Management (PPM) solutions that are trusted by leading companies in their industrial sectors and around the world. Such leadership is driven by our culture of commitment to our customers, colleagues, suppliers, external organizations, and the wider community.

At Planisware, we live and work with a set of core values: earn the trust of our stakeholders, make our customers' vision a reality, bring innovation to market and build a highly principled community of Planisware colleagues.

We always pride ourselves for being a values-driven company and conducting our operations with honesty, integrity, and having the highest ethical standards in all areas of our business. As each of our stakeholders expects us to conduct our business in a completely ethical manner, I am pleased to share with you our Planisware Code of Ethics and Business Conduct.

This code outlines our beliefs, expectations, and guiding principles that each of us have for each other and for our company.

Thank you for your everyday contribution to Planisware culture and for your commitment to our high standards of ethical business practices.

Pierre Demonsant,  
Chief Executive Officer, Planisware Group

## 2 Our Code

### 2.1 Why we have a code of ethics and business conduct?

It is Planisware's desire to be a good "corporate citizen" not only by complying with applicable laws but also by holding itself to the highest ethical standards. We will constantly improve the quality of our services, products, and operations and will create a reputation for honesty, fairness, respect, responsibility, integrity, trust, and sound business judgment. No illegal or unethical conduct will be tolerated on the part of officers, directors, employees, or affiliates of Planisware.

Our Code is our guide. It will help you live with our purpose, values, guiding principles and behaviors and keep them at the heart of your everyday work. The idea is to be at our best every day and make the right decisions when facing ethical dilemmas.

We believe that no document can provide answers to all the questions you might encounter, yet the Code will provide you with tools you need to do what's right, regardless of the situation.

### 2.2 Who is required to follow our Code?

You do. Everyone at Planisware does.

And by everyone, we mean all Planisware directors, officers, employees (whether permanent or temporary), trainees, contractors, and others working or acting on behalf of Planisware and its subsidiaries.

### 2.3 What our code means for you?

Everyone is expected to be fully aware and comply with our Code. This implies that you read, understand, and comply with our policies, laws, and regulations applicable to your job position and to seek guidance when it's not so clear.

Leaders and managers have special extra responsibilities to foster an environment where colleagues in their teams are engaged, empowered, and feel like they truly belong. An environment where managers:

- ♪ Make sure each colleague from their team understands our Code, policies and applicable laws and regulations.
- ♪ Lead by example, always acting with honesty and integrity.
- ♪ Keep an open door and encourage colleagues to discuss their questions and concerns.
- ♪ Are available, listen to colleagues, and help them take the right decision in their work.
- ♪ Make colleagues feel comfortable raising their concerns and issues in good faith without fear from retaliation.
- ♪ Take prompt actions regarding the raised issues and questions and redirect to the right people who can help.

## 2.4 What if our code is violated?

Our values will be threatened, our reputation will be harmed, and our customers' and partners' trust will be weakened. Any conduct violating the Code, the law or Planisware policies may lead to disciplinary action, up to and including termination of employment.

## 2.5 To keep in mind

Here are some additional things about our Code:

- ⌋ This Code of Ethics and Business Conduct reflects policies, practices, and statements of Planisware. Such policies and practices may be updated from time to time, and this Code may be revised accordingly.
- ⌋ It contains only general information and guidelines. It is not intended to be comprehensive or to address all the possible applications of, or exceptions to, the general policies and procedures described.
- ⌋ This code aims to provide a framework for Planisware policies and standards with an emphasis on the rationale behind them so that they can be easily understood. It does not intend to replace any existing policies; you should continue to refer to standards and rules applicable in your workplace.
- ⌋ Planisware reserves the right to revise, modify, delete, or add to any and all policies, procedures, work rules stated in this Code or in any other document. Any substantial changes to this Code will be published and distributed to all employees so that they will be aware of the new policies or procedures. No oral statements or representations can in any way alter the provisions of this Code.
- ⌋ This Code and the information in it should be treated as confidential information of Planisware.

Any member of the Planisware Human resources team or the Compliance team will be happy to answer any questions you may have about this Code or any other policy.

## **3 Our People**

Planisware strives to provide a work environment that is diverse, inclusive, respectful, free of discrimination and unlawful harassment, and provides equal opportunity to all employees.

Planisware expects its employees to use good judgment and hold themselves up to the high standards of integrity, professionalism, respectfulness, and conduct – both in and out of the workplace – which Planisware demands of its employees generally.

### **3.1 We are all Equal**

We believe that each human life is of an equal value and should be treated with respect and dignity.

Planisware is an Equal Opportunity Employer, which means we do our best to be fair and treat people in the right way. This means that job applicants, employees, suppliers, and clients will be treated fairly, and we won't treat anyone differently because of their race, religion or belief, age, disability including mental health, gender reassignment, marriage and civil partnership, pregnancy and maternity, sex, sexual orientation and any other characteristic unrelated to job requirements.

Everyone who works for and with Planisware needs to follow this approach and if you think a member of the team or a supplier/ contractor isn't, you need to speak up and report it to your manager or your local Human Resources team. We won't tolerate discrimination, bullying, harassment, or any actions that could be seen to make Planisware an unpleasant place to work.

### **3.2 Anti-discrimination, Anti-Harassment & Bullying**

We want our work environment to be free from harassment or bullying. We all are responsible for making this happen and being aware of how our words, actions and behavior can be perceived by the rest of the team. The general rule of thumb is, if a reasonable member of the team wouldn't like what's happened or found it offensive, you're the problem so don't do it. Refer to local law for guidance.

Based on local legal framework, disciplinary action (e.g., counseling, suspension, termination, etc.), might be taken against any employee who engages in this type of behavior.

### **3.3 Health and Safety**

Planisware considers health, safety and security to be unquestionable obligations.

We believe that we all need to take some time to look after our physical and mental health. We often work in a fast paced and sometimes pressured environment, where we're trying to do our best for our clients and each other. This means looking at how we're working, how we're treating each other and showing we care; basically, the Planisware team are a team and look after each other.

As a team, we are all committed to live in a healthy and safe environment. We commit to supporting all our team's general wellbeing and you are encouraged to talk either to a colleague or reach out to your local Human Resources team to seek assistance if needed.

Additional actions are in place to ensure health and safety in our workplace:

- ♪ All Planisware offices are equipped with the necessary security equipment (fire extinguishers, alarm systems, fire detectors, emergency plans, etc.). Regular inspections are performed by third party to ensure the safety of the equipment.
- ♪ Locally, additional actions might be in place depending on local regulations such as (and not restricted to):
  - Health and safety committee, who meet on a regular basis, is in place with both representatives of employees and Planisware as an employer.
  - As part of the onboarding process, new hires are required to perform a health check-up. Regular follow-up checks are scheduled as well.
  - Local detailed health and safety procedures are available in the primary language spoken by employees. In case of any questions, please refer to your local Human Resources team.

You are required to comply with all health and safety policies, procedures and regulations that apply to your job position and location. And immediately report any incidents, threats, or injuries so that we can take right actions to ensure the everyone is and will be OK.

### **3.3.1 Use of illegal or addictive substances in workplace**

Substance abuse will not only prevent you from being at your best at work, but it can endanger your safety as well as the safety of others. It is the policy of Planisware to prohibit employees from selling, processing, using, or being under the influence of illegal drugs in our offices or while working on our behalf. If not already prohibited by local law, we recommend refraining from smoking on all company premises to provide and maintain a safe and healthy work environment for all employees. While conducting business, drinking alcoholic beverages may be permitted on some occasions by the company's management. It should still be exercised with both good judgment and moderation.

### **3.3.2 Workplace Violence Prevention and Security**

Planisware is committed to maintaining a safe, secure, and courteous work environment for our employees, customers, vendors, and other visitors. Consequently, acts of violence or a threat of violence whether physical, verbal, or any other manner, on Planisware premises, at company events, or while conducting Planisware business will not be tolerated. Possession or use of harmful items will result in your removal from the premises, notification of law enforcement if appropriate, and possible termination of your employment.

You are required to practice good workplace security habits and watch for and immediately report any acts or words of violence to the appropriate manager or Human Resources, and if the threat is imminent and life-threatening, you should also contact law enforcement as soon as safely practicable. Violation of this policy may result in disciplinary action, up to and including, termination.

You should also be aware of persons loitering on company premises for no apparent reason. You should not leave valuable or personal items in accessible areas or at your workstation and should secure your desk areas when away from your work area for an extended period of time.



## **3.4 Compensation and performance management**

Planisware is a pay-for-performance company. Compensation is based on experience and skills of employees and local market demand. Compensation is also based on local cost of living. Employees who relocate in another region may receive adjustments to their compensation accordingly. Promotions, compensation increases, and bonuses are not guaranteed and tied to individual skills, contributions, and business results.

Performance management is an ongoing two-way communication process between you and your manager, the purpose of which is to (1) enable your career development, (2) recognize employees for good performance and (3) provide appropriate suggestions for improvement when necessary. You will receive a formal performance appraisal once per year, at a minimum. The purpose of these reviews will be to evaluate your past performance and define next steps. Employees also have the opportunity to review and discuss their performance in less formal regular meetings throughout the year.

You are encouraged to organize such regular and informal meetings with your manager to discuss your job performance and professional development.

Planisware implements performance review, promotion, and compensation increase reviews and processes to ensure that all promotions, bonuses, and compensation increases will be considered based on performance and merit as well as market rates.

As mentioned in our equality statement, Planisware commits to manage employees' career without any discrimination - from recruitment, pay and benefits, evaluation and performance review, training, to termination - and with full compliance with local applicable laws and regulations and in accordance with Planisware policies and procedures.

Different policies are in place depending on the classification of the employee: part-time, full-time, temporary, internship and so on. For any question or additional information related to this section or on the performance management process, please contact your local Human Resources team.

## **3.5 Benefits, training & leave**

Planisware provides a wide range of employee benefits to eligible employees, including programs required by law (such as workers compensation, unemployment insurance and health insurance plans) and additional local programs provided voluntarily.

Planisware has policies in place regarding paid vacation and all types of leave (including sick, funeral, personal, family, medical, maternity/paternity, etc.) in accordance with legislation and national standards. They also cover leaves without pay, overtime and other pay irregularities.

We foster employment and mobility through personal development by enhancing skills. Employees are onboarded following a formal process, and receive ongoing trainings related to their job responsibilities.

Our employee benefits are reviewed on an ongoing basis, and we expect them to change from time to time. Additional information on our benefits is made available to employees by the local Human resources team.

## 3.6 Our working conditions

### 3.6.1 Flexible working hours

We are a flexible business. Whilst we don't have set hours, we are all contracted to deliver outputs and we recognize that people have commitments outside of work, so we believe it's all about balance. Sometimes you'll do a few more hours due to pressing deadlines and sometimes you'll need to leave early for an appointment. We don't mind as long as you are honest, your manager is happy with your work, and flexibility is working both ways.

#### Working from home?

While managing family and work commitments is easier when we have more flexible work schedules, we want to make sure that we continue to be productive, effective, and engaged co-workers whether we work at home or in the office.

#### Don't forget to take a break.

When we work in the office, we have natural breaks. We chit chat with our colleagues, take a moment to play a game, or have a meal together. We sometimes go outside and get some fresh air. Remember to take short breaks while working from home as well. Leave the room where you work, or even better, leave your apartment or house and go outside if you can. Set some time in your calendar for these breaks if you need to.

### 3.6.2 Attendance and Punctuality

As mentioned, we are a flexible business, but it works both ways and we expect good timekeeping and regular attendance. This is crucial for the smooth running of the business, to meet customer needs and to maintain an effective team-working environment. We recognize that, from time to time, this will be impossible, and we are always ready to assist you when you experience genuine difficulties; however, persistent lateness isn't fair on others and may result in further action being taken.

### 3.6.3 Freedom of association

Planisware recognizes employees' right to collective bargain and freedom of association. We pursue social dialogue as a guiding principle and ensure that our employees and their representatives are kept informed and consulted. Please refer to national law to find out how work council are organized locally.

## 4 Our Business

### 4.1 Conflicts of interest

Conflicts of interest may impair or interfere with an employee's performance of their duties to the company or their ability to act in the company's best interests. A "conflict of interest" exists when an employee's personal or private interest improperly interferes with or is adverse (or appears to be adverse) to the interests of the company. A conflict situation can arise when an employee takes actions or has interests that may make it difficult to perform their work for the company objectively and effectively. Conflicts of interest may arise directly when an employee receives improper personal benefits as a result of their position in the company or indirectly via a relative. In most cases, anything that would constitute a conflict for an employee also would present a conflict if it were related to a relative.

Employees of Planisware must never permit their personal interests to conflict, or appear to conflict, with the interests of Planisware, its affiliates, or its customers. Employees must be particularly careful to avoid representing Planisware in any transaction with entities in which the employee has a business affiliation, ownership interest, or other relationship.

While it is impossible to foresee every potential conflict that could arise, examples of conflicts could include affiliations or investments in competitors, customers, suppliers, or others who do business with Planisware. All employees must be sensitive to potential conflicts and avoid them where possible. The company respects the privacy of its employees and their right to engage in outside activities that do not conflict with the interests of, do not interfere with the performance of their duties on behalf of, and do not reflect poorly on the company (for example an involvement in a non-profit organization). The company nonetheless has the right and obligation to determine whether conflicts of interest exist and to take appropriate action to address them.

Before engaging in any material transaction or relationship that reasonably could give rise to an actual or apparent conflict of interest, each employee must provide full and fair disclosure of all relevant facts and circumstances to the Human Resources team. After evaluating the reported transaction or relationship, Planisware management will determine the appropriate protective measures, if any, which may include restricting or prohibiting such transaction or relationship. Conflicts of interest may not always be clear-cut, so if you have a question, you should consult with your manager, Human Resources, or the company's legal counsel.

### 4.2 Gifts and entertainment

Exchanging gifts and entertainments can help strengthening the working relations with customers and partners, but, sometimes, they may also create a conflict of interest between professional duty and personal interest, unfairly influence a business decision or be seen as a bribe.

Expenditures for gifts, business entertainment, or travel expenses for customers or prospects are permitted if they are:

- Reasonable in their cost and amount (i.e. gifts of token value), limited in their scope (not repeated, not extended to spouses or entire teams) and fall within the ordinary course of business,
- Directly related to legitimate business purposes such as the promotion of products or services or

- the negotiation and execution of contracts,
- Supported by receipts and accurately reflected in the company's business records in the normal course,
- Not offered under circumstances that might create the appearance of impropriety (such as offered or provided in a secret or clandestine fashion). Lavish or unseemly accommodations or entertainment is not permitted.

If you are giving gifts or entertaining Government Officials the rules of what you can give are even more strict – check with your manager and seek the legal department pre-approval before giving anything.

A government official can be a political candidate, an employee of a state-owned business, military personnel, or a member of a royal family. For more information, please contact the legal department.

## **4.3 Safeguard Planisware Assets and Information**

Planisware assets are anything that is owned or used by Planisware to conduct business. They can be physical, electronic, or financial assets as well as confidential information. All our assets are considered of a big importance and need to be protected adequately. As a global software provider company, some of our most valuable assets are intangible such as our customers' confidential information or our intellectual property that are critical for our business.

Planisware has built a robust Information Security Management System (ISMS) to help safeguard our information assets. It is built on three main pillars: people, process, and technology and focuses on protecting four key aspects of data: confidentiality, integrity, availability, and reversibility. Planisware Compliance team performs regular internal audits to assess the performance and monitor the effectiveness of our ISMS that is also subject to formal annual external audit performed by a third-party.

Regarding private data (or "personal data") Planisware is implementing Binding Corporate Rules (BCRs) that include all general data protection principles and enforceable rights to ensure suitable safeguards for data transfers outside the EU.

At Planisware, people are at the center of information security. We may try to deal with human threats by employing security technologies and processes, but that's not enough. All stakeholders must be made aware of their role in security. Building a cyber secure and aware culture requires an ongoing commitment from every single employee. As a first action, you are all invited to complete the mandatory trainings "Security awareness" and "Introduction to GDPR" available on our training platform.

### **4.3.1 Confidentiality and Proprietary Rights**

In connection with your employment, your uses of Planisware's systems and equipment, you may have access to Planisware's confidential information, intellectual property and other trade secrets which are all maintained in various information systems. This information could include strategic business plans, product development roadmaps, operating results, marketing strategies, customer lists, personnel records, new investments, operational costs, processes, and methods. Such information and assets would significantly decrease in value if shared with or accessed by persons

outside Planisware. Proprietary, confidential, and sensitive business information about Planisware, its affiliates, customers, and business partners, including individuals should be treated with sensitivity and discretion and only be disseminated on a need-to-know basis in accordance with applicable confidentiality agreements. Hence, all employees are responsible for preserving the security of Planisware's information as well as these assets and the systems that maintain them and must take appropriate steps to assure that such information is strictly safeguarded. See the Information Security section of this Code for more details.

A confidentiality clause is incorporated by default in all contracts of employment or subcontracting as a condition of employment, it provides more details on your confidentiality obligations. Your responsibility applies beyond the employment contract and does not end when you leave the company. You remain legally obliged to protect Planisware confidential business information and you should never share it with former or future employers. Violation of the confidentiality obligations is a serious matter, and may result in disciplinary action, up to and including immediate termination of employment.

### **4.3.2 Planisware Information classification**

Planisware maintains a consistent scheme for the classification of information assets regarding their protection objectives of integrity, confidentiality and availability. Policies and procedures are in place to guide you on your responsibility for the classification of data and documents. You are required to respect our "Asset management procedure" as it will help you label, handle, store, communicate and destroy information the right way. By doing so, you are helping Planisware avoid business harm or legal exposure that could result if information were disclosed without adequate control.

## **4.4 Information Security**

### **4.4.1 Use of Company Systems for Work Only**

To enable you to perform your job duties, Planisware provides you access to various information and communications technology systems such as laptops, personal computers, an email service, video conference service, a chat service, a document hosting service, networks, and servers. These systems are intended to be used by you for business purposes only. You must use these systems when performing your job duties or when conducting business for the company. In order to comply with your confidentiality obligations as set forth in this handbook and your employment agreement, you must ensure that your use of these company IT systems and tools does not create a security vulnerability. You must use and maintain Planisware's information resources, facilities and equipment with the utmost care and respect.

### **4.4.2 Comply with Company Policies**

As a Planisware employee you are expected to:

- 🌸 Take notice of, understand, and comply with Planisware's security policies available on the company's Wiki page
- 🌸 Complete our security awareness training and acknowledge our "Standard security policies and procedures"

- ♪ Comply with your confidentiality obligations as set forth in this Code and your employment agreement
- ♪ Ensure that your use of Company IT systems and tools is for business purposes only and does not create a security vulnerability. You must use and maintain Planisware's information resources, facilities and equipment with the utmost care and respect.
- ♪ Protect Planisware intellectual property – patents, trademarks, trade secrets and copyrights – and never disclose it without explicit approval.
- ♪ Respect intellectual property and confidentiality rights of others too. They are important for their business as well and we must fulfill our part to ensure they are protected.

For more information, consult our security awareness training and our “Standard security policies and procedures” and procedures on our Wiki page.

### **4.4.3 Data Exfiltration**

All data hosted in Planisware's systems is presumed confidential information of Planisware or its customers, vendors, or commercial partners. You may not make any copies of or otherwise export or exfiltrate in any manner any data that you access via the company's systems. Data exfiltration is an unauthorized transfer of company data. This also includes transferring data between corporate and personal accounts and duplication of data from drives of a corporate device or cloud service to a personal device or cloud service. Note that all data exfiltration is treated as a high security risk. We understand that from time-to-time staff may need to have a small number of files available offline for work in transit, however it is the responsibility of all employees to ensure that this data is promptly removed from unauthorized locations in a timely manner. Also note that large data transfers are typically flagged for the security team and may result in outreach to understand the use case.

### **4.4.4 Third-party software**

Beware of online tools you are using and even more if they are free. There are chances you are the product not the customer, as some companies provide free tools to make money using or selling the collected data. You might think removing names and personal data is sufficient, but zero risk doesn't exist. All enterprise software acquisitions and extensions must follow our “Enterprise software acquisition process” and go through all the mandatory validation steps. We need to make sure that the third-party service complies with our information security and data privacy practices. Before using or purchasing any third-party tool or software, even if it's on a trial basis, follow our process and seek guidance of the security team (email [iso27001@planisware.com](mailto:iso27001@planisware.com)).

### **4.4.5 Reporting Security Breaches**

All suspected policy violations, system intrusions, virus infestations and other conditions that might jeopardize Planisware information or information systems must be reported to the Information Security Team immediately. This includes, but is not limited to the following types of incidents:

- ♪ Sensitive network information is lost, disclosed to unauthorized parties, or suspected of being lost or disclosed to unauthorized parties
- ♪ Any unauthorized use of information systems has taken place, or is suspected of taking place
- ♪ Passwords or other system access control is lost, stolen, or disclosed, or suspected of being lost,

stolen, or disclosed

- ♪ A user (employee, contractor, or third-party service provider) obtained unauthorized access to personal information
- ♪ An intruder has broken into a database that contains confidential information or personal information of individuals
- ♪ equipment such as a laptop, thumb drive or mobile devices containing confidential information or personal information of individuals has been lost or stolen
- ♪ A department or unit has not properly disposed of records containing confidential information or personal information of individuals
- ♪ A third-party service provider has experienced any of the above incidents affecting Planisware's or its customers' data
- ♪ All unusual systems behavior, such as missing files, frequent system crashes, and misrouted messages

The subject matter of your reporting should not be discussed widely and should be considered confidential information. If unauthorized disclosure of individual personal information is involved, the Security Team will work with the company's legal counsel to assess the breach and take appropriate action, including, determining whether there is a reasonable likelihood of misuse of the data and to identify whether notification must be given to impacted individuals.

## **4.5 Financial integrity**

### **4.5.1 Use of Planisware Funds and Assets**

You are personally responsible for any Planisware funds over which you have control, and anyone spending Planisware money should always be sure Planisware receives good value in return. You must not make any personal use of an Planisware credit card. All use of Planisware credit cards must be for an expenditure required for the business activity of Planisware. You must not use or attempt to use a Planisware credit card for an expense over the authorized limit set by the management of Planisware.

Planisware assets are provided for legitimate business purposes. They should never be sold, loaned, or removed from Planisware property without permission from your manager. It is recognized, however, that occasional personal use by employees may be reasonable if it does not adversely affect the interests of Planisware. Employees should always consult with their managers for appropriate guidance.

### **4.5.2 Agreements, Records, Costs and Controls**

Keeping accurate and complete records is necessary for Planisware to meet its financial, legal and management obligations. Records must be kept in accordance with accepted accounting rules and controls at all times and should fully and accurately reflect all business transactions. All reports, vouchers, bills, payroll and service records, measurement and performance records, expense accounts and other important operational and financial information must be prepared with care and honesty. Employees are responsible for ensuring that labor and material costs are properly recorded on Planisware's records for faithful billing to Planisware customers, as applicable. No employee

should ever, under any circumstances, misrepresent facts or falsify records about the number of hours or days worked or out of pocket expenses incurred.

All business transactions of Planisware and any contractual arrangement binding on Planisware must be memorialized in a written agreement that is reviewed by the company's legal counsel and approved by the senior management. As an employee of Planisware, you do not have the power to represent Planisware in an agreement. Do not sign any agreement on behalf of Planisware unless you are an authorized signer. If you do not know whether you are an authorized signer, it means you are not. Do not enter into online agreements or accept online terms and conditions on behalf of Planisware unless specifically instructed in writing by an authorized signer. All agreements must adequately describe the economic and non-economic terms of the business transaction or arrangement and it is your duty to ensure Planisware's legal counsels and authorized signers are adequately informed of such terms.

Make sure you act with full compliance with the law and Planisware procedures and guidelines. Maintain our records securely following our data retention policy. Make sure you never dispose of any information or record if you have been notified by our Legal Department that it could be subject to a legal hold or relevant for an investigation process.



## 5 Our commitment to the law

Policies in this Code reflect the commitment of Planisware to conduct its business affairs in accordance with not only the requirements of law, but also standards of ethical conduct that will maintain and foster Planisware's reputation for honest and straightforward business dealings. The requirement of honest, lawful, and ethical conduct is broad and therefore must be stated in general terms. As such, Policies of this Code do not cover every issue that may arise, but instead sets out basic principles to guide all employees.

### 5.1 Compliance with law

All employees must comply with applicable governmental laws, rules, and regulations. Reasons such as "everyone does it" are unacceptable excuses for violating laws or applicable rules. Although not all employees are expected to know the details of all applicable laws, it is important to understand when to seek advice from your manager or the company's legal department.

### 5.2 Fair competition and anti-trust

Employees must refrain from gathering competitor intelligence by illegitimate means and refrain from acting on knowledge which has been gathered in breach of a confidentiality obligation by a third party. Employees must also avoid exaggerating or disparaging comparisons of the services and competence of Planisware's competitors.

It is Planisware's policy to compete fairly in the marketplace based on our ability to provide high-quality products and service on reasonable terms. Conspiracies and understandings that may improperly "restrain trade", including any understanding between competitors regarding price or price stabilization, are prohibited. Also forbidden are understandings between competitors with respect to the division or allocation of markets, territories or customers and the boycotting of third parties. Prohibited arrangements between competitors do not require formal documentation or evidence of an oral understanding to be illegal. A violation will be found to exist whenever it is shown that there was any kind of mutual understanding which gave the parties a basis for expecting that a business practice or decision adopted by one would be followed by the other.

Failure to comply with antitrust laws could result in serious consequences for Planisware and its employees. Violations of many antitrust laws are crimes, subjecting offenders to heavy fines and even imprisonment. In addition, Planisware may be required to pay triple damages and be ordered to refrain from engaging in the activity.

As an employee of Planisware you are expected to:

NEVER agree with a competitor to:

- 🌀 Fix prices (or elements of price such as discounts) or other terms or conditions of sale or purchase
- 🌀 Divide a market by allocating either customers, market segments, or territories
- 🌀 Refuse to do business with third parties
- 🌀 Agree on marketing or labor policies
- 🌀 Limit or reduce production
- 🌀 Exchange information with competitors relating to prices or other terms or conditions of sale,

costs, or profit margins

- 🍷 Attend a meeting with a competitor at which the subject of price or other sensitive competitive matters is likely to be discussed
- 🍷 Communicate with a customer concerning the pricing practices or related business terms of another customer
- 🍷 Write (including emails) or say anything you would not want disclosed in a courtroom

ALWAYS:

- 🍷 Report suspected antitrust problems to the company's legal counsel including invitations or offers from competitors or customers to engage in any of the foregoing activities
- 🍷 Note the public or customer source of any competitive pricing information that you obtain
- 🍷 Discuss with your manager and the company's legal counsel before you participate in or allow any employee to participate in trade association activities.

### **5.3 Personal data and privacy rights**

Data privacy refers to the protection of “personal data” (or “personal information”), which is any information that identifies or can identify, directly or indirectly, a physical person.

Personal data protection is a fundamental right protected by international conventions and legislations. Planisware is committed to protect personal information of customers, employees and business partners and handle it with care in accordance with applicable data protection law and Planisware privacy policies. Planisware service notes about processing customers' and employees' data are available on the wiki page. For more information about data privacy refer to our training “Introduction to GDPR” or contact the legal department.

Personal information shall remain confidential at all times and should not be shared with anyone without a business need to access it. If you suspect a personal information breach or a conduct that violates our policies, report it immediately to our Data Protection Officer and legal department.

### **5.4 Anti-Bribery, corruption, and fraud**

Corruption is a dishonest or fraudulent conduct by those in power, involving embezzlement, fraud, bribery and abuse of power.

A bribe is not always an envelope filled with cash, it can be a gift, entertainment, trip, charitable contributions or even an internship program or job offering. It is giving anything of value in order to obtain an unfair business advantage or influence the decision-making process.

Planisware is committed to fair competition and to conduct business with honesty and integrity. As an international company, Planisware is subject to applicable anti-bribery laws in the countries where we operate.

Bribery laws are complex and can vary from one country to another. But our code is simple: bribery is prohibited in all its forms, in all situations.

- 🍷 Act with integrity: don't give, offer, promise, or accept a bribe.

- ♪ Be transparent: keep accurate records of anything given or received with sufficient and clear details. (gifts and entertainments must comply with all Planisware policies, including local Travel and expense policies).
- ♪ Third party: when working with our business partners, we can be held accountable for the actions they make on our behalf. Thus, select partners that share our high standards of ethics and make sure they comply with all applicable laws, rules, regulations, and our policies when monitoring their performance.
- ♪ Remain compliant: avoid any situation where a courtesy action can be perceived as a bribe. Before offering anything regardless its value, especially to a government official, check with your manager and the legal department to obtain their approval.

Bribery has severe consequences for individuals and for Planisware and its reputation.

We don't pay facilitating payments. A "facilitating payment" is a tip or small payment (sometimes called "kickback") to a government official in order to speed up a routine government action, like issuing licenses or permits, processing paperwork, or providing utility services.

We are all equally responsible for preventing, detecting, and reporting any bribery or other forms of corruption. Bribery and corruption concerns could be reported using our whistleblowing policy. Any violation of this policy may lead to disciplinary action, up to and including termination of employment.

## 5.5 Inside information and insider trading

As an employee of Planisware, you may have access to material, non-public information (referred to as "inside" information) about Planisware or other companies with which we do business such as our customers, suppliers, or partners. Having access to this type of information makes us "insiders" and using it to trade company stocks or other types of securities is called "insider trading". Passing along this information to someone who may trade that stock is a practice called "tipping" and is also considered as insider trading.

What inside information looks like?

An inside information, is both:

- ♪ Material: meaning it would be considered by an investor as an important factor in making the decision to buy or sell a company's stock; and
- ♪ Non-public: meaning it has not been broadly disclosed to the public.

Here are some examples, it could be information about:

- ♪ Changes in executive management
- ♪ New services and products
- ♪ Strategic business plan
- ♪ Projected or actual financial performance (earnings or losses)

Insider trading is strictly prohibited as it is not just unethical but also illegal. It breaches our Code, policies, and the law.

## **5.6 Anti-Money Laundering and Anti-Terrorist Financing**

The goal behind a large number of criminal acts is to generate a profit for the individuals or groups carrying them out.

Money laundering is a financial crime in which the illegal origin of acquired money or goods is hidden from law enforcement and financial regulatory and disguised to make them appear as if they came from a legitimate source.

Terrorism activities can take place in many different forms ranging from isolated acts to planned activities of organized groups. Terrorist financing involves the solicitation, collection, or provision of funds, from both legal and illicit sources, with the intention that they may be used to support terrorist acts or organizations.

Planisware is committed to conduct its business in compliance with applicable anti-money laundering and combatting terrorist financing laws and regulations.

## 6 Our Society

### 6.1 Responsible Communication

Everything we say on behalf of Planisware affects its name and reputation. Always be honest, respectful, and polite when communicating with customers, colleagues, partners, or others. And especially, identify yourself and clearly mention if you are speaking on behalf of yourself or on behalf of Planisware.

If you received requests for a comment, statement, or opinion regarding a topic from a member of media, industry analyst or others, please refer them to your manager and marketing department. You may not talk on behalf of Planisware unless you have an authorization or approval to do so.

#### 6.1.1 Social Media Guidelines

The following are general guidelines for employees' participation in social media and online communications. These guidelines are not intended to restrict or interfere with any employee's rights as defined per local law.

##### Take Responsibility

Employees are responsible for anything they write or do online. You should use good judgment when posting online and understand you may be affecting the company's reputation and ability to generate revenues. As a best practice, employees should assume their posts will be shared beyond their initially intended audience and will never be removed from the internet. Information is often repeated and linked to other sources, so one can never know when an incidental comment can go viral. Also, a post can always be traced back to its original author. When posting about Planisware, keep it about the company and make sure it's separated from posts about your personal life and activities.

If you make a mistake, own it and correct it quickly. If the mistake may create legal risks (like revealing confidential information or use of third-party intellectual property) or if you are not sure if it creates legal risks, contact Human Resource or the company's legal counsel immediately.

##### Company Policies Extend to Social Media Activities

Social media is not for everyone, and many employees opt not to socialize with their co-workers, via social media or otherwise. To this end, employees are not required to connect with any co-worker or to "friend" them on social media sites. Employees are prohibited from coercing or putting pressure on other employees to engage in social media activities. Do not express, communicate, or link to comments that are vulgar, obscene, threatening, pornographic, harassing, defamatory, or which are a violation of the company's policies. Do not disrespect your colleagues or try to resolve work related relationship issues via social media.

##### Testimonials, Endorsements and Transparency

There are detailed regulations concerning information that must be disclosed in testimonials and endorsements of products or companies, including those made via social media. Please check with our marketing team before you post or share any testimonials or endorsement of the Planisware

products and services. If you craft or share a post promoting Planisware or its products or services, please make clear that you are an employee of Planisware.

### 🌸 Confidentiality Obligations

Planisware's success depends on its trade secrets and intellectual property rights remaining protected, as well as the company's compliance with its confidentiality obligations vis a vis its customers and partners. Employees are prohibited from posting any information on social media that would reveal trade secrets, confidential strategic business initiatives (e.g., unreleased product roadmap plans) or compromise the company's intellectual property rights in any way. Employees may not use any client, vendor, or commercial partner name, trademark or logo for commercial use and may not disclose any confidential information of a Planisware customer, vendor, or commercial partner. If you are using a Planisware logo, check with the marketing team to ensure you are using the right logo in an appropriate manner.

### 🌸 Protect your Colleagues' Privacy

Do not post any private or personal information regarding any of your colleagues or any individual who is a customer, contractor, vendor, or commercial partner of Planisware.

### 🌸 Follow the Law

When using social media, you may not post anything false, misleading, obscene, degrading, threatening, harassing, hateful, offensive, unlawful, fraudulent, discriminatory, or invasive of anyone's privacy, or use materials belonging to third parties such as photographs, articles, or music without their permission.

### 🌸 Exercise Caution

People online may not be who they claim to be. They could be competitors, media, regulators, or others seeking "insider information" about the company. Further, there are countless viruses and spyware on the internet with clever methods for infecting computers. Be careful and report any unusual behavior by company computers to the IT team. See also the Information Security section of this Code.

### 🌸 Company's Rights

There are times when employee posts create potential civil liability for Planisware or damage to its reputation. If the company determines that to be the case, it reserves the right to demand the problematic post be removed. If you see anything online that is out of line with the company's policies, please flag it to your manager or the Human Resources team.

## **6.2 Corporate social responsibility**

Planisware is a global supplier of software solutions with a long-standing commitment both to protecting the environment and to promoting social values. We commit to respect the Corporate Social Responsibility principles as set forward in the "ISO 26000- Social Responsibility" standard and the "UN Global Compact".

Our software solutions meet the growing demand for companies to drive their product development and maintenance activities more efficiently thus promoting lean practices, reducing usage of non-renewable resource, and contributing to the development of more environmentally respectful practices and solutions.

Based on Planisware long-term business management vision, our company strives to contribute to social responsibility standards in the software industry. We do this by implementing a set of clearly defined commitments to ensure that profitable growth goes hand in hand with environmental quality and social progress.

We are in process of building a list of performance indicators that we aim to report on a regular basis so that our stakeholders can stay updated and track our progress on Environmental, Social and Governance (ESG) topics. The objective is to have quantitative and qualitative indicators to ensure that ESG topics are considered in our strategy, integrated in our operations and to communicate about our impact.

For more information refer to the team in charge of implementing those measures.

### **6.2.1 Positive Social Impact**

About our social impact, regular charitable giving operations for several recipients are done through Company donations.

## **6.3 Human rights**

Planisware supports and respects internationally proclaimed human rights. We align our business operations with the United Nations Guiding principles on Human Rights and Business.

We oppose all forms of violation of human rights, including but not limited to:

- › Child labor
- › Modern slavery (i.e., slavery, servitude and forced or compulsory labor) and human trafficking.
- › Violation of applicable laws related to pay, benefits and working conditions (working hours, health, and safety requirements).

We uphold high standards of ethics in all areas of our business and our ecosystem. We expect our suppliers to adhere to the same high standards, source responsibly and monitor their own suppliers as well to take corrective actions if needed. Planisware never knowingly do business with companies or individuals that engage in human rights abuses or violate employment laws.

If you learn about any illegal or improper behavior about one of our suppliers or vendors, report your concern immediately to our legal department so that we can evaluate the potential impact on our partnership.

## **6.4 Commitment to the environment**

Planisware is committed to investing in environmental protection. Although Planisware operations have a relatively small environmental footprint compared to other industries, we seek nonetheless to reduce our energy consumptions and emissions to a minimum.

- ♪ We endeavor to introduce the best available technologies in computer and server renewal and to operate the most efficient procedures and operations to reduce energy and limit emissions.
- ♪ We ensure that all premises of Planisware and their subsidiaries comply with environmental protection regulations.

We welcome any ideas that you think might help reduce our environmental impact and do better. Share your ideas with you manager to figure out if they can be implemented at your location.



## 7 Our shared responsibility

### 7.1 Ask yourself.

Before you engage in any activity that makes you uncomfortable, make sure you take these steps:

- ⌋ Stop and reflect. Ask yourself what specifically am I being asked to do? Does it seem unethical or improper? This will enable you to focus on the specific question you are faced with, and the alternatives you have. Use your judgment and common sense; if something seems unethical or improper, it probably is.
- ⌋ Clarify your responsibility and role. In most situations, there is shared responsibility. Are your colleagues informed? It may help to get others involved and discuss.
- ⌋ Discuss with your manager. In many cases, your manager will be more knowledgeable about the question, and will appreciate being brought into the decision-making process. If your manager is requesting you to perform the actions that are making you uncomfortable, discuss with other managers or a member of the executive team.
- ⌋ Seek legal advice: If you are unsure of what to do in any situation, seek guidance from the company's legal counsel before you act.

A conflict between our Code and a local law or code?

This global Code of Ethics and Business Conduct aims to provide a framework for Planisware policies and standards with an emphasis on the rationale behind them so that they can be easily understood. It does not intend to replace any existing policies; you should continue to refer to standards and rules applicable in your workplace. If a local law conflicts with our code, follow the law. In all cases, you are recommended to seek guidance from your manager, the legal or compliance team.

### 7.2 Speak up, your voice matters

Problems can only be fixed if we are aware of them. The earlier we learn about them, the greater our chances to deal with them and limit the harm they can have for Planisware and our stakeholders.

We have an "open door policy" at Planisware; we promote an atmosphere where you can talk freely and discuss any concerns or issues that you might have. You can reach out to your manager, a member of the Human Resources team, legal team or our compliance team whenever there is something that doesn't feel, look, or sound right. While we encourage employees to report openly, you may also report using an anonymous email address.

#### 7.2.1 Confidentiality guarantee

Planisware will maintain confidentiality as much as possible; however, please recognize while investigating the concerns and taking appropriate remedial actions, some dissemination of information to others may be necessary. Planisware believes that employees' concerns are best addressed through informal and open communication, however, you may also report a misconduct in a more formal way – please check local process available to report misconduct in a formal way.

## **7.2.2 Good faith reporting and non-retaliation**

Acting in a good faith means that all reports of activities that might be inconsistent with Planisware Code, policies, the law or regulations are made with honesty and sincerity. Making personal or false attacks targeting specific individuals will not be tolerated. It is also considered as a violation of this Code to make abusive, dishonest, or otherwise bad faith reports and may lead to disciplinary action.

Planisware is committed to non-retaliation. In order to work effectively, it is vital for all of us to trust and respect each other. We have zero-tolerance policy regarding retaliation of any form against an any employee who raises concerns in a good faith or helps in an investigation.

## **7.3 Code of Ethics and business conduct waivers**

In general, no one is exempted from the content of this Code, regardless of the job position or seniority. Any waivers of the Code for any employee may only be granted, in accordance with law and regulations, by Planisware executive management.

Nothing in this Code or in any Planisware policy prevents you from communicating directly with law enforcement or government agencies about actual or potential violations of laws or regulations. No prior permission of Planisware's Legal Department is needed to engage in such communications, nor do you need to inform the company about such communications.