



# CODE OF ETHICS

NEORIS



## Executive Message

**At NEORIS, we recognize that our values and ethical principles are fundamental to our business culture. We also know that being a leading global digital accelerator engenders great responsibility.** As an organization, we strive to create products, services and experiences that connect the world and promote the development of the communities in which we operate. This mission is vigilantly guided by a duty to our clients, shareholders, suppliers, talents and to the greater society at large.

We are committed not only to helping our clients take the leap towards innovation so that they can carry out their activities in a more efficient and competitive manner, but we also have our sights set on always doing the right thing. For us, integrity and ethics are the basis of our operations, which is why we seek for all of us to be defenders of these values.

To do this well, we have empowered our people to make good decisions, act, and speak up with confidence. For this reason, we created this Code of Ethics through which we seek to define our expectations on how we behave and make decisions. This Code is a guide to help us deal with complex situations and ensure that we are meeting a high ethical standard.

Our Code of Ethics is not just a document, it is the representation of what we believe, how we live and how we lead the way. We want this to be a guide that is always present in everything we do, in all our

operations, in how we relate to each other and in how we serve our clients and contribute to society.

Compliance with and respect for this Code will be key to becoming true agents of change. We hope that this will be the central core around which our decisions and interactions within the organization revolve, while we ensure that our leaders, directors and individual collaborators respect it and feel encouraged to speak up if they have questions or need help. Our goal is to use this Code of Ethics to, together, continue to create, accelerate and evolve towards continuing to have a positive impact on the world.



## Purpose and scope of our code

Our Code of Ethics is our founding document, one where the main themes are our six core values of **Honesty, Commitment, Agility, Teamwork, Responsibility, and Diversity & Inclusion**. Within it, we reflect these principles and values in a practical way, offering guidelines and expected behaviors that allow us to understand the responsibilities that each one of us who is a part of NEORIS has.

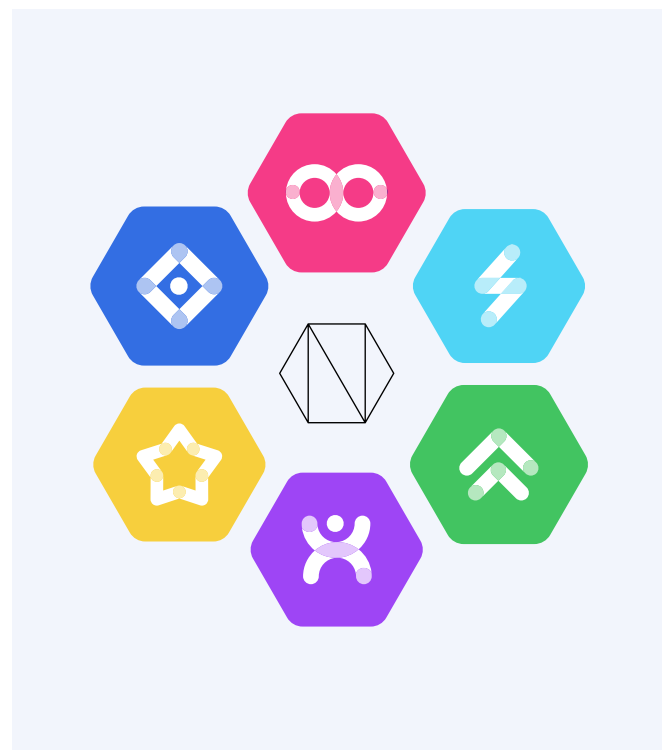
In addition, it promotes a culture of compliance, ethical conduct and responsibility, through a series of behavior guidelines with the highest level of demand in the commitment to comply with laws, regulations, contracts, procedures and ethical principles. Although it does not cover every situation we may face in our daily activities, the Code should be the first resource to turn to when faced with an uncertain situation, dilemma, or difficult decision.

The Code is applicable and, therefore, enforceable to all of us who are part of NEORIS, regardless of the contractual modality that determines their employment relationship, position they occupy, geographic area in which they carry out their work or group company to which belong. It is also applicable to the members of the Administrative Body for all the companies within the NEORIS Group, and our customers, suppliers, contractors and other stakeholders. NEORIS will provide the necessary means so that those mentioned above are aware, at all times, of the relevant external and internal regulations for compliance with these ethical values, including the establishment, if necessary, of control mechanisms to ensure and guarantee compliance with the law and ethical values.

The application of the content of the Code, in no case, may lead to the violation of applicable legal provisions, in which case, the Code must comply with said legal provisions. The Code will prevail over those

internal regulations and local Codes of Conduct that could contradict it, unless these establish more demanding conduct requirements. This may permit us to create specific adaptations for the countries in which the NEORIS Group operates, based on prior consultation and authorization from the **Compliance Area**.

The Code will be developed and supplemented by existing global and local policies which, when necessary, will provide further detail on how to address specific issues.







## The importance of ethics

**Ethics offer us the correct way to live, as well as the correct way to develop the path of the company,** through the application of specific principles, making certain decisions and carrying out specific actions.

Having a code of ethics allows us a greater harmony with society and a better adaptation for workers in the work environment, respecting their rights. It becomes essential to achieve benefits and create long-term value. Establishing a recognized Code of Ethics is also an integral part of creating an image that generates better social acceptance. This is not only the case with our clients through the projection of a better image, but also with our employees, increasing the degree of loyalty to the company.

In our mission to be a digital accelerator and technological partner of companies throughout the

world and with an innovative mindset, we have a reach and influence that requires the commitment and responsibility of all those who make up NEORIS, utilizing the highest standards of the market, ensuring that our solutions have a positive impact on organizations, society and people. Our Code of Ethics is the tool that allows everyone who is a part of NEORIS to understand what their responsibilities are and that also explains some of the legal regulations to which we must submit and comply.

## What is expected from each one of us?

In order to generate the best and most respectful work environment, where recognition, diversity, and inclusion are promoted, we must:

- Act in accordance with **our principles**.
- **Act legally, honestly and ethically** and in the best interest of NEORIS.
- **Complete training on the Code of Ethics, use the Code and speak up** when something concerns us.
- **Cooperate with NEORIS in any investigation**, including requirements on confidentiality, participation and honesty.
- **Not retaliate against those who**, in good faith, raise a possible violation of the Code of Ethics, Corporate Policies or laws, or who **cooperate in an investigation**.



Additionally, our managers must:

- **Lead by example**, knowing the impact that our behaviors and decisions have on others. This includes acting in accordance with our **Code of Ethics and Corporate Policies**.
- **Promote and maintain a positive work environment** in which everyone feels included and empowered to do the right thing, and simultaneously **encouraged to speak up if they have new ideas, comments or concerns**. This means listening to feedback and concerns and elevating issues to others when necessary.
- **Immediately report current or potential violations of the law**, the Code of Ethics or our Corporate Policies.

Any person who is a part of NEORIS must be aware of the existence of the Code of Ethics and understand its content.

If after consulting the Code of Ethics and the Policies that are components of its development, we have not been able to resolve an uncertain situation, dilemma or difficult decision, we must resort to our immediate superior or to the **Legal or Compliance area** to receive the appropriate guidance.

To know if we should raise a matter with our immediate superior or raise a concern to the **Legal or Compliance area**, we must consider:

**DOES MY ACTION OR DECISION  
COMPLY WITH OUR CODE, POLICIES  
AND APPLICABLE LAW?**

**DOES MY ACTION OR DECISION  
REFLECT THE VALUES OF NEORIS?**

**COULD I JUSTIFY MY DECISION OR  
ACTION IF IT BECAME PUBLIC?**

If the answer to any of these questions is  
**"no" or "not sure," you must elevate  
the issue to those above you.**





## Raise your voice

Any of us should speak up if they experience or witness inappropriate, disrespectful, fraudulent, immoral or illegal conduct or if, in general, they suspect a violation of the law, the Code of Ethics or Corporate Policies. It is not necessary to have all the information or details to report a case.

### Where and with whom can you address these issues?

- Your **immediate supervisor**.
- **Legal Department or Compliance Area**.
- **Human Capital department**.
- If your first point of contact does not take action, **you can communicate with the next hierarchical level**.
- For questions related to **privacy**, you can contact the DPO ([dpo@neoris.com](mailto:dpo@neoris.com)).
- **The Ethics Channel**, the channel through which you can communicate any **incidence or irregularity of compliance with internal or external regulations**.



### What information must you provide?

Through the aforementioned channels, you can communicate any information related to truthful facts or data, or about situations for which you have reasonable grounds to believe is true information.

NEORIS will investigate the complaints received promptly and diligently, promoting the appropriate and necessary measures to resolve the situation. The details of the investigation will be reviewed in a confidential, fair, objective and impartial manner.

NEORIS will make every effort to obtain all versions of a situation.

NEORIS has zero tolerance for retaliation against those who:

- In good faith, raise a concern of a possible violation of the Code, the Law or Corporate Policies, as well as those who express their intention to do so or support someone else to do so.
- Participate in an investigation.

Consequently, disciplinary sanctions may be adopted against those who retaliate, even ending the employment or commercial relationship.



# A safe and respectful workplace

## Health and Security

At NEORIS we are committed to providing a safe and healthy work environment. Key to this is maintaining a culture of safety and well-being among our staff, suppliers and the communities in which we operate, to prevent work-related injuries and poor health. Health and safety are priorities for us and we know it is necessary that we take care of ourselves and others.

To this end, NEORIS will provide its employees with a healthy and safe environment, ensuring occupational risk prevention measures are up-to-date and adhere to the applicable regulations.

Likewise, NEORIS will promote safety and health at work programs, providing its personnel with training, along with the information and means necessary to carry out their work, and adopt the preventive measures established in this regard in current legislation, policies and systems now existing and any others that may be established in the future. Doing this ensures that we take care of everyone, both on our own work sites and in other locations that have the potential to be affected by our activities.

The individual responsibility of each one of us is equally essential, so we must all be prepared to act when we see or learn of a safety or health risk. We must remain alert to what is going on around us and be prepared to report any accident, injury or concern that may affect health or safety in the work environment. To this end, NEORIS provides its employees with communication mechanisms, as defined in the "Raise Your Voice" section.

Likewise, these principles will be transferred and will affect our suppliers who, in each case, must ensure the protection of their employees and will also

provide them with a safe environment, will keep occupational risk prevention measures updated and will respect the applicable regulations. In addition, they will provide their personnel with the training and the necessary means to carry out their work as contracted and respond to any damage or harm for which they are responsible either through action or omission, especially as a consequence of not having adopted the appropriate preventive measures regarding health and safety to avoid these situations.

Creating a safe workplace will involve:

- That we comply with safety, **health and environmental policies, laws and guidelines.**
- That we **protect the environment and the communities in which we do business.**
- That we **do not work under the influence of alcohol, drugs, controlled substances or other types of substances** that could compromise safety or performance.
- That we **do not go to the workplace with weapons** of any kind.
- That we comply with all company policies regarding physical **security, including regarding visitors, access to facilities and the use of NEORIS personnel badges.**

**Remember: Safety and well-being are key to being able to carry out our work.**



## EXAMPLE SCENARIO

**Q.** Manuela is organizing the physical documentation located in the cabinets and shelves within her department office. Within the higher areas for which there is no easy access, she asks her supervisor where she can find a ladder in order to tidy up that area. Her supervisor indicates that she is very busy and tells Manuela to use a chair or climb however she can. What should Manuela do?

**A.** Manuela must immediately tell her supervisor that it is dangerous to climb on a chair since it is not high enough and creates a risk of falling for her. If her supervisor insists, she must report the situation to the **Occupational Risks Department** so that they can tell her where to locate a ladder to finish her work. Manuela, and of course any worker, must comply with the guidelines and rules regarding Occupational Risks of the company and the local and international regulations that may affect them.

**\*Do not forget that, in any situation, you should ask yourself if that situation poses a risk to you or to your colleagues. At the slightest risk or dangerous situation, do not hesitate to contact your supervisor, the Human Capital Department, the Legal Department or the Compliance Area.**

## Human Rights

NEORIS promotes respect for human rights, understanding these as universal, indivisible and interdependent rights that we all have as human beings and that are inherent to all of us, regardless of nationality, gender, ethnic or national origin, color, religion, language or any other condition. Therefore, they are fundamental rights and freedoms that all people have by the mere fact of existing. Respecting these rights allows us to create the essential conditions for human beings to live with dignity in an environment of freedom, justice and peace.

At NEORIS, we have a firm and solid commitment to all human rights, integrating and complying with them in the way we do business. Likewise, we support and respect the protection of internationally proclaimed human rights principles, as expressed in

national and international regulations and, especially, in the International Bill of Human Rights, in the United Nations Global Compact and in the Declaration of the International Labor Organization on Fundamental Principles and Rights at Work.

Our commitment is solid and we will not tolerate any violation of human rights in the course of our business, not even by our suppliers. We take seriously any accusation that NEORIS is failing to properly respect human rights and hope that our business partners share our commitment to advancing human rights and that they avoid being complicit in human rights abuses.

Also, we are committed to complying with all laws related to wages and hourly workload that govern





our industry, the right to free union association and collective bargaining, respect for all people, equal opportunities and non-discrimination for any condition or circumstance. We will never use or condone the use of forced labor or child labor and we will guarantee all our employees the right to work in a safe, healthy and humane environment.



**\*At NEORIS we encourage you to communicate any question or concern related to human rights. We also ask you to report any potential abuse, through the different channels detailed in the "Raise Your Voice" section. In any situation, ask yourself if the situation is correct and how it should be managed. Take into account all the mechanisms that NEORIS has implemented.**

## Harassment and respect in the workplace

In order to maintain a work environment free of discrimination and personal harassment, we reject and condemn as an organization any form of physical, sexual, psychological or verbal harassment or abuse among employees, as well as any conduct that may create an intimidating, offensive, humiliating and hostile environment. We will demand this same commitment from all our employees.

A work environment free of discrimination is based on respect on the part of and towards any colleague, superior, and subordinate, regardless of their professional and personal circumstances. Respecting others implies taking care of the way in which we treat others and how we communicate. We must understand that harassment is: any inappropriate, offensive or discriminatory conduct that creates a hostile, disrespectful, intimidating, degrading, humiliating or offensive work environment. Harassment, apart from specific behaviors, can also be the way in which a person perceives an action.

In order to be able to recognize situations involving abuse, some examples are provided below:

### EXAMPLES OF VERBAL ABUSE:

- Threats.
- Insults.
- Abusive criticism.
- Abuse disguised as jokes.
- Excessive blaming or accusing.
- Cursing.
- Intimidation.
- Disrespectful comments.

**EXAMPLES OF SEXUAL HARASSMENT:**

- Making sexually suggestive jokes or comments.
- Touching, slapping, hugging or other suggestive physical contact.
- Suggestive statements about a person's body, clothing, or sexual history.
- Making comments, statements, or telling stories of an explicit or sexual nature.
- Displaying sexually suggestive materials (photos, objects, or magazines).
- Making unwanted proposals or advances or undue pressure on others.

All of us have a part in guaranteeing safety for our employees and a protective work environment which includes the absence of conduct that may disrupt worker peace of mind. If you witness or know of any situation in which disrespect or conduct that involves harassment occurs and you cannot stop it yourself, report it through your supervisor, the **Human Capital Department** or the **Compliance Area**.

**EXAMPLE SCENARIO**

**Q:** Hortense is working in a new office and she has noticed that her manager, Frederick, has made several remarks about the appearance of some employees that include comments about their clothing and body parts. Frederick hasn't made any comments about Hortense, so she's not sure if she can or should say anything, since the comments are about other people.

**A:** Hortense must speak up and report the behavior. Frederick's conduct is unacceptable and could create a hostile or offensive work environment. It is not necessary for the comments or behavior to be directed at Hortense personally for her to take action.

**Q:** Sofía and her colleagues receive an email with an inappropriate joke about her. Sofía feels offended and humiliated by what the email contains. What should she do?

**A:** Sofía should notify her superior, the **Human Capital Department**, the Compliance Area or go through the Ethics Channel. NEORIS has an obligation to guarantee that the work environment is a place for everyone. The goal is a comfortable, healthy environment with no place for offensive behavior.

**\*NEORIS, as a company, does not tolerate this type of behavior and will not hesitate to take the necessary measures to stop this, which may include disciplinary measures for the employee responsible for engaging in the behavior.**



## Diversity & Inclusion

NEORIS encourages treatment of people with respect, dignity, honesty and professionalism, in an environment without threats, humiliation or discrimination through the use of suggestive or derogatory words or actions, and always with the idea of adapting behavior to local cultures. We seek to provide an environment in which diversity, including that related to one's origins, prevails, taking into account our differences, while respecting and valuing them.

Diversity freely fosters and contributes to talent, ideas and perspectives, creating a more comfortable environment that encourages interaction and communication and boosts creativity in our services and products to our clients.

Recruitment, promotion, training, compensation, and benefits must be based solely on ability, skills, competency, professional experience, and adherence to NEORIS values. People who hold management or supervisory positions must facilitate the professional development of their associates, helping their professional growth. In short, at NEORIS, we seek a safe, inclusive and productive work environment for everyone.

In no case will promotions, rewards or access to training be decided based on culture, racial origin, color, age, gender, gender identity or expression, sexual orientation, ethnicity, disability, pregnancy, religion, political or union affiliation or marital status.

We must value differences and provide an inclusive work environment for all - which includes staff and stakeholders – and, especially, offer the necessary accommodations for people with disabilities.



### What can we do on a daily basis?

#### Embrace Inclusion:

- Accept **ideas, opinions, questions and different ways of thinking.**
- **Respect** each person regardless of **role, hierarchy, position, employment status or position.**
- Consider the needs **and perspectives of other people.**
- **Evaluate** how our **words and actions can be perceived.**

#### Reject and prohibit Exclusion:

- **Offensive acts, bullying, violence in the workplace, harassment, discrimination and isolation** of people or groups that are different.
- **Threats, insults, humiliation, mockery.**
- **Retaliation against someone who has a different opinion** or who questions **initiatives or reports non-compliance with the Code of Ethics or any regulation.**



In addition, NEORIS has developed policies focused on respecting the personal life of its professionals and promotes conciliation programs that facilitate the best balance between this and their work responsibilities.

We must practice diversity not only among ourselves, but also with our customers and suppliers, and among all those with whom we interact. Always ask yourself if certain comments or behaviors are correct and follow the principles and values promoted by NEORIS. When

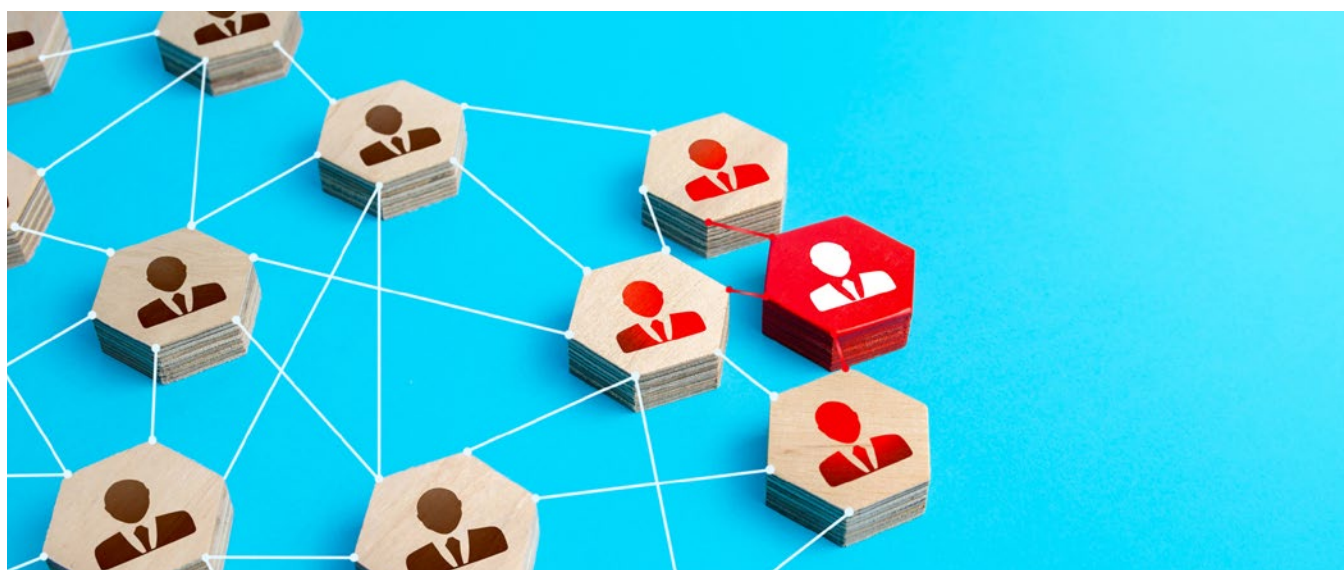
in doubt, you can go to your supervisor, the **Human Capital Department** or the **Compliance Area**.

Remember that we must promote an atmosphere of openness, courage, generosity and respect that allows all NEORIS personnel to do their best, while feeling free to raise their doubts, ideas and concerns.

## EXAMPLE SCENARIO

**Q:** George constantly makes comments about how people in one region of the world are “untrustworthy” and have a poor work ethic. Tania has noted these comments more than once. Are George’s comments acceptable?

**A:** No. George’s comments are discriminatory and distracting, so they need to stop. Tania must report this conduct to her supervisor, to the **Human Capital Department** or to the **Compliance Area**. She can also talk to George and ask him to stop making these comments.







## Dealing fairly with our stakeholders

**WE MUST CARRY OUT OUR ACTIVITIES WITH RESPECT,  
INTEGRITY AND HONESTY**

### Relationships with Clients

We always seek to carry out our activities in a fair, honest, professional and accurate manner with integrity, promoting non-discrimination towards clients or markets and respecting local customs and traditions. In this way, we work to be the best option for our clients.

We ask our clients to also comply with the standards of our Code and with all applicable laws. Any illegal or unethical activity involving our clients or partners should be reported at all times.

We must commit to our clients in a reasonable way,

avoiding committing to the impossible, making false claims, improbable delivery dates or non-standard payment terms. From our clients, we must demand the same integrity. If during the relationship with the client circumstances change and it becomes impossible to fulfill the commitment, we must immediately notify our supervisor and the client.

### Relationships with Suppliers

Our relationships with suppliers must be managed with honesty, respect and integrity, always seeking equal opportunities. Our process with suppliers must be consistent, respectful and confidential.

The criteria for the selection of our suppliers are:

- **Competitive prices.**
- **Quality.**
- **Experience.**
- **Service.**
- **Adherence to sustainable business practices.**
- **Service infrastructure.**

For the incorporation of suppliers, the established guidelines must be followed, aimed at ensuring that, prior to contracting a product or service, we have sufficient knowledge of the company, we can place our trust in it and we have made a rigorous comparison that allows us to obtain the best value for money. Consequently, a commercial relationship cannot be initiated without having reviewed all the relevant documentation and ensuring that the aforementioned requirements are met. Payment and contractual terms must adhere to NEORIS policies and standards.



## EXAMPLE SCENARIO

**Q:** Anna started working on a project with a supplier that has not been approved by NEORIS. When expressing the situation to her supervisor, Anna was told to go ahead so as not to hinder the work and the deliverables. Is she okay with continuing to work with the provider since her supervisor is suggesting it?

**A:** No. Anna and her supervisor must adhere to NEORIS policies and procedures for approving vendors at all times. Anna must stop working with this provider until they are approved and report the situation. This is the way she and her supervisor should work so as to promote correct behaviors. At NEORIS, the goal is to lead and inspire everyone to do the right thing.

## Relationships with the Community

Being a responsible company is part of our business model. We want to have positive impact based on economic, social and environmental criteria that generate substantial value for NEORIS. We seek to work with third parties and other groups interested in initiatives that fulfill this vision of building a better future for all of us.

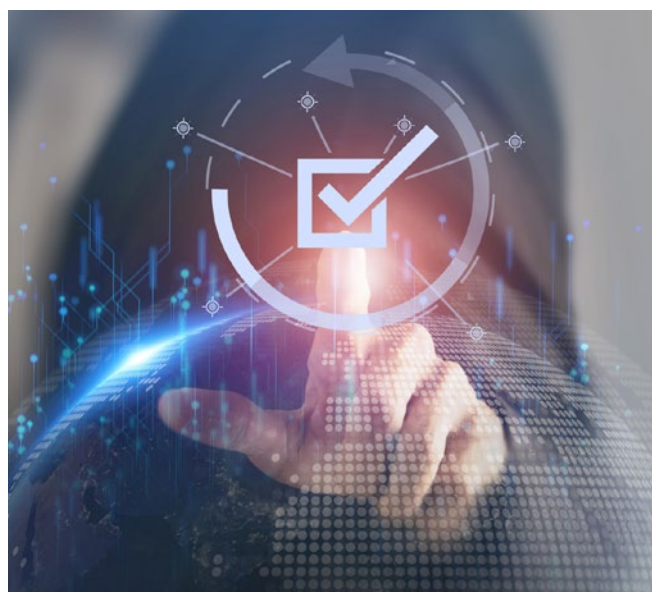
NEORIS seeks to engage in economic, social and environmental programs, always in compliance with the law. We ensure that our participation in programs, actions or sponsorships have internal company approval as well as with local authorities. In addition, we also make sure NEORIS does not assume obligations or responsibilities that belong to government entities, other organizations or the community itself. We must ensure that we do not create or promote any dependencies on NEORIS.

All behavior in the community must reflect the values of NEORIS.

Our individual participation in events not sponsored by NEORIS may not interfere with job performance. By participating in events – on our own time or during

business hours with the consent of NEORIS – we must not create false expectations of support or imply that NEORIS will contribute in any way. As employees, we may not solicit or accept any personal assistance or benefits from any person holding public office or from private persons in exchange for our support.

We seek to hire qualified local personnel and foster relationships with qualified local suppliers.



**AS A COMPANY, WE PROMOTE:**

- The identification risks and negative impacts and make plans to mitigate them.
- Being in contact with stakeholder groups and engaging in frequent dialogues.
- Development of community participation plans that create shared values.
- Being active social participants in the community.

## Relationships with the Government

Government entities may act as regulators, third parties, shareholders or promoters. All relations with government agencies and officials around the world must be carried out in a respectful and comprehensive manner, consistent with the values of NEORIS, our Code of Ethics, our policies and with the law.

Staff members whose work involves sales to government agencies must be aware of and comply with all legal requirements governing each particular transaction. For transactions where government agencies are acting as providers of goods or services, we must adhere to the principles set forth in our Code, our policies, and all applicable laws.

Government agencies that are shareholders of any NEORIS company must always be treated the same as all other shareholders. No individual shareholder should have preference over the others.

You must have authorization to interact or establish business contact with a government entity or official on behalf of NEORIS, understanding all NEORIS policies and rules, as well as applicable laws. When in doubt or if experiencing uncertainty, we must ask and discuss any concerns with the **Legal Department** or **Compliance Area**.





## Commitment to improve the performance of our work environment

We always seek to operate responsibly and sustainably with protection of the environment in mind. We strive to be a sustainable business model and in turn also want our clients to create a positive social, economic and environmental impact for the planet. We conduct business in an environmentally responsible manner, always complying with applicable environmental laws, regulations and standards.

We are committed to reducing negative environmental impact and reducing pollution, through the reduction of resource and water consumption, carbon emissions,

energy and waste. We provide the information and resources necessary to manage environmental performance efficiently and achieve objectives.

We are all responsible for taking into account environmental protection and integrating sustainable practices that support NEORIS objectives during business processes, through behaviors that reduce our environmental footprint.

## Operations in compliance

### Antimonopoly and legal competition

NEORIS is committed to complying with and respecting all antitrust and fair competition policies. We must adhere to all antitrust and competition laws and regulations in all countries in which we operate and, furthermore, respect the principles and values driven internally by the company. Therefore, at NEORIS, we encourage and guarantee that our actions are carried out in accordance with the principles of non-discrimination. We work to promote equal treatment, avoiding discriminatory practices and act under the principles of impartiality and independence, always ensuring confidentiality, which allows strict compliance with the laws for the defense of competition and its implementing regulations.

It is prohibited to take unfair advantage of our market position in any geographic area. Therefore, there must be a legitimate business reason, such as a cost difference or competitive bidding, for selling the same product or providing the same services at different prices to similarly situated customers.

Informal arrangements or agreements with competitors regarding prices, sales conditions, production volume, market allocation, or any other aspects that limit trade in any way are illegal and completely prohibited. Joint ventures, UTEs, Joint Ventures, or any type of collaboration or merger agreement between competitors may affect free competition, and thus in many cases, official approval will be required. It is also often necessary to confirm their legality within various legal systems, as they may have consequences in other countries. In view of this, you must ensure that the **Legal Department** verifies the legality of such plans, as soon as possible and always before they are implemented. In addition to verification on the part of the **Legal Department**, you must undergo the corresponding corporate approval process.

Some examples of the actions mentioned in the previous section are: **agreeing on prices, granting discounts, group boycotts and bid rigging.**





**Likewise, do not divide opportunities, markets, offers or geographic regions.** These practices are known as market allocation agreements and also violate competition laws.

When negotiating with our suppliers, we must be extremely cautious when discussing the competitive terms of other suppliers. Conversations around these issues generate suspicions of possible illegal agreements. A unilateral decision not to sell to a particular customer can become a problem if NEORIS's market position is so predominant that that customer depends on its contractual relationship with us to carry out its activity.

Ultimately, we must consult the **Legal Department** before writing and signing agreements, contracts, or taking actions that could violate laws or regulations governing trade and competition.

While contact with our competitors is unavoidable and may be perfectly legitimate (for example, when a competitor is also a customer or supplier), if in doubt, you should consult a **Legal Department** representative before making any contact for confirmation to determine if it effectively complies and respects the laws that regulate competition. You should also avoid actions that appear to exclude or harm current or potential competitors. Competitive measures must always be justified by sound business considerations. **Fighting a particular company or taking action to drive a particular company out of the market is illegal.**

### What is a competitor and what should be considered?

1. Any company that can potentially provide a service, solution or offer similar to that offered by NEORIS and which a customer may choose over NEORIS.
2. The nature of each business in each specific project will have to be analyzed, since a company may not perform the same services as NEORIS, but may do a part of them. Therefore, we may come across companies that are our competitors in one part of their services and business partners in another.
3. When we compete with a business partner, customer or supplier for a given opportunity, we must treat that company as two separate businesses with different relationships: one that competes with us and one that is a business partner, customer or supplier.

**We must be careful and seek guidance from the Legal Department in the following cases (among others):**

- When dealing or communicating with competitors.
- When we are in a geographic area dominated by NEORIS.
- When it is difficult for us to identify a legitimate business reason for an action.

**Antitrust Do's and Don'ts:**

- We only obtain market or competitor information from public and legitimate sources.
- We document any public source of information about the market or about competitors.
- We review public offerings with our **Legal Department** and ensure the correct use and handling of sensitive information.
- We obtain feedback from our **Legal Department** before submitting proposals for sales conditions, promotions or incentives to suppliers, distributors or customers.
- **We do not discuss** the following terms with direct competitors or customer-competitors: **current or future prices, costs, margins, corporate or business practices, sales strategies, discounts, incentives, or terms with specific customers.**
- We do not agree or discuss agreements to:
  - Restrict prices.
  - Restrict negotiations or promotional plans.
  - Restrict the customers or types of customers to whom our customers can resell.
  - Require exclusivity from clients.
  - Agree on credit terms and current or future prices, discounts or incentives.
  - Agree terms or conditions of sale.
  - Block competitors or distributors.
  - Establish profits or margins.
  - Restrict sales territories or geographic markets.
- We do not condition the sale or purchase of a product on the sale or purchase of another product.



**\*We must comply with all antitrust laws and regulations.**

**\*Laws vary and are sometimes complex, so consult the Legal Department before interacting with competitors or engaging in business that may unfairly restrict trade. In addition, we only collect and use business information about other companies ethically, legally, and in accordance with confidentiality obligations.**



## EXAMPLE SCENARIO

**Q:** Carla attended an industry event luncheon where a competitor told her he was frustrated with the new pricing changes at his company. He spoke in detail about his company's plans to inflate the prices of certain products and services throughout the organization. What should Carla do?

**A:** Carla should not use this information in any way. We must stick to our clear rules about these types of interactions. Carla must stop all conversation and tell him that he should not be sharing confidential information about his company with her. In addition, she must notify the **Legal Department** as soon as possible. This conversation could create the appearance of a violation of anti-competition laws, which could lead to significant legal problems for both Carla and for NEORIS.

**Q:** Pablo, a NEORIS worker, has a friend who works at a competitor and had also worked for 4 years at NEORIS. They meet occasionally and talk about the projects they have in mind to open, indicating conversations with future clients, commenting on the information exchanged in those meetings, rates, resources and other information. Should Pablo perform this type of behavior?

**A:** Pablo must not carry out or have this type of relationship. Confidential information at the competition level cannot be shared with friends or with former employees who are based at competing companies, both in a business situation and in a social one. Workers must understand the limits and implications of exchanging this type of information. Likewise, the confidentiality agreement will have to be attended to if it has been signed, which, in this case, will be another filter. If you have any doubts about the information that you can share or not, contact the **Legal Department**, the **Compliance Area** or your supervisor.

## Bribery and Anticorruption

NEORIS prohibits personnel from promising or providing anything of value to government officials or third parties in order to gain improper advantage or improperly influence any decision. Nothing may be offered to obtain permits or licenses or to retain or obtain business. Likewise, anything of value may not be accepted or demanded to influence our decision-making on behalf of NEORIS. Ultimately, we must at all times deal honestly and cooperatively with government representatives or third parties and treat them with respect.

At NEORIS, we encourage conduct that complies with anti-corruption laws and regulations without exception, regardless of local culture or business practices. Even if our competitors deliver bribes or make payments of a questionable nature, NEORIS has zero tolerance for bribery or any other activity that violates these laws.

The mere fact of creating the appearance of an act of corruption or bribery is likewise prohibited by NEORIS and, therefore, may also be penalized.



\*Anti-corruption and anti-bribery laws can be complex; therefore, if you are unsure about a matter or incident, you should ask or raise your concerns with the Legal Department.

\*When a government representative requests information or documents in the possession of NEORIS, such requests must be coordinated with the Legal Department.

### What do we mean by:

- **“Anything of value”** is a very broad concept and can include, but is not limited to, cash, cash equivalents (gift cards), gifts, gift baskets, food and drink, entertainment (theater tickets or sports events), assuming client travel expenses, personal favors, loans and preferential treatment in relation to hiring, providing employment or carrying out internships and scholarships.
- **“Government Official”** may include, but is not limited to, an official or employee of any agency or level of government, members and candidates of political parties, employees of government-owned or government-controlled companies, and employees of public international organizations.

**Bribes** are “anything of value” that is intended to **secure an improper advantage or improperly influence the recipient**. This means anything that has value to the person someone is trying to influence, whether or not it has commercial value. It does not matter if the thing of value is financed by NEORIS, a third party or the personal resources of the employee himself. Simply offering something of value may violate the law, whether or not it is accepted and whether or not the benefit is produced.

Likewise, we must not hire third parties to act as representatives, intermediaries or agents to carry out activities on our behalf. **If it is necessary to hire a third party to act on our behalf**, we must ensure that it is reputable, complies with our approval process and agrees to comply with the provisions of our Code of Ethics, especially those referred to in this section. Do not forget that the **Legal Department** will help you first perform a thorough due diligence review and document our relationship with any third parties.





## EXAMPLE SCENARIO

**Q:** Ignacio is trying to get a project with an electric company that is owned by a foreign government. They told him that he should work with Raúl, a consultant, to get the project. When Ignacio explains to Raúl that we have a due diligence process for consultants, Raúl is reluctant to provide background information or financial information, saying “I don’t have time for an investigation. Do you want the job or not?” What should Ignacio do?

**A:** Ignacio must immediately report this interaction to our **Compliance Area and/or Legal Department** and end any discussion with Raúl until the consultant is willing to participate in our approval process.

**Q:** Isabel receives a case of wine suddenly, and without a note, from one of her suppliers. Isabel contacted the supplier to thank them and to get more information about the gift. As it turns out, that supplier is in the middle of intense contract negotiations with another NEORIS team in another geography and they were hoping we could provide them with more details on the process. Faced with this situation, Isabel does not know if she should accept the wine.

**A:** While the retail value of the wine is probably less than \$200 USD, this sudden gift while the supplier is bidding to work with NEORIS on new projects may indicate that they are trying to influence the decision to be chosen for this future contract. As it is not clear that the wine was sent to promote goodwill, discuss the situation with the Compliance Area before accepting the gift and sharing it with the team.

### What can we do and what can we not do?

- We only provide gifts and entertainment in accordance with NEORIS policies, respecting any applicable value limits.
- It must be carried out in a transparent manner, leaving a record in a register with the corresponding area and with the proper documentary support (invoices, receipts, etc.).
- We obtain written approval from our immediate supervisor, the local **Legal Department** and the country director, before making any payment or receiving expense reimbursements from a government official.
- We ask the **Legal Department** for support to enter into a contract or agreement with any third party.
- The offer and acceptance of a gift must serve a legitimate business purpose (i.e., to encourage or enhance a business relationship) without the intent to take unfair advantage.
- We maintain true and accurate accounts, books and records.
- We verify the identity and background of the beneficiaries or recipients of sponsorships, donations or charity and obtain authorization in accordance with applicable policies.
- We do not pay for items that we cannot support with a receipt or invoice.



- We do not allow or accept cash advance payments or any other type of unusual payment arrangement that does not follow NEORIS policies. This includes payments through gift cards, vouchers, checks or gift certificates.
- Facilitator or “expediter” payments are prohibited.



### **RED FLAGS WHEN INTERACTING WITH GOVERNMENT OFFICIALS:**

- Political candidates seeking reelection who ask NEORIS to make a contribution either to their campaign or to a program or cause the candidate supports.
- Local officials demanding a cash payment to secure contracts or work permits.
- Government customers seeking reimbursement for personal expenses when visiting NEORIS facilities.
- Third parties working on behalf of NEORIS and offering a bribe to a government official on behalf of the company.
- Government officials requesting to bring their family on a site visit.
- Foreign government officials requesting excessive gifts in exchange for doing business with a local company.
- NEORIS employees or third parties working on behalf of NEORIS who treat a government official to an expensive meal and pay out-of-pocket expenses.



### **SIGNS OR SUSPICIOUS BEHAVIOR OF REPRESENTATIVES/INTERMEDIARIES/AGENTS:**

- Suspicious provider registrations or registrations for which the provider refuses to supply the information.
- Current or past allegations of misconduct, including improper payments.
- Refusal to commit to compliance with anti-bribery laws, including those contained in our contracts.
- Refusal to identify business owners, partners or directors.
- Family or business ties to a government official whose position may benefit NEORIS.
- Requests to conceal identity or request to keep a relationship secret.
- Individuals or entities on a government sanctions list.
- Request for a commission much higher than the market rate or higher than the usual service charges.
- Request for a substantial advance payment.
- Requests for payments in cash, through a third party or to an unrelated account name or location.
- Unexplained expenses not recorded in the accounting books.

\*Bribes can be very different and appear to be common social or business practices. If you suspect a potential bribery, you must act appropriately, as set out in this Code of Conduct.

\*We do not condone any form of corruption, including offering or accepting bribes or other improper payments. Corruption divides communities, hurts free markets, and undermines NEORIS' commitment to fostering economic opportunity.





## Memberships, donations and corporate sponsorships

From time to time, NEORIS may engage in sponsorship activities with other organizations in support of our purpose and in exchange for legitimate business benefits, such as brand rights, advertising, and hospitality. Donations will be allowed if they support charitable causes.

NEORIS rejects sponsorship activities or requests for donations from customers, their families and close personal contacts during a competitive sales cycle.

We never engage in sponsorship or donation activities or use memberships for improper purposes to influence a business decision or engage in actions that violate applicable laws and regulations or our policies.

Likewise, donations, sponsorships or memberships may not be made to organizations linked to political

parties or public officials that contravene this Code of Ethics.

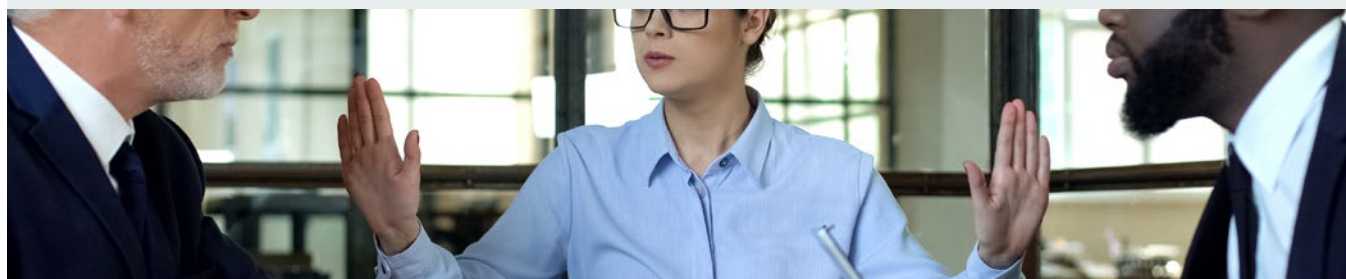
NEORIS is a member of trade associations, coalitions, and professional societies that represent the interests of the technology industry and the broader business community. We also advocate for and commit to social causes that are important to NEORIS and the communities we serve.

**\*Remember that prior to sponsoring any type of event, making donations or enrolling in memberships, you must request the corresponding authorization from the Compliance Area or Legal Department.**

### EXAMPLE SCENARIO

**Q:** Roberto, a NEORIS employee, has a cousin who is a director of an NGO. This NGO needs its website updated and will be launching an RFP or Request for Proposals. Roberto's cousin tells him that if he makes a donation of €10,000 to the NGO, he will surely be the one chosen for the project. What should Roberto do?

**A:** In the first place, Roberto should stop being part of this project as there is a clear conflict of interest between him and his cousin. Then he must communicate all the conversation and data with the Compliance Area and **Legal Department**. This will allow the interactions to be assessed and a determination to be made about whether he will indeed be able to participate in the RFP on behalf of NEORIS.







## Money laundering and terrorist financing

At NEORIS, we do not engage in any activity that involves money laundering or terrorist financing, nor do we help any third party to do so. We report any red flags and any suspicious activity we identify for further investigation to the appropriate agency when necessary.

### What is money laundering and terrorist financing?

- 1. Money laundering:** Concealing the nature and origin of money or other property connected with criminal activities such as drug trafficking, terrorism, bribery or corruption by integrating illicit money or property into the flow of commerce in a way that appears legitimate or so that its true source or owner cannot be identified. People involved in criminal activity attempt to hide the proceeds of their crimes or make it appear legitimate by “laundering” it through legitimate businesses.
- 2. Terrorist financing:** Using money or assets, whether obtained legitimately or through criminal activity, to finance terrorist activities or groups.

Money laundering and terrorist financing are related because very often terrorism is financed with illegally obtained money or assets that are later laundered to make it appear that they come from a legitimate business.



**\*Do not engage in money laundering or terrorist financing activities or assist anyone else to do so.**

**\*We must recognize the signs of money laundering and ensure that we do not facilitate or support the process of concealing the origin of illicit funds from criminal or terrorist activities through our legitimate businesses.**

**\*Remember that the best prevention and control mechanism that NEORIS has is you. If you have any concerns about payments or transactions or doing business with any party that refuses to provide transaction details or identity information, or if you suspect any involvement in money laundering activities, you should immediately report such concerns to the Finance Department, the Compliance Area or the Legal Department.**



### SOME SIGNS OF MONEY LAUNDERING:

- Requests to use currencies other than those specified in the relevant invoices, contracts or agreements.
- Billing requests to countries that have no relationship to the relevant invoices or agreements.
- Payments or charges in an account that is not the usual account for transactions with a certain person or entity, provided the destination of the transferred funds is unknown. Additionally, payments to people who are in tax havens or open accounts in tax havens.
- Cash payment requests for large amounts of money. At NEORIS, we do not make cash payments; everything must be justified through an invoice and contractual support.
- Requests involving third parties or intermediaries who have no apparent role in the transaction.
- Third parties who are reluctant to provide identification documents or whose information is incomplete, inaccurate or misleading, such as a false address. It is important to know with certainty the effective identity of the third party with whom you are going to work.
- Third parties that have complex shareholding structures.
- Third parties who refuse or are unable to identify a legitimate source of their funds.
- Third parties that appear not to care about risks, fees, commissions, discounts, taxes or other costs.
- Third parties that impede the payment and collection policies of NEORIS.

### EXAMPLE SCENARIO

**Q:** Paula manages relationships with some suppliers. Among them, she finds one that she has subcontracted for a project with an end customer. Informally, she has heard that there are internal problems with the processing of payrolls. This provider asks if it is possible that the next payment would be made in cash for an amount totaling €8,000. What should Paula do?

**A:** The first thing Paula must do is to notify the **Finance Department** so that they can take the necessary steps to find out the financial status of the particular company. Second, she must clearly indicate that NEORIS does not make payments in cash and notify the Compliance Area and **Legal Department** so that they can manage the necessary procedures.



## Compliance with international trade regulations

At NEORIS, we comply with all applicable international trade controls, including economic sanctions and export controls, and we analyze all business opportunities to ensure that this is the case.

### What are economic trade sanctions?

Trade sanctions impose restrictions on some countries, regions, entities, or individuals for various economic, diplomatic, and national security reasons. Their scope can range from a total trade ban to specific financial and economic measures. Due to the risks associated with these trade sanctions, and as part of corporate policy, NEORIS does not provide services in some countries and regions or to entities and individuals that are prohibited from doing business with in accordance with applicable sanctions lists. Therefore, we comply with those laws and regulations, including, but not limited to, the laws of the European Union, Latin American countries, the United States, and applicable local rules and obligations.

### What are international trade controls?

International trade controls restrict conducting business with:

1. Countries that support terrorism or the development of weapons of mass destruction, as well as those that commit human rights violations or oppress their people.
2. Organizations and individuals attempting to obtain products, software, technologies, or services on behalf of such countries, or who are involved in terrorism, international drug trafficking, and other misconduct of global significance.

Thus, international trade controls are laws that govern the cross-border transfer of products, technology, and services. These laws include economic sanctions, which are legal measures that restrict where and with whom we can do business; and export controls, which are laws that impose special legal requirements such as government licenses on the international transfer of certain goods, technologies, and services. Export controls are often applied in connection with highly regulated industry sectors, such as aerospace, defense and nuclear power generation, or software with advanced data encryption capabilities.

**\*Since international trade controls can change over time, we are responsible for understanding applicable policies and working with the Legal Department to ensure they are followed.**

**\*If opportunities arise in countries where Human Rights have restrictions or there is a war, discuss business opportunities with the Legal Department before any interaction to ensure compliance with international trade controls.**

**AT NEORIS, THE FOLLOWING MUST BE TAKEN INTO ACCOUNT:**

- We comply with the laws that regulate international trade, as well as the regulations applicable to imports, exports and international sanctions that are in accordance with EU legislation, carrying out with due diligence their obligations to know “third parties” before carrying out a commercial operation.
- We respect the international sanctions legitimately imposed by States or Organizations compatible with European legislation and for this reason we do not operate with countries, third parties or markets that are sanctioned.
- You must understand and comply with the commercial regulations and restrictions that apply in the jurisdictions in which we conduct business, acquire and deliver goods or provide services.
- We must obtain all necessary licenses before exporting products, services or technology that require them.
- Know the integrity risk of the counterparty, product and country before adopting a commercial commitment.

**EXAMPLE SCENARIO**

**Q:** Juan receives a request from a client to perform services in a country where there are complaints from international organizations regarding child labor. It is also a dictatorship and is among the countries where there are hiring restrictions. What should Juan do?

**A:** Juan needs to refrain from making any further communication and must notify the **Legal Department** and the **Finance Department** so that they manage the corresponding internal procedures.

**Q:** I have a wedding in a country subject to extensive sanctions. My team has a project to deliver on a strict deadline and I'd like to work from there. Can I bring my work laptop owned by NEORIS?

**A:** If you are traveling to a country subject to comprehensive national and international trade sanctions, you must first obtain approval from your manager, Compliance Area and **Legal Department**. This applies to transactions and activities with sanctioned countries or restricted parties. In addition, you need authorization to travel to a sanctioned country with a company-managed or company-owned device.

**\*Notify the Legal Department if you believe technical data or hardware is being imported or exported improperly.**



## Regulation compliance

Supervisors should ensure that they are familiar with the laws and regulations governing the business unit for which they are responsible and that they are prepared to manage the regulatory risks they might face.

Before engaging in any import or export transaction, we must consult the **Legal Department**. We must be aware of any trade sanctions that may apply to our business. These issues are often complex and subject to frequent changes, so there must be constant coordination and communication with the **Legal Department**.



## Take responsibility for decisions

### Conflicts of interest and related transactions

Conflicts of interest occur when:

Personal interests of a NEORIS employee, or of their relatives or friends, oppose the interests of NEORIS or the duties and obligations of another employee of the company.

#### Family:

- Includes, but is not limited to, spouses, children, stepchildren, parents, stepparents, siblings, parents-in-law, brothers-in-law, sisters-in-law, aunts, uncles, cousins, grandparents, grandchildren, and any other immediate relatives or household members.

#### Amigos:

- Includes, but is not limited to, people with whom we have a personal or romantic relationship or close relatives of friends or people with whom we live.

When we act with integrity and professional ethics, we prevent our own interests or those of third parties from influencing our objectivity. Being objective when making decisions will also help to promote equality.





### SOME SITUATIONS IN WHICH CONFLICTS OF INTEREST MAY ARISE ARE:

- At the time of hiring, if the most qualified candidate turns out to be a friend or relative of ours. It will be necessary to follow the appropriate contracting procedures and comment on said relationship to the **Human Capital Department**, in order to evaluate the procedure and avoid conflicts of interest. In the event that hiring proceeds, we must avoid any type of favoritism and for evaluations we must be objective, basing decisions on merit and talent. We must not participate in career changes, evaluations or compensation decisions of any family member or friend. In no case will there be direct or indirect supervision between family or friends.
- When our positions change, we must assess whether there is a conflict of interest where there was not before.
- We must take care not to do business that competes directly or indirectly with the company, nor use our position to obtain undue benefits.
- We will not be able to act as suppliers of NEORIS or participate with any supplier. We must not participate in or influence, either directly or indirectly, any quoting, negotiation or decision-making process related to customers and suppliers who are our family members or friends. In case of identifying that a supplier is owned by one of our relatives or friends, we must notify the Compliance Area, the **Legal Department** and the Finance Department.
- Our shareholders can also act as clients or suppliers of NEORIS. We must treat shareholders who have or wish to have a business relationship with NEORIS as we treat any other supplier or customer, always following the corresponding procedures and terms.

### EXAMPLE SCENARIO

**Q:** Sam manages the process for choosing suppliers. In reading through the offers, he realizes that one of the bidding companies belongs to a relative. What should Sam do?

**A:** Sam must disclose the relationship to assess a potential conflict of interest. It is important to consider that even if there is no real conflict of interest, the appearance of one may be an issue.

Related-party transactions are those commercial transactions that NEORIS or its Subsidiaries carry out with NEORIS directors or with NEORIS shareholders who hold a significant participation or have representation on the board and with any other persons who must be considered related parties according to the International Accounting Standards. Related-party transactions, prior to their formalization, must in any case be approved by the Board of Directors of NEORIS and will be governed by the policies on the matter. Contact the **Legal Department** or the Compliance Area to ensure that these operations have been duly approved.



## Gifts and courtesies

We know that our stakeholders will sometimes want to exchange gifts or business courtesies with us. Offering and receiving gifts is not against our policy as long as:

- **The gift or courtesy is reasonable.**
- **It is carried out for legitimate commercial reasons.**
- **It is not given as an attempt to seek to cause undue influence.**

We cannot accept cash or its equivalent, and we must take care that the gift or courtesy does not influence or appear to influence our decision making.

When considering whether to accept a gift, we must ask ourselves:



### Is it a nominal or very low value promotional item?

**Yes:** It's OK to accept it.

**NO:** You need to ask yourself:

### Does the market value exceed \$100 USD (either the specific gift or the cumulative total over a calendar year)?

**Yes:** We must respectfully decline. If it is not possible to reject it, we must notify our supervisor, the **Compliance Area and the Legal Department of the situation**. In no case can it be kept, but it will be assessed whether to donate it or display it in a common area.

**NO:** Written approval from your supervisor will be required in order to accept any non-promotional gift or hospitality under \$100 in value.

In the event that NEORIS is required to offer gifts or entertainment, we must follow all internal procedures for spending, obtain all necessary approvals, and ensure that everything is properly recorded and documented. At all times, we must adhere to and act in accordance with the anti-corruption policy and local laws. **Courtesies**



provided to any government agency or official must be legal and of nominal value, permitted by local law, and for legitimate business reasons. Additionally, all these gifts and courtesies require written authorization from the country director, the Compliance Area, the Legal Department and the immediate supervisor.



#### ACCEPTABLE GIFTS MAY INCLUDE:

1. Promotional items such as caps, pens, notebooks, mugs, etc.
2. Seasonal greetings cards.
3. Small gifts of symbolic value.



#### UNACCEPTABLE GIFTS MAY INCLUDE:

1. Cash or cash equivalents, checks, cards or gift certificates.
2. Luxury goods.

## Use of company assets

Company assets may include, but are not limited to: **facilities, vehicles, office, communication and computer equipment, customer information, intellectual property, corporate plans and strategies, software, employee information, business records, stationery and other office supplies.**

We must be responsible and act with integrity with the NEORIS assets we have access to as a function of our employment. We must avoid using them for personal gain and we must adopt the necessary measures to avoid theft, damage and/or misuse. Personal use of tools such as computers, email, telephones, and the Internet may be acceptable as long as it does not create extra cost to NEORIS and does not interfere with our job responsibilities. In any case, the use of these devices must be in accordance with current corporate policies on this matter.

You are prohibited from creating, viewing, storing, requesting, or distributing any material of an offensive, illegal, or inappropriate nature. This includes intimidating, threatening, abusive, discriminatory, or sexually explicit materials. If you have any questions about the use of any NEORIS asset, consult your supervisor and the company's internal policies.





## Political activities

At all times we must ensure that any participation in political activities or processes is legal. **We may not conduct political activities on company property or use NEORIS resources for such activities.** We must take care that our participation in political activities or processes does not interfere with our working hours and be very careful that any personal activity is not construed as activity on behalf of NEORIS.

Political contributions are only approved when local laws allow it, and must be previously reviewed by the Compliance Area, the **Legal Department** and authorized in accordance with NEORIS internal policies.

## Proper information security and management

### Maintaining confidentiality

We constantly manage confidential information of an economic, financial, technical, personal, commercial and administrative nature (in both physical and digital format). This information is not usually available to the public and is related to NEORIS business functions, including its research activities and development, customers or other business partners or employees. Some examples of the information we handle:

- Assignment of target prices or margins.
- Customer or supplier lists.
- Cost of delivery or other costs.
- Strategic plans.
- Market plans.
- Terms and conditions of the contract.
- Research and development programs.
- Information on mergers and acquisitions.
- Business secrets.



All this information is of great value to NEORIS. It is subject to Intellectual Property and Personal Data Processing laws and, consequently, revealing or leaking it outside the company or to those who do not need it, may have consequences for the business (contractual responsibilities, loss of competitive advantage, reputational damage, loss of trust of our stakeholders).

We must also apply the utmost caution with the information we receive from our competitors, customers, suppliers, partners, etc.

We respect the obligations that candidates and new employees may have towards their previous employers and clients, such as obligations of confidentiality, non-compete agreements, non-hiring agreements. In no case will we force our employees or candidates to share confidential information from their previous employers.

In the same way, once our relationship with NEORIS has ended, we will not be able to take confidential information from the company. If we do so inadvertently, we must return it immediately.

We may only disclose confidential, proprietary, competitive, or otherwise sensitive information to

third parties for an authorized purpose and under an NDA or other appropriate document. You can ask your **Legal Department** for help in securing adequate coverage.

The terms of the NDA or applicable agreements must be strictly adhered to when handling confidential information of a third party and we will seek your consent if it is necessary to share it with another third party.

You must not share confidential information internally beyond those people who need it for their work.

Our employment contract includes our obligations regarding Confidentiality. We must understand and internalize them. In the event of any doubt, we will consult with our supervisor, **Legal Department** or Human Capital.

Information leaks, even if they are unintentional, are still leaks and must be treated seriously by applying all the protocols developed for this purpose.

## EXAMPLE SCENARIO

**Q:** I want to start my day by returning calls during my train ride to work. Does this represent a problem?

**A:** You should be careful not to discuss non-public NEORIS information in public places where others may hear you, such as elevators, public transportation, taxis, or at conferences and exhibitions. When it is necessary to make a phone call in a public place, be aware of the surroundings.





## Data Privacy

Our activity involves the processing of personal data. We are required to know and abide by privacy laws to honor the privacy expectations of others, whether in our role as an employer, service provider, or recipient of products and services.

In any of our areas, we must be able to be satisfactorily accountable. We must design products, services or strategies with privacy in mind, and ensure ongoing security and privacy. To do this, we must become aware of the ways in which personal data and operational information are collected, used, shared and stored.

We have the obligation to understand the privacy practices and policies in force at NEORIS, as well as to carry out the training that the company regularly issues to keep us updated.

In general, we will collect, create and access the minimum data necessary, and as long as there are specific and legitimate purposes.

We regularly review our privacy practices and policies to ensure they meet the expectations of our regulators and stakeholders.

Information leaks that affect personal data must be addressed immediately following the protocols that NEORIS has developed for this purpose.

In case of doubt, you can always contact the **Legal Department** or the Data Protection Officer of the NEORIS Group ([dpo@neoris.com](mailto:dpo@neoris.com)).



### EXAMPLES OF GOOD PRACTICES:

- Only those people (employees or third parties) who strictly need it will have access to personal data.
- Whenever we process customer personal data or need to share data with suppliers, we will do so under a contract that clearly defines the scope of the data and contains specific instructions.
- We will destroy all data for which there is no longer a purpose or that is no longer necessary.



## EXAMPLE SCENARIO

**Q:** I just got moved to a new team. My new manager sent a request to the **IT Department** for the system access permissions I need for the new job. What should I do with the access permissions of my previous position and team?

**A:** You must notify the **IT Department** or your manager that you still have the above permissions. You shouldn't retain access to systems and applications unless it's necessary for your new role, as you could access sensitive information you no longer need to do your job. Both you and your manager are responsible for reviewing the new and old permissions and determining which ones you need. It is important that NEORIS personnel have access to only the data necessary to carry out the responsibilities of their current position.

**Q:** I got involved in a dispute over the departure of one of my former employees. We couldn't find his employment records. I don't know if the dispute was resolved, so I saved his employment records in a folder on my computer. I know we follow record retention guidelines and are supposed to delete certain records after a while. I don't know what to do.

**A:** Unless you've been placed on a legal hold, it's appropriate to comply with our retention policies and potentially delete the records. Keeping them for a long time can pose a risk of access to sensitive or confidential information and inappropriate use of it. In addition, we may be required by law to delete information that is no longer needed, such as personal data or confidential information from a business partner. By retaining records according to our defined schedules, we strengthen our records management program and protect NEORIS. Follow all legal retention instructions to retain records related to ongoing litigation or other disputes. If you have any questions, consult the Data Protection Officer, **Legal Department** or IT.

## Information Security

We have an individual and collective responsibility to protect the company's information and systems and to do so we must reduce the risks that affect information security. This includes protecting devices, data and information. If it is not clear to you if a specific action represents an information security risk, ask before doing so. If you learn of any security weaknesses, whether it be with respect to people, processes or technology, notify the person responsible.



### THE RISKS AND IMPACT CAN BE REDUCED BY APPLYING SIMPLE MEASURES SUCH AS:

- Prevent loss and theft of devices.
- Classification and marking of data from NEORIS and our clients.
- Share information only when there is a business need and only to those who need to know.
- Do not access or manipulate NEORIS or customer data for which there is no authorization or need (commercial or labor).
- Delete data when it is no longer needed using secure deletion methods.
- Use only devices authorized by NEORIS.
- Encrypt communications.
- Do not install software or change settings without consulting the IT Department.
- Avoid the use of personal devices for commercial purposes of NEORIS or for purposes related to your work activity.
- Do not store NEORIS or customer information on personal devices.

We must always remain vigilant and be able to identify security incidents. In the event that they occur, it is essential to act promptly following our protocols and policies on the matter, and inform the departments that need to know about it.

Stay up-to-date with warning signs of security incidents and other information security issues, through the information and training that NEORIS sends you periodically.

### EXAMPLE SCENARIO

**Q:** After work, Lorena decides to go out for a drink with some friends, and to avoid having to go home, she decides to carry the NEORIS computer with her in a backpack. When she gets to the bar, she leaves her coat and backpack on a chair along with other coats. When she decides to leave, she goes to collect her belongings and she realizes that the backpack that contained the NEORIS computer is not where she had left it nor anywhere in the bar. What do we do in these cases?

**A:** In the first place, Lorena should have been more cautious and taken better care of the backpack; It is not advisable to lose sight of valuables such as bags and backpacks in public places. Later, Lorena must communicate this fact to the **IT Department**, which will indicate the steps to follow. It is important that it is done immediately, since the device could contain confidential and specially protected information.



**Q:** Sofia, who is part of the Finance Department, receives an email from a NEORIS employee and colleague. In it, she requests a change in her payroll collection account number. Sofia, before sending the email to the colleagues in the **Human Capital Department**, realizes that the email is not corporate and contains some spelling mistakes in the wording. What should Sofia do?

**A:** Sofia should not answer the email or provide any type of information. Upon receiving this potentially fraudulent email, she must forward it to the **IT Department**.

## Use of privileged information

Inside information is information about NEORIS, our customers, or other third parties that is “material” and “nonpublic.” Information is material if it can affect the price of a security (for example, shares), or if a reasonable investor would consider it relevant in deciding whether to buy or sell securities.

Information is not public if it has not been made publicly available through an official process (e.g., documents filed with official entities or press releases) and effective (meaning that sufficient time has elapsed to allow the market to evaluate it and absorb it into the public domain).

We must refrain from disclosing, trading or dealing in the securities of NEORIS, our shareholders, customers or other third parties, until the information is officially made public. You are also prohibited from giving advice to others to buy or sell securities, or providing “facts,” even in the form of details, such as “our third quarter earnings next week will be very good” or as general comments, when the information on which they are based is not public.

## Intellectual Property

It is our obligation to protect all the assets, goods and resources of the company, clients and other third parties, respecting and complying with the commitments acquired.

This implies that we cannot use or disclose in any way documents (electronic or printed) of a previous employer, client or third party without express and written authorization to do so.





Unless there is express written authorization from a customer, we may not use, disclose, copy, distribute or delete information or materials owned by them.

The use and reproduction of hardware and software elements can only be done under the corresponding license terms and, in all cases, with the supervision and knowledge of the IT area.

The protection of our intellectual property rights must occur from the negotiation phases and commitments with clients, suppliers and other third parties. All of our business proposals and any confidential documents

must be protected and properly marked. In all cases, confidential information and documentation should be shared only with those people who need to know and an NDA or other appropriate protection should be provided.

We must understand and comply with restrictions on accumulated knowledge (also known as residual knowledge or know-how), before using it.

## EXAMPLE SCENARIO

**Q:** I started working recently at NEORIS. At the company where I was previously, I was working on an open-source project and I would like to continue doing this task. What should I know about NEORIS' approach to IP and open-source innovation?

**A:** NEORIS makes significant investments in all aspects of intellectual property development with the goal of fostering our continued success as an innovative company. NEORIS continues to innovate openly where possible (open source, publishing, etc.) as a means to unlock the potential of public discovery and collaboration, advance the state of innovation around the world, and provide equitable access to technology. The decision to innovate in this way is based on the particular business strategy and type of intellectual property, not the judgment of the individual employee. To maximize the impact of our development in terms of intellectual property, each employee has the responsibility to understand and follow the established guidelines, as part of their role with the company.





## Financial Integrity

The financial information we report and disclose must be accurate, truthful and complete. Those responsible for the records (financial or otherwise) and any reports must ensure that they correctly reflect our activities, have documentary support and are accurate, truthful and complete. We have a duty to provide our interested parties with correct and complete information in a timely manner.

Therefore, records should always be based on, among other things, accurate business records, customer invoices, time and expense reports, and hours worked. In this way, other areas of the company will be able to respond appropriately and transparently to possible requests for information. In general, all accounting and reporting policies and standards must be applied, as well as those relating to “record keeping” and “record retention.”

There will never be a reason to create false or misleading records. Unrecorded and unreported funds, payments or receipts do not comply with our business practices and are prohibited.

By verifying the veracity of financial information, we will be able to prevent fraud and misleading statements. Similarly, clear and complete records help us make the best decisions.

The management of the company’s budgets and financial resources must be governed by the principles of prudence and honesty (for example, cash and corporate credit cards).

We are committed to complying with current tax regulations in each country or territory where we operate, which includes not engaging in tax avoidance or obtaining undue tax benefits. NEORIS is obliged to cooperate with the tax authorities in all the territories where it operates and maintain adequate relations with the tax administrations to provide accurate tax information, in accordance with current legislation.

Structures of an opaque nature will not be used for tax purposes, defining as such those intended to hinder the knowledge of the competent tax administrations, the person ultimately responsible for the activities or the ultimate owner of the assets or rights involved.

### EXAMPLE SCENARIO

**Q:** The closing of the fiscal quarter is imminent. I’m part of the Revenue Accounting team and a customer account team leader made me an uncomfortable request. He asked me to roll over a portion of the current quarter’s book ad revenue and insisted that this percentage should be rolled over to the following quarter. He did not provide a clear explanation and seemed reluctant to provide further details. What should I do?

**A:** It is correct to be worried about this. It is extremely important to record revenues in the appropriate fiscal period to ensure the accuracy and completeness of NEORIS’s public financial reports and accounts. Ask them to explain the situation further and to provide more information. If you are still unsure whether a reorganization of the revenue record is authorized and appropriate, refer the matter to your manager.



In case of doubt or requests that do not follow the internal policies of NEORIS, question it and notify your superior, the **Finance Department or the Compliance Area**.

## Communication and use of social media networks

In all your internal and external communications, **be clear, truthful, transparent, courteous and professional**.

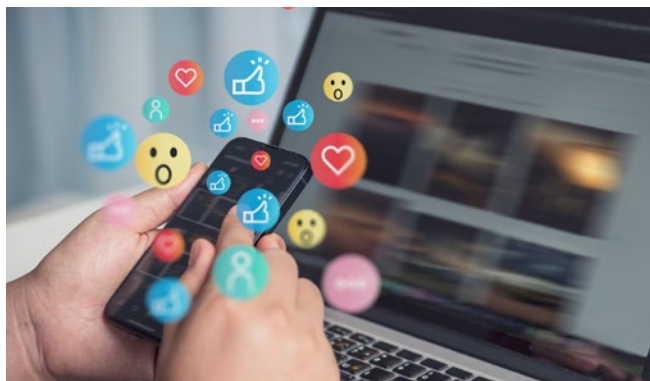
In no case should we make false statements about others.

To ensure that communications are focused and consistent with our brand and to avoid violations of the law, all activities and communications with external media must be channeled through the people empowered to have such conversations (**Marketing Department**).

### SOME EXAMPLES OF COMMUNICATION WITH EXTERNAL MEDIA ARE:

- Requests for interviews with the media.
- Telling what is said and to whom, in speeches and presentations.
- Participation in debates, conferences, round tables and the like.
- Announcements about business developments.

The creation and use of NEORIS social networks must be managed by the **Marketing Department**. When we as individual employees use our own social networks, it must be clear that we are doing so in a personal capacity and that these are, therefore, personal opinions, so that it is understood that we are not speaking on behalf of the company, bearing in mind at all times that the information published on social media networks becomes public information.





### SOME TIPS WHEN USING SOCIAL MEDIA NETWORKS:

- Do not post disrespectful, harassing, or discriminatory content in any messages or posts related to NEORIS, our business, our customers, our suppliers, our business or technology partners, or our employees.
- Communicate transparently and identify your relationship with NEORIS when commenting on company matters.
- Protect the non-public information of NEORIS, its research and development activities, customers or other business partners, protect NEORIS's intellectual property, and respects the rights of others.
- Do not identify a company as a NEORIS client, either through the trade name, trademark, logo or any distinctive sign, unless authorized to do so.
- Consider privacy and always respect the privacy of others.
- Any deviation from the above may damage the image and reputation of NEORIS.

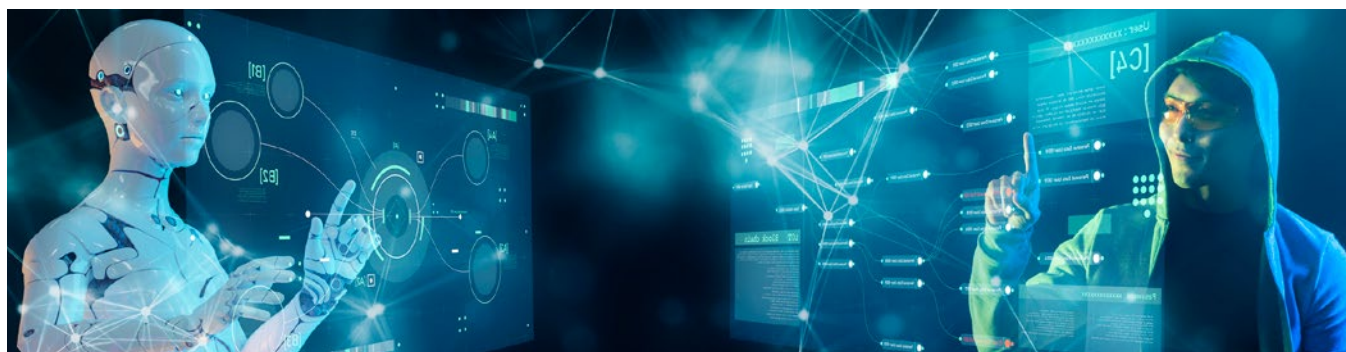
### EXAMPLE SCENARIO

**Q:** I am an active participant in online Artificial Intelligence (AI) discussion forums, where I have an excellent reputation due to my technical knowledge. A well-known author and blogger in the technology sector contacted me and invited me to do an interview as part of his blog post. Although I am very excited about this interview, do I need to ask someone's permission before accepting?

**A:** NEORIS is proud of its co-workers and we want to support them in showing their talent. Before accepting the invitation, you must submit a request to the **Marketing Department** to determine if this opportunity is a good fit. If it is, they will give you more information about how to proceed.

**Q:** I am passionate about working in the technology industry and want to share my experience in this field and support those who are also in this field. I'm thinking of creating a YouTube channel, writing a book/blog/article, or supporting other people who have shared their experience in this way. Should I check with someone first?

**A:** We believe it's great that you are passionate about working in this industry and want to share your experiences with others. However, before embarking on these activities, you must submit an application to the **Marketing Department** for approval. These requests must be submitted whenever an initiative arises that is directly related to NEORIS or the technology sector. Additional guidance will be provided by the **Marketing Department** if approved and further details can be found in the External Engagement Policy.



## Artificial Intelligence and new technologies

As with similar technological advances or innovations, Artificial Intelligence (AI) also has the potential to create economic, political and social challenges based on how it is used and implemented.

At NEORIS, we are committed to complying with all regulations related to AI and its developments. We are also committed to developing, **implementing and selling AI systems developed by NEORIS ethically and in accordance with applicable law.**

When we implement AI responsibly in our organization, we take responsibility for the management, design, evolution, implementation,

monitoring and performance of those systems. Our approach is to **keep the human being** at the center of the processes associated with these systems. We make sure that we have a management structure that allows decisions and actions taken by such systems to be viewed honestly and fairly. We develop systems that are secure, transparent, and auditable and accountable, delivering results that are consistent with our core values, Code of Ethics, and policies.

### THEREFORE, AT NEORIS:

- We make **responsible and ethical use of AI**, respecting the law and understanding it as an **opportunity for progress**.
- We are committed to using new technologies rigorously, transparently and safely to help us **make better decisions and in line with our principles and values**.
- Take responsibility for the application of new technologies, such as AI, in the operations, products and services that make up the activity of NEORIS.
- Ensure that ethical and **reliability criteria are introduced in the application of AI**, without biases or performance criteria that infringe our principles of conduct.

**\*In case of doubts regarding the use of data and the creation of new technologies, do not hesitate to consult the Legal Department, IT or the Compliance Area.**



With respect to new technologies and the use of data, they are a very valuable asset and resource, but it is important that they not be used to discriminate, disrupt the social balance or create problems and that people's privacy is not affected.

It is important that all data have the proper and accurate authorizations so that the data can be used to drive advanced analytics and grow NEORIS business.

At NEORIS, we are committed to making appropriate use of data, requiring the precise authorizations, respecting local and international regulations and guaranteeing protection.

NEORIS will innovate responsibly and adopt the following practices:



- **Anticipate and mitigate potential damage to what the company builds and develops.**
- **Consider all possible impacts on people, communities and society, looking through different dimensions of responsibility.**
- **Identify issues during the development processes in a timely way and quickly and exhaustively manage potential damage.**
- **Seek expert voices, diverse perspectives, and the resources and tools to make informed decisions.**
- **Design products that prioritize security and privacy.**
- **Work with agility to identify and destroy abusive content.**
- **Use internal tools with caution and only what is necessary for the job. Never for personal interests.**
- **Provide appropriate notices.**





This Code has been approved by the Board of Directors at its meeting held on \_\_\_\_\_, 2023, and is effective from the moment of its approval. The content of this document will be updated and periodically reviewed, and adapted to the changes in society in general and the NEORIS Group in particular. The latest approved version can be found on the NEORIS website ([www.neoris.com](http://www.neoris.com)).

### **SOME TIPS WHEN USING SOCIAL NETWORKS:**

I hereby declare that I have read the Code, understand the behavioral standards expected of me, and accept it as a personal and/or business commitment, with the conviction that it constitutes the guide for our professional and work performance, in accordance with the principles and ethical values included in it. I acknowledge that, in case of non-compliance, corrective and/or disciplinary measures may be taken, including the termination of the contractual relationship.

I also declare that I have received the rest of the policies, procedures, and corporate documents related to my position or service. In their absence, I acknowledge that I have been informed of where to find them.

I, \_\_\_\_\_, an employee of \_\_\_\_\_ commit to fully comply with the present Code of Ethics of the NEORIS Group.

SIGNATURE

I, \_\_\_\_\_, legal representative of \_\_\_\_\_ with VAT number: \_\_\_\_\_, hereby declare my commitment to fully comply with the present Code of Ethics of the NEORIS Group.

SIGNATURE

# NEORIS ETHOS


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