



**Alvaria Inc.**  
GLOBAL CODE OF BUSINESS CONDUCT & ETHICS

**Human Resources**  
2022 - 2023

Policy Reviewed & Approved By:		
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## INTRODUCTION

The primary mission of Alvaria, Inc. and its worldwide subsidiaries is to maximize value to our investors, customers, employees, partners and communities in which we work.

At Alvaria, we are committed to compliance with the law, to conducting all facets of our business in an ethical manner, and to our core values. The purpose of our Global Code of Business Conduct and Ethics (**Code**) is to guide us in maintaining our high ethical standards. It provides information about our standards of integrity and explains some of our legal and ethical responsibilities.

While our Code addresses many legal and ethical concerns, it cannot possibly cover every situation we may encounter. Therefore, when in doubt as to whether any activity is proper -- ask questions and seek guidance.

### **Global Application and Personal Responsibility**

Our Code applies to all employees, officers, and members of our board of directors, as well as our company's subsidiaries around the world. We also expect all suppliers, agents, and business partners to uphold similar ethical standards when working with Alvaria.

It is the personal responsibility of each employee and representative to act according to this Code and to require others to do the same, to foster a culture of compliance, and to raise any concerns. It is therefore important to read and understand the Code and to ensure application of consistent global standards.

### **Compliance with Laws, Rules and Regulations**

In addition to our Code, you are expected to adhere to our company policies, as well as all applicable laws, rules, and regulations. These laws and regulations can be very complex and may subject Alvaria and our employees to potential fines and penalties, as well as criminal sanctions, if not adhered to. We have adopted, and in the future may adopt or modify, policies that address applicable laws and regulations specifically.

## COMPETITION AND FAIR DEALING

Each employee and representative of Alvaria should endeavor to always deal with customers, suppliers, competitors, the public and one another fairly and in accordance with ethical business practices. No one should take unfair advantage to secure business or favorable treatment of any kind, through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing or practice. Antitrust, competition and trade laws and regulations are specifically designed to encourage healthy competition in a fair and reasonable business climate, to provide customers with the best combination of price and quality and to promote market efficiency. We are committed to complying with all applicable laws and regulations regarding fair competition.

### **Competition and Antitrust**

We comply with the competition and antitrust laws of the many countries where we do business. Competition laws exist to encourage healthy competition in a fair and reasonable business climate, to provide customers with the best combination of price and quality, and to promote market efficiency. These laws are complex and vary from country to country. They generally prohibit agreements with competitors that restrict trade, such as: Fixing or controlling prices

- Dividing or allocating customers, bids, markets or territories
- Limiting the sale or production of products and services

- Refusing to sell to particular customers or to buy from particular vendors
- Sharing competitive information

It is important to note that even the appearance of an agreement between competitors could violate competition laws. The penalties for violating antitrust laws and trade regulations can be extremely severe for both Alvaria and the individuals involved. Failure to comply will not be excused by the belief that the act was in the “corporate interest” or that it was “pursuant to instructions” from others within the organization. If you are not sure how to handle an issue that arises or if you become aware of any possible violation of these laws, you must immediately contact the legal department.

### **Anti-Corruption and Anti-Bribery**

We must abide by all anti-corruption laws everywhere we do business, without exception. This includes the U.S. Foreign Corrupt Practices Act (FCPA), which applies to our businesses globally, and other similar applicable anticorruption laws in each country where we do business. Anti-corruption laws, in general, prohibit offering or paying anything of value - including cash, gifts, travel, meals and entertainment - to any government official to influence the performance of official functions and to retain or obtain business. Government officers or employees at any level (including employees of political parties and state-owned or state-controlled enterprises, as well as candidates for public office) may be considered ‘government officials.’

We must also ensure that our agents, consultants, and other business partners refrain from engaging in corrupt practices on our behalf. We cannot make any payment to a business partner, or any third party, if it will be used for a prohibited payment. When we engage with business partners, we do our utmost to ensure that they demonstrate high standards of ethical conduct.

Many anti-corruption laws also require that we maintain accurate and transparent books and records. Every one of us, regardless of the country in which we work, must abide by these requirements, even where corrupt practices may be expected or customary.

Employees are prohibited from giving or accepting gifts that exceed company policy or go beyond common courtesies associated with accepted business practice. All employees and representatives are required to comply with Alvaria’s anti-corruption, gift and entertainment, and expense policies.

As a reminder, Alvaria prohibits all forms of bribery, not just bribery involving government officials.

## **INTERNATIONAL TRADE**

### **Export Control**

As a global company, we deliver our products and services around the world. When engaging in importing or exporting, we comply with applicable U.S., Ireland and other national and international laws, regulations and restrictions.

What constitutes an ‘export’ is broadly defined under the law. Because Alvaria is a U.S.-based company, our products and services are generally considered U.S. origin. Aside from what you would normally consider an export (for example, sending out a disc with our software on it or allowing our software to be downloaded from outside of the U.S.), the following could be considered ‘an export’: exposing or allowing access by non-U.S. (foreign) nationals to U.S. software and U.S. technical data regardless of what country the exposure occurs in; permitting the download of software from the U.S. into a non-U.S. country; and transporting U.S. origin

technical data or software on your laptop out of the U.S. and into a non-U.S. country when shared with a non-Alvaria employee.

Some Alvaria products are prohibited from being provided to certain countries and government entities and, in some cases, the export of our goods, services or technology may require a specific export authorization. We have implemented an Export Compliance Manual to ensure export transactions are screened and documented, and records are maintained. Every employee is required to comply with our export policies and procedures relating to distribution of our products, services and technology in accordance with our Export Compliance Manual.

### **Sanctions and Boycotts**

No matter where in the world we are conducting business, we have a duty to follow economic sanctions and trade embargoes.

U.S. anti-boycott laws require individuals to refuse to take part in international boycotts that are not legally sanctioned, such as the boycott of Israel by certain Arab countries. A wide range of activities may be considered illegal, including:

- Making certain declarations or furnishing certain information
- Refusing to do business, or furnishing information about business relationships, with or in Israel or with blacklisted companies or countries
- Discriminating against or furnishing information about other persons based on race, religion, sex, national origin or nationality of another person
- Implementing letters of credit containing prohibited boycott terms or conditions

Additionally, failing to report boycott requests to the government can itself be illegal. Therefore, if you become aware of an actual or potential boycott request or action you must notify either the Leader of Human Resources or the legal department who will assist you with the issue.

Violation of the anti-boycott regulations can incur both criminal and administrative penalties, including fines and denial of export privileges and foreign tax benefits.

## **COMPANY ASSETS AND INFORMATION**

### **Conflicts of Interest**

A conflict of interest arises when a personal, social, financial or any other kind of interest has the potential to interfere with an employee's duty of loyalty to Alvaria. Each person should endeavor to avoid situations that present an actual, potential or apparent conflict between their interest and the interests of Alvaria and is prohibited from engaging in any activity that they know or should know creates a conflict of interest.

Every Alvaria employee and representative must comply with Alvaria's conflict of interest policy, which sets forth our guidelines for identifying and addressing conflicts of interest.

### **Proprietary and Confidential Information**

One of our most important assets is our intellectual property, including proprietary and confidential information. We all therefore have a duty to safeguard Alvaria's confidential and proprietary information. We

must mark such information accordingly, store it securely and limit access to those who have a business need to know it.

Confidential and proprietary information includes, but is not limited to:

- Research, formulas, source code, object code, or other know-how or technical data
- Information concerning new products, product functions or services
- Sales or marketing databases, strategies, pricing, plans and proposals, roadmaps, including information about existing or potential customers or business partners
- Information about an acquisition target or a planned or pending acquisition or divestiture
- Non-public financial targets, projections, or analysis
- Personnel records
- Customer contracts and unpublished pricing information
- Strategic business plans
- Trade secrets of any sort, including information relating to Alvaria vendors, customers, or partners
- Press releases (prior to official announcements)
- Computer passwords

If you have a business need to disclose confidential and proprietary information to a third party, that third party must sign a nondisclosure agreement before receiving the information.

Your duty to protect Alvaria's confidential and proprietary information continues even after your employment ends, including the return of all confidential and proprietary information in your possession when leaving Alvaria's employment. Each employee must comply with the provisions of the confidentiality, non-disclosure, non-competition, and other agreements signed as an employee with Alvaria.

In addition, we sometimes receive information from our customers, vendors, business partners and other third parties that has been provided to us on the condition that we keep it confidential. When we agree to these confidentiality provisions, we must make sure that we are adequately safeguarding the confidentiality of this information in accordance with company policy and procedure (which generally requires the same level of care that we would use to safeguard our own confidential information and that only to those who have a business need to know confidential information should have access to it).

Recipients of confidential information are on notice that, pursuant to the U.S. Defend Trade Secrets Act of 2016, 18 USC Section 1833(b), an individual may not be held criminally or civilly liable under any U.S. federal or state trade secret law for the disclosure of a trade secret that: (a) is made (i) in confidence to a U.S. federal, state, or local government official, either directly or indirectly, or to an attorney; and (ii) solely for the purpose of reporting or investigating a suspected violation of law; or (b) is made in a complaint or other document that is filed under seal in a lawsuit or other proceeding. An individual who files a lawsuit for retaliation by an employer for reporting a suspected violation of law may disclose the trade secret to the attorney of the individual and use the trade secret information in the court proceeding if the individual: (I) files any document containing the trade secret under seal; and (II) does not disclose the trade secret, except pursuant to court order.

### **Use of Company Assets**

We owe it to our company and our investors to safeguard company assets entrusted to us. We must protect these assets from loss, damage, misuse or theft. These include our funds, products, and network and computer

systems. We must use them only for lawful business purposes. Every employee and representative is expected to comply with Alvaria's information security and use policies, which describe our security principles and controls.

Alvaria's equipment and supplies are to be used only to support the conduct of our business. They may be used only in compliance with our policies.

Any loss, misuse or suspected theft should be reported to your manager and the finance department.

### **Public Disclosures**

We are committed to providing timely, orderly, consistent, and credible information to the public. Alvaria's chief executive officer and chief financial officer are designated as the primary spokespersons for the company.

These officers may from time-to-time designate other Alvaria employees or representatives to speak on behalf of Alvaria or to respond to specific inquiries from the media, industry analysts, financial analysts, or investors. By having these spokespersons on hand, we avoid having our words taken out of context. Therefore, unless expressly authorized, you should not speak on behalf of Alvaria. Employees will be held accountable for public comments that damage Alvaria, whether they are made during regular business hours or at a business location.

It is Alvaria's policy not to be the source of market rumors. Alvaria spokespersons will respond to all market rumors by stating that it is our policy not to comment on market rumors or speculation.

Alvaria's reports and documents filed or submitted to government entities and our other public communications will include full, fair, accurate, timely and understandable disclosure. All employees are required to respond to internal requests accurately and promptly for information to assist Alvaria in complying with its public reporting and disclosure obligations.

## **ACCURACY OF COMPANY AND FINANCIAL RECORDS**

Honest and accurate recording and reporting of information is crucial to making responsible business decisions. We expect all employees to make sure that all company information is recorded and reported accurately and promptly. This includes, but is not limited to, financial records, information concerning employees, research and development activities, strategic plans, travel and expense claims, and general operations. It is essential that the information we submit in our company records is complete, timely, accurate and understandable. All our financial books, records and accounts must correctly reflect transactions and events. We must never make false or artificial entries. No undisclosed or unrecorded fund or asset may be established or maintained for any purpose. Further, we must always follow required accounting principles, as well as our company's internal controls. No disbursement of corporate funds or other corporate property will be made without adequate supporting documentation. Remember that obtaining and providing complete and accurate business and financial information is crucial for us to comply with the law.

If you suspect any accounting or auditing irregularities or fraud, you must report them immediately. Additionally, it is of critical that our financial reporting, including reports to investors and lenders, be accurate and timely. Depending on your position within Alvaria, you may be called upon to provide information necessary to assure that our financial reports are complete, fair and understandable. We expect employees to take this responsibility seriously and to provide prompt and accurate answers to inquiries related to Alvaria's financial reporting requirements.

## EMPLOYMENT POLICIES

Alvaria is committed to fostering a work environment in which all individuals are treated with respect and dignity. Each individual should be permitted to work in a business-like atmosphere that promotes equal employment opportunities and prohibits harassment and discriminatory practices. Discrimination has no place in workplace decisions. Therefore, we expect that all relationships among persons in the workplace will be business-like and free of unlawful bias, prejudice and harassment. It is our policy to ensure equal employment opportunity without discrimination or harassment on the basis of race, color, national origin, religion, gender, sexual preference, age, disability or any other status protected by law.

## ASKING QUESTIONS AND REPORTING CONCERNS

### Seeking Guidance and Reporting Concerns

Seeking guidance and reporting concerns are important parts of maintaining our ethical culture. If you have any questions or concerns check with your manager, human resources or the legal department.

You should report any situation where you believe, in good faith, that an individual working for or on Alvaria's behalf is violating our Code, policy or the law. If you know or suspect an actual or potential violation, please reach out to any of the following:

- Your manager
- Any member of the human resources or legal departments
- The Ethics Hotline

Alvaria has established an Ethics Hotline, which can be accessed by telephone or online, worldwide 24 hours a day, 7 days a week with local language interpretation in most countries. The local Ethics Hotline number and website access address in each country are listed on the Alvaria Intranet (on the Human Resources page) and are accessible to all employees. When using the Ethics Hotline, you can request to remain anonymous, where allowed by local law.

### Non-Retaliation

Alvaria is committed to providing a workplace conducive to open discussion of its business practices. Our policy is to comply with all applicable laws that protect employees against unlawful discrimination or retaliation as a result of reporting information in good faith or cooperating with investigations involving corporate fraud or other violations of the Code.

Alvaria requires all employees to be truthful in making a report and in cooperating with any ensuing investigation. Falsely reporting a violation or providing information known to be false in connection with a report or an ensuing investigation will be treated as a violation of the Code.

Alvaria policy prohibits any employee from being subjected to disciplinary or retaliatory action for disclosing information to a government or law enforcement agency if the employee reasonably believes the information relates to a possible violation of a law or regulation or providing information or assisting in an investigation regarding any conduct that involves a violation of the Code.

### **Enforcement**

Employees who fail to comply with our Code, policy, or the law, will be subject to disciplinary measures, up to and including immediate termination of employment. Any supervisor who directs or approves of any conduct in violation of our Code, policy or the law, or who has knowledge of such conduct and does not immediately report it, also will be subject to disciplinary action, up to and including discharge. Certain violations of this Code may require us to refer the matter to the appropriate governmental or regulatory authorities for investigation or prosecution.