

## **CEVA, INC.**

### **CODE OF BUSINESS CONDUCT AND ETHICS**

This Code of Business Conduct and Ethics (the “Code”) sets forth legal and ethical standards of conduct for directors, officers and employees of CEVA, Inc. (the “Company”). This Code is intended to deter wrongdoing and to promote the conduct of all Company business in accordance with high standards of integrity and in compliance with all applicable laws and regulations. This Code applies to the Company and all of its subsidiaries and other business entities controlled by the Company and its subsidiaries.

This Code is intended to clarify your existing obligation for proper conduct. The standards and the supporting policies and procedures may change from time to time in the Company’s discretion. Each employee is responsible for knowing and complying with the current laws, regulations, standards, policies and procedures that apply to the Company’s work. The most current version of this document can be found at the company’s intranet site. This Code is not an employment contract between the Company and its employees, nor does it modify their employment relationship with the Company.

If you have any questions regarding this Code or its application to you in any situation, you should contact your supervisor, the Company’s Compliance Officer, which is currently the Company’s Chief Financial Officer, or the Company’s Chief Legal Officer.

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

The Company requires that all employees, officers and directors comply with all laws, rules and regulations applicable to the Company wherever it does business. You are expected to use good judgment and common sense in seeking to comply with all applicable laws, rules and regulations and to ask for advice when you are uncertain about them.

If you become aware of the violation of any law, rule or regulation by the Company, or this Code, whether by its officers, employees, directors, or any third party doing business on behalf of the Company, it is your responsibility to promptly report the matter. While we prefer that you identify yourself when reporting violations so that we may follow up with you, as necessary, for additional information, you may leave messages anonymously if you wish. You have four methods to report any alleged violation:

- i. to your supervisor;
- ii. to the Company’s Compliance Team by phone or email: Amir Panush, Chief Executive Officer: telephone +972-9-961-3888, email [amir.panush@ceva-dsp.com](mailto:amir.panush@ceva-dsp.com), Yaniv Arieli, Chief Financial Officer and Compliance Officer: telephone +972-9-961-3770, email [yaniv.arieli@ceva-dsp.com](mailto:yaniv.arieli@ceva-dsp.com); Moshe Maoz, Chief Legal Officer: telephone +972-9-9613752, email [moshe.maoz@ceva-dsp.com](mailto:moshe.maoz@ceva-dsp.com), or Dana Maor, Vice President of People: telephone +972-9-961-3749,

email [dana.maor@ceva-dsp.com](mailto:dana.maor@ceva-dsp.com);

- iii. to an independent outside service provider via the internet [https://irdirect.net/CEVA/whistleblower\\_iframe](https://irdirect.net/CEVA/whistleblower_iframe), or phone: 1-800-916-7037 for within the U.S. with the list of international hotline numbers at the web link [https://irdirect.net/CEVA/whistleblower\\_iframe](https://irdirect.net/CEVA/whistleblower_iframe); or
- iv. to the Chairman of the Audit Committee of the Board of Directors.

Any supervisor who receives a report of a violation of this Code must immediately inform the Compliance Team. If a member of the Compliance Team receives information regarding an alleged violation of this Code, he or she shall, as appropriate, (a) evaluate such information, (b) if the alleged violation involves an executive officer or a director, inform the Chief Executive Officer, the Chairman of the Audit Committee, and/or the Board of Directors of the alleged violation, (c) determine whether it is necessary to conduct an informal inquiry or a formal investigation and, if so, initiate such inquiry or investigation and (d) report the results of any such inquiry or investigation, together with a recommendation as to disposition of the matter, to the Chief Executive Officer for action, or if the alleged violation involves an executive officer or a director, report the results of any such inquiry or investigation to the Board of Directors, the Audit Committee of the Board of Directors, or another appropriate committee thereof. Employees and directors are expected to cooperate fully with any inquiry or investigation by the Company regarding an alleged violation of this Code. Failure to cooperate with any such inquiry or investigation may result in disciplinary action, up to and including discharge.

The Company shall determine whether violations of this Code have occurred and, if so, shall determine the disciplinary measures to be taken against any employee who has violated this Code. In the event that the alleged violation involves an executive officer or a director, the Chief Executive Officer and the Board of Directors, respectively, shall determine whether a violation of this Code has occurred and, if so, shall determine the disciplinary measures to be taken against such executive officer or director.

Failure to comply with the standards outlined in this Code will result in disciplinary action including, but not limited to, reprimands, warnings, probation, or suspension without pay, demotions, reductions in salary, discharge and restitution. Certain violations of this Code may require the Company to refer the matter to the appropriate governmental or regulatory authorities for investigation or prosecution. Moreover, any supervisor who directs or approves of any conduct in violation of this Code, 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.

### **Policy Prohibiting Unlawful Retaliation or Discrimination**

The Company prohibits and does not tolerate retaliation against an individual who makes a “good faith” report regarding a violation of this Code, any applicable law or the Company policies. “Good Faith” means you reasonably believe your report to be true.

Moreover, nothing in this Code discourages you from:

- reporting any actual or suspected illegal or improper activity, including any violation of the securities laws, antitrust laws, environmental laws, laws concerning mail fraud, bank fraud or wire, radio or television fraud, or any other federal, state or foreign law, rule or regulation (an “Applicable Law”), to the appropriate governmental or regulatory authority, including any member or committee of Congress, or any person with supervisory authority over the employees or the authority to investigate misconduct relating to potential securities violations by the Company or its employees; or
- filing, participating in or otherwise assisting in a proceeding that is filed or about to be filed (with any knowledge of the Company) relating to an alleged violation of an Applicable Law.

Employees and directors shall not discharge, demote, suspend, threaten, harass or in any other manner discriminate or retaliate against an employee for any of the foregoing.

### **Cooperating With Investigations**

The Company takes seriously any concerns and allegations of misconduct. The Company will promptly determine whether to investigate any reported violations or potential violations of its policies and take corrective action if needed.

Your good-faith cooperation in any Company investigation is expected. This includes making yourself available to talk to an investigator, responding to the Company’s questions with candor, and providing complete and accurate information to the Company. You must never alter or destroy records in response to any actual or anticipated investigation, litigation or audit.

Further, it is the policy of the Company to cooperate with all government investigations. You must promptly notify the Company’s Compliance Officer and Chief Legal Officer of any government investigation or inquiries from government agencies concerning the Company. As stated above, you should not destroy any record, books of account, or other documents relating to the Company except in accordance with the Company’s document retention policy. If you are aware of any government investigation or inquiry you may not destroy any record, books of account, or other documents relating to the Company unless advised by the Company’s Chief Legal Officer that you may continue to follow the Company’s normal document retention policy.

You must not obstruct the collection of information, data or records. The Company provides information to the government that it is entitled to during an inspection, investigation, or request for information. You must not lie to government investigators or making misleading statements. You must not attempt to cause any employee to fail to provide accurate information to government investigators.

The Company will keep its discussions and actions confidential to the extent appropriate and permitted by applicable law and the Company policies. However, over the course of an

investigation, the Company may find it necessary to share information with others inside and outside of the Company on a “need to know” basis.

If you have questions about whether the issue you have raised is being appropriately addressed, you are invited to contact the Company’s Compliance Officer or Chief Legal Officer. You also have the right to consult your own legal counsel at your own expense.

## **Conflicts of Interest**

Employees and directors must act in the best interests of the Company. You must refrain from engaging in any activity or having a personal interest that presents a “conflict of interest.” A conflict of interest occurs when your personal interest interferes, or appears to interfere, with the interests of the Company. A conflict of interest can arise whenever you, as an officer, director or employee, take action or have an interest that prevents you from performing your Company duties and responsibilities honestly, objectively and effectively.

For example:

Employees and Officers. Employees and officers must not:

- perform services as a consultant, employee, officer, director, advisor or in any other capacity, or permit any close relative to perform services as an officer or director, for a significant customer, significant supplier or direct competitor of the Company, other than at the request of the Company; or, without Prior Approval (as defined below), perform any services in any such capacity, or permit any close relative to perform any services in such capacity, to any other customer, supplier or competitor of the Company;
- have, or permit any close relative to have, a Direct Financial Interest (as defined below) in a significant supplier or significant customer of the Company, other than an investment representing less than one percent (1%) of the outstanding shares of a publicly-held company; or, without Prior Approval, have or permit any close relative to have, a Direct Financial Interest in any other supplier or customer of the Company;
- have, or permit any close relative to have, a Direct Financial Interest in a direct competitor of the Company, other than an investment representing less than one percent (1%) of the outstanding shares of a publicly-held or privately held company;
- use proprietary or confidential Company information for personal gain or to the Company’s detriment;
- use Company assets or labor for personal use, except for incidental use permitted under the Company’s policies;

- appear to represent the Company as the participant in an outside activity unless the Company has authorized the officer or employee to represent the Company;
- supervise, review or influence the job evaluation or compensation of a member of his or her immediate family; or
- engage in any other activity or have any other interest that the Board of Directors of the Company determines to constitute a conflict of interest.

Non-employee Directors. Non-employee directors must not:

- without Prior Approval, perform material services as a consultant, employee, officer, director, advisor or in any other capacity, or permit any close relative to perform services as an officer or director, for a direct competitor of the Company;
- have, or permit any close relative to have, any Direct Financial Interest in a direct competitor of the Company, other than beneficial ownership of less than one percent (1%) of the outstanding shares of a publicly-held company;
- use his or her position with the Company to influence any decision of the Company relating to a contract or transaction with a supplier or customer of the Company if the director or a close relative of the director:
  - performs services as a consultant, employee, officer, director, advisor or in any other capacity for such supplier or customer; or
  - has a Direct Financial Interest in such supplier or customer, other than a Direct Financial Interest of less than one percent (1%) of the outstanding shares of a publicly-held or privately held company;
  - use Company assets or labor for personal use, except for incidental use permitted under the Company's policies;
  - appear to represent the Company as the participant in an outside activity unless the Company has authorized the non-employee director to represent the Company; or
  - engage in any other activity or have any other interest that the Board of Directors of the Company determines to constitute a conflict of interest.

A “close relative” means a spouse, dependent child or any other person living in the same home with the employee, officer or director. “Immediate family” means a close relative and a parent, sibling, child, mother- or father-in-law, son- or daughter-in-law or brother- or sister-in-law. “Beneficial ownership” shall have the meaning set forth in Rule 13d-3

promulgated pursuant to the Securities Exchange Act of 1934.

A “Direct Financial Interest” means any financial interest held directly by you in your name, as well as any financial interest that you hold indirectly but over which you nonetheless exert voting or dispositive control (for example, through a trust or corporate entity over which you have controlling voting power). A Direct Financial Interest does not include any indirect financial interest over which you do not exert voting or disposal control, such as a passive investment through a mutual fund or 401(k) account.

Actions constituting a conflict of interest may not always be willful or clear cut. However, it is your responsibility to disclose any transaction or relationship that reasonably could be expected to give rise to a conflict of interest to the Company’s Compliance Officer or, if you are an executive officer or director, to the Board of Directors, who shall be responsible for determining whether such transaction or relationship constitutes a conflict of interest. “Prior Approval” in respect of certain transactions or relationships described above may be granted in appropriate circumstances by the Company’s Compliance Officer or, in the case of the Chief Executive Officer, the Chief Financial Officer and non-employee directors, by the Board of Directors.

In the event that any existing investment (whether direct or indirect) is later found to give rise to a conflict of interest, no violation of this Code shall be found and no waiver of the provisions of this Code shall be required so long as the employee, officer or non-employee director reports such investment to the Company’s Compliance Officer (or, in the case of the Chief Executive Officer, the Chief Financial Officer and non-employee directors, to the Chairman of the Audit Committee) promptly after learning of such conflict and, within 30 days of such report, divests himself or herself of such investment.

## **Insider Trading**

Employees and directors who have material non-public information about the Company or other companies, including our suppliers and customers, as a result of their relationship with the Company are prohibited by law and Company policy from trading in securities of the Company or such other companies, as well as from communicating such information to others who might trade on the basis of that information. To help ensure that you do not engage in prohibited insider trading and avoid even the appearance of an improper transaction, the Company has adopted an Insider Trading Policy, which is available on the Company’s internal website.

If you are uncertain about the constraints on your purchase or sale of any Company securities or the securities of any other company that you are familiar with by virtue of your relationship with the Company, you should consult with the Company’s Compliance Officer before making any such purchase or sale.

## **Confidentiality**

Employees and directors must maintain the confidentiality of confidential information

entrusted to them by the Company or other companies, including our suppliers and customers, except when disclosure is authorized by a supervisor or legally mandated, or is undertaken as part of a report of actual or suspected illegal or improper activity.

Unauthorized disclosure of any confidential information is prohibited. Additionally, employees should take appropriate precautions to ensure that confidential or sensitive business information, whether it is proprietary to the Company or another company, is not communicated within the Company except to employees who have a need to know such information to perform their responsibilities for the Company.

Third parties may ask you for information concerning the Company. Subject to the exceptions noted in the preceding paragraph, employees, officers and directors (other than the Company's authorized spokespersons) must not discuss internal Company matters with, or disseminate internal Company information to, anyone outside the Company, except as required in the performance of their Company duties and after an appropriate confidentiality agreement is in place. This prohibition applies particularly to inquiries concerning the Company from the media, market professionals (such as securities analysts, institutional investors, investment advisers, brokers and dealers) and security holders. All responses to inquiries on behalf of the Company must be made only by the Company's authorized spokespersons. If you receive any inquiries of this nature, you must decline to comment and refer the inquirer to your supervisor or one of the Company's authorized spokespersons. The Company's policies with respect to public disclosure of internal matters are described more fully in the Company's Disclosure Policy, which is available on the Company's internal website.

Your duty of confidentiality to the Company applies both during and after your employment or directorship with the Company. You may not take confidential information with you when leaving the Company or use or disclose such information for your own personal benefit or the benefit of a new employer. Moreover, you also must abide by any lawful obligations that you have to your former employer. These obligations may include restrictions on the use and disclosure of confidential information, restrictions on the solicitation of former colleagues to work at the Company and non-competition obligations.

### **Honest and Ethical Conduct and Fair Dealing**

Employees and directors should endeavor to deal honestly, ethically and fairly with the Company's suppliers, customers, competitors and employees. Statements regarding the Company's products and services must not be untrue, misleading, deceptive or fraudulent. You must not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice.

### **Protection and Proper Use of Corporate Assets**

Employees and directors should seek to protect the Company's assets. Such assets are both tangible and intangible, and include the intellectual property of the Company.

Theft, carelessness and waste have a direct impact on the Company's financial

performance. Employees and directors must use the Company's assets and services solely for legitimate business purposes of the Company and not for any personal benefit or the personal benefit of anyone else.

Employees and directors are prohibited from taking for themselves personally opportunities that are discovered through the use of corporate property, information or position without approval. Without approval, you may not use corporate property, information or position for personal gain. No employee may compete with the Company directly or indirectly except as permitted by Company policies. All employees should protect the Company's assets and ensure their efficient use. All Company assets should be used for legitimate business purposes for the Company.

In accordance with applicable law, all communications, information, documents, intellectual property, and anything else you create or receive in the course of your employment with the Company are owned by the Company, and you should have no expectation that these and your use of the Company's network, application, or assets, including such use on the Company-issued devices or your own personal devices, are private and confidential.

In accordance with applicable law, the Company may, without notice: access, use, store, monitor, search, seize, review, transfer, and disclose communications, information, documents, intellectual property, and anything else you create or receive in the course of your employment, including through the Company's network, applications, or assets and the Company-issued devices; respond to all valid court, law enforcement, governmental, and litigation requests, subpoenas, orders, and warrants; and maintain, monitor, and audit the Company's network, applications, and assets and the Company-issued devices.

## **Gifts and Gratuities**

The use of Company funds or assets for gifts, gratuities or other favors to government officials or employees at any level is prohibited, except to the extent such gifts are in compliance with applicable law, insignificant in amount, not given in consideration or expectation of any action by the recipient and approved by the Compliance Officer. The use of Company funds or assets for gifts, gratuities or other favors to customers, suppliers or other persons doing business with the Company that are not government officials or employees is permitted if of insignificant value or approved by a member of the Company's Compliance Team.

Employees and directors must not accept, or permit any member of his or her immediate family to accept, any gifts, gratuities or other favors from any customer, supplier or other person doing or seeking to do business with the Company, other than items of insignificant value. Any gifts that are not of insignificant value should be returned immediately and reported to your supervisor. If immediate return is not practical, they should be given to the Company for charitable disposition or such other disposition as the Company, in its sole discretion, believes appropriate.

Common sense and moderation should prevail in business entertainment engaged in on behalf of the Company. Employees, officers and directors should provide, or accept, business



entertainment to or from anyone doing business with the Company only if the entertainment is infrequent, modest and intended to serve legitimate business goals. Nothing herein is intended to prohibit social activities involving personal friends who are employed or affiliated with entities doing business with the Company.

### **Doing Business Internationally**

The Company is committed to the highest business conduct standards wherever it operates. The Company observes these standards worldwide, even at the risk of losing business. While no one can anticipate all the situations that may present challenges to the Company's employees doing business in the worldwide marketplace, the following guidelines always apply:

- Observe all laws and regulations, both U.S. and non-U.S., that apply to business abroad.
- Paying bribes to government officials is absolutely prohibited, even if those bribes are common practice. You may not give, promise to give or authorize the giving to a foreign official, a foreign political party, or official thereof or any candidate for foreign political office any money or offer, gift, promise to give or authorize the giving of anything of value to influence any act or decision, to induce such official, party or candidate to do or omit to do any act in violation of the lawful duty of such official, party or candidate, or to induce such official, party or candidate to use his or her influence with a foreign government or agency to affect or influence any act or decision of such foreign government or agency.
- Do not cooperate with illegal boycotts.
- Observe all licensing requirements and the requirements of applicable import and export control laws.
- Do not enter into an agreement with an agent or consultant that relates to the Company's business outside the United States unless it has been approved by the Company.

The laws governing the Company's business in foreign countries are extensive and complex, and may be different from those in the United States. No new Company services or products should be offered in any new country without prior approval, and then only in accordance with the applicable local country's regulations and requirements.

### **Facilitating Payments to Low-Level Non-U.S. Governmental Employees and Officials for Non-Discretionary Action**

The Company is committed to complying with the laws of the countries where it operates. In some countries, a very limited category of small payments to facilitate or expedite routine nondiscretionary governmental actions may be permitted as exceptions to antibribery laws, including the U.S. Foreign Corrupt Practices Act ("FCPA"). The requirements pertaining to such

payments are complex. Company employees engaged in international business activities must obtain prior approval of the Company's Compliance Officer or Chief Legal Officer before making any such payment.

These "facilitating payments" to non-U.S. governmental officials are distinguished from payments made to influence a discretionary decision or to cause violation of, or an act in conflict with, the interests of an individual's employer, which are strictly prohibited.

### **Import and Export Regulation/Trade Compliance**

Because of the international nature of our business, the Company is subject to the import and export laws and regulations of the United States and certain foreign governments. These laws and regulations govern the international transfer of all products and services of the Company, as well as technology, information and ideas belonging to the Company.

Under U.S. law, no technology may be exported without the proper government export licenses and documentation. Exports of technology include not only technology shipped via freight, but also technology that is hand-carried (employees traveling overseas), sent via courier services or U.S. mail, electronically transmitted, and/or disclosed to foreign nationals in the United States or abroad. "Technology" is defined as hardware, software, technical documentation, product specifications, technical data, etc.

It is the responsibility of the Company's employees to ensure that proper documentation accompanies each export or disclosure. Failure to export or re-export without the proper export license or documentation can jeopardize the Company's compliance with U.S. export laws, as well as those laws of foreign countries. Non-compliance can result in denial of export privileges, criminal penalties, seizure of commodities, and fines to the Company and its employees.

It is the Company's policy to comply fully with all applicable U.S. and foreign laws controlling the export and re-export of products, technology (including software) and services. Employees must exercise the necessary diligence to ensure that the Company complies with all applicable U.S. and foreign government regulations regarding exports.

### **Antiboycott Compliance**

The United States has enacted antiboycott regulations which make it unlawful for U.S. persons to participate in any activity that could have the effect of promoting or supporting a boycott or restrictive trade practice of another country against customers or suppliers located in a country friendly to the U.S. or against a U.S. person, firm or corporation. Boycott issues arise most frequently in connection with the Arab boycott of Israel. Prohibited actions include, but are not limited to, furnishing information about business relationships with boycotted countries, or information about race, religion, sex or national origin. Any request to participate in such activity should be immediately reported to the Company's Compliance Officer.

### **U.S. Government Contracting**

Detailed laws and regulations govern virtually every aspect of doing business with the U.S. government and its agencies. Activities that might be permitted when working with the private sector may be improper or even illegal when a national or local government is the customer. Any Company or subsidiary employee doing business with the U.S. Government must adhere to the U.S. Government Code of Business Ethics Supplement.

### **Political Contributions and Lobbying**

No political contributions are to be made using the Company funds or assets, or the funds or assets of any of its subsidiary, to any political party, political campaign, political candidate or public official in the United States or any foreign country, unless the contribution is lawful and expressly authorized in writing. In addition, you may not make a political contribution on behalf of the Company or its subsidiaries, or with the appearance that such contribution is being made on behalf of the Company or its subsidiaries, unless expressly authorized in writing. A “contribution” is any direct or indirect payment, distribution, loan, advance, deposit, or gift of money, services or anything of value in connection with an election or to an organization or group formed to support or defend a referendum or ballot issue.

Nothing in this Code is intended to discourage you from making contributions of your own time or funds to political parties or candidates of your choice, provided that if you are an officer or director of the Company residing in or making contributions to political parties or candidates within the United States, you must report such contributions to the Company. However, you will not be compensated or reimbursed by the Company for any personal contributions.

Employees must obtain prior approval to hire outside counsel or a public affairs firm to contact government officials regarding legislation, regulatory policy, or rule making. This includes grassroots lobbying contacts.

### **Fair Competition**

Fair competition laws, including the U.S. antitrust rules, limit what the Company can do with another company and what the Company can do on its own. Generally, the laws are designed to prohibit agreements or actions that reduce competition and harm consumers. You may not enter into agreements or discussions with competitors that have the effect of fixing or controlling prices, dividing and allocating markets or territories, or boycotting suppliers or customers. U.S. and foreign antitrust laws also apply to imports and exports.

### **Accuracy of Books and Records and Public Reports**

Employees and directors must honestly and accurately report all business transactions. You are responsible for the accuracy of your records and reports. Accurate information is essential to the Company’s ability to meet legal and regulatory obligations.

All Company books, records and accounts shall be maintained in accordance with all applicable regulations and standards and accurately reflect the true nature of the transactions they

record. The financial statements of the Company shall conform to generally accepted accounting rules and the Company's accounting policies. No undisclosed or unrecorded account or fund shall be established for any purpose. No false or misleading entries shall be made in the Company's books or records for any reason, and no disbursement of corporate funds or other corporate property shall be made without adequate supporting documentation.

It is the policy of the Company to provide full, fair, accurate, timely and understandable disclosure in reports and documents filed with, or submitted to, the Securities and Exchange Commission and in other public communications.

### **Concerns Regarding Accounting, Auditing and Other Matters**

Employees with concerns regarding questionable accounting or auditing matters, as well as concerns regarding internal accounting controls or other general complaints may confidentially, and anonymously if they wish, submit such concerns or complaints in writing to the Company's Chief Financial Officer, Chief Legal Officer or Vice President of People at CEVA, Inc. or may use an independent outside service provider via the internet [https://irdirect.net/CEVA/whistleblower\\_iframe](https://irdirect.net/CEVA/whistleblower_iframe), or phone: 1-800-916-7037 for within the U.S. with the list of international hotline numbers at the web link [https://irdirect.net/CEVA/whistleblower\\_iframe](https://irdirect.net/CEVA/whistleblower_iframe). See "Reporting and Compliance Procedures." All such concerns and complaints will be forwarded to the Audit Committee of the Board of Directors, unless they are determined to be without merit by the Chief Financial Officer, Chief Legal Officer or Vice President of People of the Company. In any event, a record of all complaints and concerns received will be provided to the Audit Committee each fiscal quarter. Any such concerns or complaints may also be communicated, confidentially and, if you desire, anonymously, directly to any member of the Audit Committee of the Board of Directors via 1-800-916-7037 for within the U.S. with the list of international hotline numbers at the web link: [https://irdirect.net/CEVA/whistleblower\\_iframe](https://irdirect.net/CEVA/whistleblower_iframe)

The Audit Committee will evaluate the merits of any concerns or complaints received by it and authorize such follow-up actions, if any, as it deems necessary or appropriate to address the substance of the concern or complaint.

The Company will not discipline, discriminate against or retaliate against any employee who reports a complaint or concern, unless it is determined that the report was made with knowledge that it was false.

### **Dealings with Independent Auditors**

No employee, officer or director shall, directly or indirectly, make or cause to be made a materially false or misleading statement to an accountant in connection with (or omit to state, or cause another person to omit to state, any material fact necessary in order to make statements made, in light of the circumstances under which such statements were made, not misleading to, an accountant in connection with) any audit, review or examination of the Company's financial statements or the preparation or filing of any document or report with the SEC. No employee, officer or director shall, directly or indirectly, take any action to coerce, manipulate, mislead or

fraudulently influence any independent public or certified public accountant engaged in the performance of an audit or review of the Company's financial statement.

### **Waivers of this Code of Business Conduct and Ethics**

While some of the policies contained in this Code must be strictly adhered to and no exceptions can be allowed, in other cases exceptions may be appropriate. Any employee or officer who believes that an exception to any of these policies is appropriate in his or her case should first contact his or her immediate supervisor. If the supervisor agrees that an exception is appropriate, the Prior Approval of the Company's Compliance Officer must be obtained. The Company's Compliance Officer shall be responsible for maintaining a record of all requests for exceptions to any of these policies and the disposition of such requests.

Any executive officer or director who seeks an exception to any of these policies should contact the Chairman of the Audit Committee of the Board of Directors. Any waiver of any material provision of this Code for executive officers or directors or any change to this Code that applies to executive officers or directors may be made only by the Board of Directors of the Company and will be disclosed as required by law or stock market regulation. Any Prior Approval granted pursuant to the terms of this Code shall not be deemed to constitute a waiver of such terms.

### **Document Retention**

The Company regularly destroys documents that are not required to be retained. However, if there is an actual or potential litigation or investigation, the Company may determine that it is necessary to preserve information regarding the matter, such as emails and other documents that might otherwise be deleted.

If you become aware of any internal or external complaint, demand letter, lawsuit, or other legal proceeding involving the Company, you should notify the Company's Compliance Officer or the Chief Legal Officer immediately. You are expected to comply with any document retention or preservation instructions that you receive from the Company's Compliance Officer or Chief Legal Officer.

### **Data Privacy and Security**

Customer data, personal data, and the systems that process such data must be protected and handled transparently. All employees are expected to follow global privacy laws and honor the choice of a customer or a personnel to keep his/her/its data secure and confidential.

- **Customer data** includes data such as contacts, account information, marketing data, health data, and any other information that a customer processes or stores on the Company services.

- **Personal data** includes data such as home addresses, medical information, Social Security numbers, IP addresses, fingerprints, location data, and characteristics that can be tied to an individual.

The Company safeguards confidential customer data and personal data and limits access only to those people who need it to do their job. Employees may only collect, use or access personal information in accordance with the Company policies and in compliance with applicable privacy and data protections laws.

Protect personal information and other information in the country (or countries) where you do business. Prevent unauthorized access, use, or transfer of this information, and access it only as necessary for the performance of your job responsibilities.

Unauthorized access to data and data security breaches are serious violations of privacy laws, and the Company may be required to notify the appropriate authorities or people, if a breach is suspected or has occurred. Notify the Company's Compliance Officer immediately of any known or suspected unauthorized access to data of any kind, including employee data.

## **Technology Use**

The Company provides various technology resources (including computers, telephones, software, copying machines, Internet access, email and voice mail) to authorized employees to assist them in performing their job duties on behalf of the Company. Each employee has the responsibility to use the Company's technology resources in a manner that complies with applicable laws and Company policies, increases productivity, enhances the Company's public image and is respectful of other employees.

Access to the Company's technology resources is within the sole discretion of the Company and subject to Company policies. Generally, employees are given access to the Company's various technologies consistent with their job functions. The Company reserves the right to limit such access by any means available to it, including revoking access altogether.

You may not use the Company's technology resources to copy, retrieve, forward or send copyrighted materials unless you have the author's permission or are accessing a single copy only for your own reference.

Violation of copyright laws is a potential financial and legal liability for both the Company and the offending employee.

You may not use any of the Company's technology resources for any illegal purpose, in violation of any Company policy, in a manner contrary to the best interests of the Company, in any way that discloses confidential or proprietary information of the Company or third parties on an unauthorized basis, or for personal gain.

## **Our Work Environment**

The diversity of the Company's employees is a tremendous asset. The Company is firmly committed to providing equal opportunity in all aspects of employment and will not tolerate any illegal discrimination or harassment of any kind. In addition, the Company strives to provide each employee with a safe and healthy work environment. Each employee has responsibility for maintaining a safe and healthy workplace for all employees by following health and safety rules and practices and reporting accidents, injuries and unsafe equipment, practices or conditions.

## **Diversity**

Diversity of style, experience and thought creates an inclusive and innovative team. By attracting and maintaining a diverse workforce, the Company fosters an environment where differences in experience, background and opinion are valued and respected. This means that we make all employment decisions without regard for race, color, national origin, religion, religious creed, ancestry, sex, gender, gender identity, gender expression, sexual orientation, age, marital status, mental and/or physical disability, medical condition as defined by applicable law, military service or veteran status, genetic information, pregnancy, childbirth and related medical conditions, or any other category protected by applicable law. This applies to all terms and conditions of employment, including, but not limited to, hiring, placement, recruitment, training, pay and other forms of compensation, benefits, promotions, layoffs, recruitment advertising, discipline, terminations and general treatment during employment.

## **Discrimination-Free Work Environment**

The Company has zero tolerance for and will not tolerate discrimination. Discrimination means treating an individual differently or denying or granting a benefit because of the individual's race, color, religious creed, ancestry, sex, gender, gender identity, gender expression, pregnancy, childbirth and related medical conditions, marital status, military service or veteran status, age, national origin, physical disability, mental disability, medical condition, sexual orientation, genetic information, or any other characteristic protected by applicable law.

## **Harassment-Free Work Environment**

Similarly, the Company has zero tolerance for and will not tolerate harassment. Harassment includes any unwelcome verbal, visual or physical conduct creating an intimidating, offensive, or hostile work environment that interferes with work performance. Harassment can be verbal, graphic or physical conduct that denigrates or shows hostility or aversion towards an individual because of any protected characteristic.

Harassing conduct includes both physical actions and verbal remarks or messages, whether done by an employee or a non-employee (including contractors, customers, and vendors). Examples of conduct that may constitute harassment include, among other things: physical contact, horseplay, pranks, suggestive jokes, negative stereotyping or derogatory comments, threats or intimidation, or inappropriate workplace displays.

Sexual harassment, which is a discrete type of harassment, is also prohibited by the Company and may involve unwelcome sexual advances, unwelcome flirtations, propositions, advances, requests for sexual favors, or other physical or verbal conduct of a sexual nature. Any conduct, including stalking, that threatens, intimidates or coerces another will not be tolerated. Be sensitive to how your conduct may be perceived by others.

## **Environmental Protection**

The Company is committed to environmental sustainability. We work to comply with all applicable environmental laws and continually improve the environmental performance of our business operations and our partnerships with suppliers.

## **Human Rights**

The Company is committed to corporate responsibility and protecting and promoting human rights wherever it does business. We expect our business partners to support internationally recognized human rights and comply with all applicable laws and regulations regarding health and safety in the workplace, the eradication of human trafficking and slavery, the elimination of child labor, and responsible sourcing of minerals. In addition, we expect our partners to support fair labor practices, including the freedom to associate, and a work environment that is free from harassment and discrimination.

## **Non-Violent Workplace**

The Company has no tolerance for workplace violence. All of us – as well as visitors, business partners, vendors, and anyone else on the Company property – are prohibited from engaging in any act that could cause another individual to feel threatened or unsafe. This includes verbal assaults, threats, hostility, intimidation, and aggression. Our no-tolerance policy for workplace violence also applies when we are conducting the Company business anywhere in the world outside of our premises. We prohibit weapons in the workplace, including in the Company parking lots and facilities, to the fullest extent permitted by law. This prohibition, however, does not apply to law enforcement, the Company security, government authorities, and others specifically authorized to carry weapons on the Company property.

## **Dissemination and Amendment**

The Company reserves the right to amend, alter or terminate this Code at any time for any reason. The most current version of this Code can be found on the Company's website.

## **Other Important Contact Information**

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This document is not an employment contract between the Company and any of its employees, officers or directors.