

# **CENTRIC SOFTWARE**

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

### **1. INTRODUCTION**

Centric Software and its subsidiaries (“Centric Software”) are committed to the highest standards of business conduct. As a leader in providing a Product Concept to Consumer Digital Transformation Platform for fashion, retail, footwear, luxury, outdoor, consumer electronics and consumer goods including cosmetics and personal care and food and beverage, including Centric Software’s flagship Product Lifecycle Management software, Centric PLM™, sound business practices have been integral to Centric Software’s spirit since its inception.

Our deep-rooted values and the way we conduct business define who we are both as individuals and as a company. Strong business practices form the basis of interactions between employees, customers, partners, suppliers, colleagues, regulatory bodies, and competitors. We believe that trusting, long-term relationships are built through honesty, fair play, respect for people and “doing the right thing” without compromise, even when circumstances make it difficult. We adhere to protecting fundamental human rights, while valuing and leveraging the richness and diversity of our multicultural organization.

The objective of this Vendor Code of Ethics and Business Conduct is to both express mutual commitments as well as set forth Centric Software’s expectations with regard to business ethics and compliance with laws for Centric Software’s suppliers, vendors, independent contractors, subcontractors and any other third party that provides goods or services to Centric Software regardless of their title or the product or services they provide (collectively, the “Vendors” or “you”). This Vendor Code of Ethics and Business Conduct applies to all Vendors of Centric Software. It supplements, but does not replace, local or international laws, regulations, rules and obligations, and generally accepted standards of business conduct (the “regulations”). In cases where regulations require standards that are higher, in addition to, or are incompatible with those set out in this Vendor Code of Ethics and Business Conduct, the applicable regulations shall apply. Conversely, if this Vendor Code of Ethics and Business Conduct sets out higher standards, this Vendor Code of Ethics and Business Conduct shall prevail over local regulations.

Centric Software may change this Vendor Code of Ethics and Business Conduct at any time by posting a revised Vendor Code of Ethics and Business Conduct on Centric Software’s website or by providing you with notice. You should monitor the website regularly for changes.

### **2. REGULATORY COMPLIANCE**

Centric Software’s Vendors pledge to ensure the integrity of its business. Above all, each Vendor agrees to respect the regulations in force in the countries where Centric Software operates. Vendors agree to also abide by international standards governing social responsibility, such as the United Nations Universal Declaration of Human Rights and the various Fundamental Conventions of the International Labour Organization.

Vendor agrees that Vendor is responsible for the compliance of any Vendors’ employee, independent contractor or anyone else who may be providing services to Centric Software on behalf of Vendor, with this Vendor Code of Ethics and Business Conduct.

### **3. RESPECTING EACH OTHER**

Centric Software expects its Vendors to share our commitment to human rights and equal opportunity in the workplace. Centric Software’s corporate culture is based on mutual respect, dignity, fairness, and valuing the diversity of our workforce. All of our practices are performed in compliance with local and national employment regulations in the countries in which we do business. Vendor commits to providing a work environment free from discrimination, harassment, violence or intimidation of any nature.

A safe and secure work environment is a prerequisite for fulfilling one's job, and we expect that all of us, including our Vendors, take reasonable care to ensure the safety of anyone who may be affected by our acts or omissions at work. Centric Software complies with applicable regulations regarding health and safety and Centric Software expects the same compliance by its Vendors. Vendor shall promptly report any accidents, injuries, unsafe equipment, violence, or any possible threat to safety to Centric Software.

#### **4. COMPLIANCE WITH COMPETITION LAW**

Competition law is designed to protect and encourage competition between economic players. Although this law varies from country to country, generally, the rules of competition law prohibit unfair business practices as well as sharing commercially sensitive or strategic information with competitors. Failure to comply with applicable competition rules could expose Centric Software, its directors and employees, to administrative and criminal sanctions, as well as heavy fines and damage to the reputation of Centric Software.

Vendor agrees to comply with all applicable competition laws of all nations or organizations. In particular, Vendor must never discuss the following topics with competitors: pricing (agreeing with competitors to charge certain prices to customers), sharing information with competitors, splitting potential customers, product or territories, any other tactic to unreasonably restrict competition. Vendors who violate these laws may face immediate termination of their relationship with Centric Software.

#### **5. EXPORT CONTROLS**

Vendors are required to strictly comply with all regulations relating to trade and export controls. Vendor should have procedures in place to ensure that it conducts its business, grants licenses for its products and supplies technology solely in compliance with applicable regulations relating to trade, sanctions and embargoes. This especially includes the legislation of the United States and the European Union.

#### **6. RESPECTING THE ENVIRONMENT**

Corporate social responsibility is at the heart of Centric Software's mission and Centric Software expects its Vendors to share its commitment. Centric Software also seeks to minimize the impact of its own activities on natural surroundings.

Vendors should strive to conduct their operations in ways that are environmentally responsible and in compliance with all applicable environmental regulations.

#### **7. PROTECTION OF PERSONAL DATA**

Vendors must process any personal data provided by Centric Software and/or collected for Centric Software for the sole and strict purposes described in the agreement governing their relationship with Centric Software, and comply with all applicable data privacy and information security requirements and applicable data protection regulations, including the GDPR. As such, it is the responsibility of the Vendor to ensure that necessary security measures are implemented and respected. Vendors that become aware of any personal data leaks or breaches must immediately notify Centric Software's Legal Department at [legal@centricsoftware.com](mailto:legal@centricsoftware.com).

#### **8. CONFIDENTIAL & PROPRIETARY INFORMATION**

Vendors and their independent contractors and employees agree to maintain confidentiality with regard to all Centric Software confidential and business sensitive information which they have access to, in accordance with regulations and the agreement governing their relationship with Centric Software. Vendors must protect all intellectual property belonging to Centric Software, its customers, other Vendors and individuals.

Vendors should never disclose confidential information to anyone without Centric Software's

express authorization. This includes, but is not limited to: internal notes, business and marketing plans, personal employee or contractor information, Centric Software intellectual property and technical information, any data generated by Centric Software or received by Centric Software from a third party that contains or is based on confidential information.

## **9. ETHICAL BUSINESS CONDUCT**

Our integrity and ethical conduct are fundamental to the internal and external operations of Centric Software wherever we operate. Our long-term relationships with our customers, Vendors and partners are based on the honesty and integrity that all Centric employees show at all times. We expect our Vendors to act ethically and with integrity.

### **9.1 FIGHTING AGAINST CORRUPTION**

Vendors must exercise an absolute zero tolerance policy with respect to corruption and influence-peddling, including bribes and facilitation payments, regardless of local customs or commercial pressure and even if this means losing out on business opportunities. Centric Software expects its Vendors to uphold the highest standards of integrity in all business interactions. Vendors shall comply with all applicable regulations and never, whether directly or indirectly, encourage, offer, attempt to offer, allow, promise or accept, in any form, any advantage (e.g. payment, gift, bribe or illegal commission) to or from any officials, employees, or representatives of any government or public or international organization, or to any other third party (public or private sector) for the purpose of obtaining or retaining a contract or to gain an inappropriate advantage, even if they believe they are acting in the best interest of Vendor or Centric Software.

A conflict of interest can arise from any personal activities or relationships that influence, or appear to influence, your ability to act in the best interests of Centric Software. If Vendor has any relationship with an employee of Centric Software that might represent a conflict of interest, Vendor should disclose this fact to Centric Software or ensure that the employee of Centric Software will do so. A conflict of interest may also arise from improper advantages gained by acting on information learned through the relationship with Centric Software.

Vendors are encouraged to be transparent so that potential conflicts can be identified early and appropriate precautions can be taken to protect both Vendor and Centric Software. Breaching applicable local anti-corruption regulations, including the US Foreign Corrupt Practice Act (FCPA), the French Penal Code and the Sapin 2 law in France, and the UK Bribery Act, can result in severe sanctions, both for the individuals and legal entities they represent. These sanctions can include heavy fines and prison sentences, in addition to reputational harm. The consequences of corruption are even more serious when public officials are involved.

### **9.2 GIFTS AND INVITATIONS**

Exchanging gifts, meals, and entertainment with customers, partners, vendors or suppliers is a common business practice. Vendors must ensure that any exchanges of gifts or entertainment must comply with the following:

- Be compatible with local practice and customs and comply with applicable regulations;
- Involve reasonable amounts, be appropriate and not include anything that may embarrass Centric Software if revealed publicly (for example, it is strictly prohibited to offer or receive entertainment such as gambling or “adult entertainment”);
  - Gifts cannot exceed \$100USD, or equivalent, per person, or \$250USD in any rolling 12-month period.
  - Hospitality (travel and lodging, entertainment, drinks, meals) cannot exceed \$250USD, or equivalent, per person in a single instance or a cumulative value of \$400USD per person in a 12-month period.
- Comply with the Vendors’ policies in addition to Centric Software’s policies as stated herein; and
- Be correctly documented and recorded in Vendor’s company accounts.

Vendors should use discretion and care to ensure that any expenditure offered to or received by any Centric Software employee is in the ordinary and proper course of business and could not reasonably be construed as a bribe or improper inducement.

### **9.3 FINANCIAL RECORDKEEPING & REPORTING**

Vendors are required to comply with strict accounting principles and regulations. Vendors' books and records must always accurately and fairly reflect all transactions with Centric Software. Centric Software does not tolerate any intentional misrepresentation of financial reports.

### **10. WHISTLEBLOWING**

As part of adhering to the principles outlined in this Vendor Code of Ethics and Business Conduct, Vendors are required to promptly report any circumstances that they become aware of that may be inconsistent with or in violation of this Vendor Code of Ethics and Business Conduct. Reports will be handled as confidentially as possible. Any violations of this Vendor Code of Ethics and Business Conduct or any regulation, should be reported as follows:

1. contact your primary Centric Software contact
2. contact Centric Software's Legal Department at [legal@centricsoftware.com](mailto:legal@centricsoftware.com)

Any of the following are considered violations that require reporting:

- Conduct or a situation that may constitute an act of corruption or influence peddling,
- A crime or criminal offense, an established serious breach of applicable laws or regulations, a threat or serious consequences for the general interest,
- A risk of a serious infringement of Human Rights, basic liberties, the health and safety of individuals or damage to the environment.

The use of the professional whistle-blowing procedure described herein is neither mandatory nor exclusive. It is highly recommended that you give your name when you report an alleged violation of the principles described in this Vendor Code of Ethics and Business Conduct.

Any misuse of the procedure (with the intent to harm the interests of Centric Software stakeholders) may result in judicial proceedings being filed against the author of the abuse; on the contrary, use in good faith of the procedure, even if the facts are subsequently not borne out, will not make the whistle-blower liable to sanctions.

When reporting a suspicion of violation of applicable regulations or infringement of the principles described in this Vendor Code of Ethics and Business Conduct, please describe the situation precisely with objective facts, dates, names and provide as much supporting evidence as possible to allow further investigation in an objective manner and to prevent any slanderous accusation.