

Arctera Code of Conduct

September 2024

A decorative graphic in the bottom right corner of the page, featuring a series of glowing blue and orange dots that form a curved, wave-like pattern against a dark blue background.

From Arctera's Chief Executive Officer

Arctera is committed to conducting its business in an ethical and lawful manner. The reputation of Arctera is a valuable business asset, and ethical and legal conduct at all levels of our business is essential to our continued success. With this commitment comes significant responsibility to conduct ourselves in a fair, ethical and legal manner at every level of our organization, and in every part of the world where we conduct business.

The Code of Conduct is intended to provide clear guidelines to help us maintain the highest level of ethical business conduct, while also complying with the laws, rules and regulations that apply to our business.

Since the Code of Conduct applies to everyone who works for Arctera, I ask that you carefully read and adhere to it to protect yourself and Arctera from potential adverse consequences. The Code of Conduct is also useful as a reference tool when you have questions about any specific business conduct or ethical standards issues.

At Arctera, we are committed to serving our customers, outperforming our competitors and winning business the right way. The standards we set for ourselves speak to who we are as individuals and as a company. Our customers, suppliers, partners and the wider community judge us on our actions and expect us to act with the highest standards of ethical conduct, integrity and accountability.

Thank you for continuing to do your part in making Arctera a world-class ethical organization.

Sincerely,

Lawrence Wong
President and CEO
Arctera



Contents

From Arctera Chief Executive Officer	2
Introduction	4
Code of Conduct	5
1.0 Respect in the work environment and in the community	5
2.0 Conducting business the right way	6
2.1 Anti-corruption	6
2.2 Contracting practices	6
2.3 Arctera Suppliers	6
2.4 Competition law	7
2.5 Channel partnerships and programs	8
2.6 International trade compliance	8
2.7 Customers from the public sector	8
2.8 Business gifts, hospitality and entertainment	8
3.0 Safeguarding Arctera assets	9
3.1 Intellectual property	9
3.2 Confidential information	10
3.3 Privacy and information security	10
3.4 Records management	11
3.5 Lawsuits, legal proceedings and investigations	11
3.6 Finance and accounting practices	11
4.0 Avoiding conflicts of interest	12
4.1 Outside employment, volunteer or charitable activities	12
4.2 Political contributions and activities	12
4.3 Personal benefit or gain from business	12
4.4 Outside directorships	13
4.5 Financial interests in other businesses	13
4.6 Disclosing conflicts	13
5.0 Administrative matters	13
5.1 Updates to this Code of Conduct	13
5.2 Compliance Team	14
5.3 Monitoring and auditing compliance	14
5.4 Acknowledgment and training	14
5.5 Penalties for violations	14
5.6 Waivers of compliance	14
5.7 How to raise a concern	15
5.8 Nonretaliation	15

Introduction

Arctera's ethical culture represents who we are and what we stand for as a company. We must prioritize maintaining an ethical and compliant culture so we can continue to be proud of Arctera and the work that we do. Every day we are faced with opportunities to make the right decisions and show our partners, suppliers, customers and the public that we take pride in how we conduct our business and ourselves. We must seize these opportunities, as Arctera's reputation and credibility is directly impacted by our actions. All of us must strive to ensure that our actions reflect the highest standards of honesty, loyalty, concern for others and accountability. It's for these reasons that everyone has a duty to act lawfully, ethically and to prevent improper conduct.

The Arctera Code of Conduct applies to all Arctera employees and third parties (including contractors and agents) representing Arctera, and exists to help us navigate challenging situations. No code of conduct can cover all situations, so you must always use your good judgment when deciding what actions to take to act ethically and in compliance with the laws, rules and regulations in each country Arctera operates. Where there are differences between local laws and this Code of Conduct, you must apply the most restrictive rule.

This Code of Conduct sets forth Arctera's expectations of ethical and appropriate behavior by all Arctera employees and third parties representing Arctera. It is intended to supplement and not replace Arctera's company policies, which can be found internally on the Corporate Policies site. This Code of Conduct is not intended and should not be construed as an employment contract.

Every Arctera employee has a personal responsibility to:

- Embody and model the highest standards of ethical behavior.
- Learn the details of all policies that affect your job and where to obtain further guidance.
- Seek internal assistance when you have questions about the application of Arctera policies.
- Raise issues and concerns with your manager and, if the issue is not resolved, raise it further internally until the issue is properly addressed.
- Fully cooperate with any Arctera investigations.
- Leaders at Arctera are expected to build and maintain a culture of compliance by:
 - Leading by example through modelling ethical behavior.
 - Proactively leading compliance efforts and monitoring direct reports' compliance with policies and procedures.
 - Reiterating that business results are never more important than compliance.
 - Encouraging employees to raise ethical questions and concerns.
 - Taking employees' ethical and compliance standards into consideration when evaluating and rewarding employees.
 - Identifying compliance risks and implementing compliance controls, and continuously evaluating and improving these controls as needed.
 - Providing education, training and counseling to ensure Arctera policies and applicable laws are understood.

Any questions on the Code of Conduct should be directed to the Compliance Team, which can be contacted at Compliance@arctera.io.

Code of Conduct

1.0 Respect in the work environment and in the community

Arctera is committed to creating and maintaining a respectful work environment free from discrimination, harassment and violence. This includes applying fair employment practices, respecting and encouraging diversity, equity, and inclusion, maintaining a safe workplace and respecting the natural environment. We listen to our people and make our workplaces, both on-site and remote, as safe and enjoyable as possible.

Arctera is an equal opportunity employer and bases employment decisions on merit, experience and potential, without regard to race, color, gender, gender expression, gender identity (or non-conforming), sexual orientation, national origin, ancestry, religious creed, medical condition, physical or mental disability, genetic information, age, military and veteran status, marital status, political affiliation or any other characteristic protected by law.

We promote and support a diverse workforce at all levels of the company, as diversity, equity and inclusion are key drivers for creativity, innovation and strong business results.

Arctera expects every employee to always maintain a professional demeanor. This includes observing common courtesy in dealing with others and complying with all applicable laws and policies that promote an injury-free, safe and secure workplace (including remote and work from home locations).

Arctera is proud of its commitment to its Environmental, Social and Governance program (ESG). This program requires us to commit to being a good global citizen, including striving to do business in a manner that upholds local and international standards and values. This includes following the United Nations Global Compact and the protection of internationally proclaimed human rights and labor standards, as well as preventing modern slavery and child labor. Arctera is also committed to responsible environmental practices throughout our business. Our environmental practices include increasing energy efficiency, reducing waste and protecting the environment.

Arctera does not tolerate:

- Consideration of any characteristic protected by law in any employment-related decision.
- Harassing or bullying.
- Retaliating or threatening retaliation against anyone who files a complaint or participates in an investigation.
- Making unwelcome sexual advances to another person with whom you work.
- Violating local labor laws or working with supplier or partners who labor practices that do not align with our values.
- Refusing to work, or otherwise cooperate with, certain individuals because of their race, religion, sex or another protected characteristic.
- Failing to comply with health, safety or environmental regulations including failing to report environmental, health, safety hazards or accidents and failing to take personnel safety issues seriously.

2.0 Conducting business the right way

2.1 Anti-corruption

Arctera conducts business fairly, legally and with integrity. While working in the best interests of Arctera, we have a duty to be fair, ethical and lawful in our dealings both internally and externally. Arctera requires all employees comply with local laws, regulations and the highest standards of honesty and fairness in carrying out their duties. You may not directly or indirectly use bribes or other corrupt practices to influence any employee of a government, state-owned or commercial entity. These requirements apply to our suppliers, distributors and resellers as well. You are required to strictly comply with all ethical standards and applicable laws in every country we do business. You must also comply with all elements of the U.S. Foreign Corrupt Practices Act and the UK Bribery Act 2010, as well as Arctera's anti-corruption policies. For additional information, see the Arctera Global Anti-Corruption policy located internally on the Corporate Policies site. If you have any questions, are aware of wrongdoing, or would like to discuss any potential concerns you may have, please contact Arctera's Compliance Team.

2.2 Contracting practices

Arctera must use appropriate written contracts when selling or buying products and services or formalizing commitments. Anyone negotiating on behalf of Arctera is required to understand basic principles of business transactions and apply Arctera contracting policies and guidelines.

You may not sign any document or request another person sign a document on behalf of Arctera nor commit Arctera to undertake any performance, payment or other obligation (written or otherwise) unless properly authorized. You may not enter any transaction that violates any law or facilitates improper revenue recognition, expense treatment or other accounting improprieties for Arctera or a business partner. For example, regardless of the motivation, you may not enter verbal or written side letter arrangements with a customer or partner in connection with a revenue transaction or require a partner to submit orders before there is firm commitment from an end customer. You may not submit excessive expenses or expenses that are not supported with their appropriate evidence. Additional information regarding signature authorization can be found in the Arctera Global Signature Authority Policy located internally on the Corporate Policies site.

2.3 Arctera Suppliers

Arctera suppliers include component and material vendors, indirect goods and service providers, consultants, contract manufacturers and others providing products or services to Arctera. Arctera selects suppliers based on the merits of their products, services, pricing and business practices. You are required to follow Arctera policies in choosing suppliers on a basis that serves the best interests of Arctera, protects Arctera's reputation and obtains the best possible pricing for Arctera. You may not accept gifts or hospitality from suppliers that violates Arctera's policies.

You are required to engage the assistance of Arctera Procurement in dealing with suppliers throughout the purchasing lifecycle. You may not establish a business relationship with a supplier if its business practices violate local laws or basic international principles relating to labor standards or environmental protection.

You are required to deal with suppliers in a professional and fair manner, to document properly all transactions and to manage supplier relationships in accordance with the best interests of Arctera and applicable internal policies and procedures. You may not establish exclusive arrangements or reciprocal purchase obligations in any supplier relationship without prior approval from Arctera Procurement. The existence and the terms of contracts between Arctera and its suppliers are considered confidential and are not to be disclosed to any other party without appropriate authorization from Arctera Legal. If a dispute with a supplier could lead to termination of the relationship or litigation, you must consult with Arctera Procurement and Legal.

2.4 Competition law

Arctera promotes fair competition and encourages ethical and legal behavior among competitors. We do not restrain free trade or create an unfair advantage for anybody. Arctera succeeds by competing vigorously and fairly in the marketplace in full compliance with applicable antitrust, competition and other laws. If you're engaged in multinational business activities, you're required to abide by all applicable local laws.

You may not make written or verbal agreements, expressly or implied, with any Arctera competitor to set pricing, limit supply, divide territories or allocate customers for competing products or services. You may not discuss with competitors any proprietary and/or confidential information such as non-public or future pricing information, terms of sale, costs, margins, inventories, marketing plans or similar confidential information.

When representing Arctera in trade associations, standard setting bodies, consortia and other industry organizations, you need to be aware of the risk that participating companies may be perceived as using the meetings to reach anti-competitive agreements. You may not participate in groups engaging in activities that violate antitrust and competition laws. If a competitor uses a legitimate forum to discuss subjects that are prohibited, you must refuse to participate.

Arctera's distributors and resellers can also be classified as our competitors for Arctera products, so care must be taken in our dealings with channel partners. We cannot refuse to deal with a reseller without cause, allocate customers among partners or agree to pricing with a company that Arctera does not invoice (e.g. the end customer).

Arctera only obtains competitive information by fair and legal methods. You may review any public information that a competitor has released to other companies. You may not obtain non-public information by illegal activities involving industrial espionage or by asking a competitor's current or former employees or contractors. You may not examine information about competitive proposals or products that are submitted to customers, channel partners, suppliers, other business partners, or anyone else with the understanding they would treat it as confidential.

You may not misrepresent who you are or for whom you work when you ask for competitive information. You may not use or engage consultants, agents, friends or others to undertake activities to improperly obtain competitive information.

Arctera competes based on the quality and value of its products and services, not by disparaging the competition. Your statements about Arctera and our competitors, including advertising, promotional materials and product packaging, need to be fair, factual, complete and capable of being substantiated. These statements may not deceive or mislead current or potential customers. While forceful marketing messages may be appropriate, you may not make false, misleading, unfair or unprofessional comments about competitors or others in company messages or presentations.

In markets where Arctera has significant market share, its business practices in maintaining that success may be closely scrutinized. Activities that could be considered misuse of market power include refusing to provide a product or service that is essential to a competitor, exclusive relationships with anyone and pricing below cost with the intent to drive competitors from the market. Once a customer has placed a firm order with a competitor, you may not engage in activities to interfere with the performance of that contract.

Some laws carry financial and criminal liability, meaning authorities can stop Arctera from doing business in some states, territories or countries, issue fines up to 4-10% of worldwide revenue and imprison/fine directors and employees for wrongdoing. Ignorance is no defense, which is why we must be aware of and abide by applicable competition laws.

2.5 Channel partnerships and programs

Arctera resellers, distributors and other channel partners are independent businesses, and Arctera's relationships with them are subject to antitrust, competition and other laws. If you work with Arctera channel partners, you have a duty to manage channel programs in compliance with local laws and Arctera channel policies for your respective region. You are required to document properly all channel partner relationships.

Arctera may establish channel pricing and programs to help channel partners sell Arctera products and services. However, there are legal limitations on the influence that Arctera may exert over channel partners.

Arctera can be held legally liable for the actions of our channel partners. As such, we must take care in selecting, training and onboarding channel partners. Channel partners must comply with the Partner Code of Conduct as well as all applicable laws and policies.

2.6 International trade compliance

Arctera complies with all applicable import and export control laws and regulations. This includes abiding with all applicable sanctions and embargos. Each Arctera business location is responsible for maintaining import, export and customs records in accordance with Arctera's policies and guidelines. U.S. controls apply to Arctera worldwide. You are responsible for consulting with Arctera's Trade Compliance Team to determine whether your activities are subject to special controls and, if so, to comply with them. Additional information can be found in the Arctera Global Trade Compliance Policy located internally on the Corporate Policies site.

2.7 Customers from the public sector

There are additional and strict conduct rules when dealing with government customers. We must avoid any appearance that we are trying to bribe or exercise improper influence on government customers. Therefore, if your work involves a government or public sector customer, you are responsible for knowing and complying with Arctera's anti-corruption policies, the U.S. Foreign Corrupt Practices Act and UK Bribery Act 2010.

Government rules regarding gifts, hospitality and entertainment are of particular importance. They can be complex and vary among differing government entities. Generally, you must not give a public sector employee anything of value (e.g. free product, gifts, meals, entertainment, awards, travel, etc.) that exceeds the recipient's limits or Arctera's policies, whichever is less, unless you have received pre-approval from the Compliance Team.

2.8 Business gifts, hospitality and entertainment

When giving or accepting gifts, hospitality or entertainment in business settings, employees are required to use good judgment, discretion and moderation and to act in compliance with applicable laws, including the U.S. Foreign Corrupt Practices Act and the UK Bribery Act 2010, and with all Arctera policies.

It is acceptable to extend or receive common business courtesies, such as reasonable business meals, in your dealings with a partner, customer, supplier or other non-governmental person or entity. However, employees of Arctera should not request, accept, give or offer to give anything of value that would give the appearance of impropriety or that the gift or entertainment was intended in any way to influence a business transaction. Extending or receiving occasional gifts within the maximum market value permitted by Arctera policy as a gesture of goodwill is acceptable. Gifts in the form of cash payments are not allowed regardless of amount. All gifts, hospitality or entertainment with a value more than the limits established by Arctera policy must be reported and require authorization by the Compliance Team. You are responsible for understanding Arctera's policies on gifting and expense reimbursement.

Arctera does not tolerate:

- Using side letters, “off-the-book” arrangements, letters of intent, memoranda of understanding or other express or implied agreements without prior review and approval by Arctera Legal.
- Giving, offering or authorizing to offer anything of value to anyone to obtain any improper advantage.
- A business courtesy, such as a gift, contribution or entertainment, offered under circumstances that might create the appearance of impropriety. You must check Arctera’s gifting rules before giving or receiving gifts.
- Discussing or agreeing with competitors on pricing, terms, conditions of sale, costs, profits or profit margins, product or service offerings, production or sales volume, market share, coordination of bidding activities, dividing sales territories or allocation of customers or product lines.
- Contact with competitors that could create the appearance of attempting to create improper agreements.
- Discussing non-public information, such as pricing, with competitors.
- Obtaining non-public information through misrepresenting yourself, engaging others or by illegal means.
- Interfering in the fulfillment of an order to a competitor.
- Making untrue, inaccurate or misleading statements to current or potential customers regarding our products and services.

3.0 Safeguarding Arctera assets

Protecting and safeguarding Arctera’s assets, including tangible and intangible property, business and technical information, is critical to Arctera’s business success. We have a duty to use those assets for legitimate business purposes only, to protect them from loss or unauthorized use and to keep them confidential as appropriate. Misappropriation or theft of assets is gross misconduct. Arctera’s assets may never be used for unlawful or improper purposes. You may occasionally use Arctera resources for incidental personal activities. However, you must keep this usage to a minimum and comply with all Arctera policies and guidelines (including the Asset Management Security Standard). You may not allow other people to use Arctera resources for any purpose. You may not use any Arctera resources to visit Internet sites that contain sexually explicit content, facilitate gambling or advocate intolerance of others. Such misuse of Arctera assets is misconduct and may lead to disciplinary action, including termination of employment.

3.1 Intellectual property

All Arctera employees have a duty to respect Arctera and others’ intellectual property. Intellectual property includes patents, trademarks, copyrights, trade secrets, source and object code, marketing plans, contact lists, employee phone lists or other confidential or proprietary information. Arctera invests substantially in the development of its products, services, business processes and the protection of related intellectual property. When you joined Arctera, you signed an agreement to protect and hold confidential Arctera’s confidential and proprietary information. This obligation does not expire, even after you leave Arctera. In addition, you are required to honor the intellectual property rights of others and protect any third-party confidential information you receive from misuse or unauthorized disclosure.

The Arctera brand is a valuable asset that other companies may want to exploit. You may not permit any supplier or other party to use the Arctera name, logo or other branding in its advertising, promotional materials, customer references or the like, or in securities offering documents such as a prospectus or registration statement, without the prior approval from Arctera Corporate Public Relations or Brand Management.

3.2 Confidential information

All Arctera employees have a duty to appropriately manage and protect the information in their possession. This information can take many forms and can include details of our products and services, financial information or details of our colleagues or customers. Arctera confidential information includes a wide range of non-public information, including financial and cost data, business plans and strategies, operating reports, pricing information, marketing and sales data, business partner information, research and development, trade secrets, proprietary information, technical information and source code, personnel records and organization charts. Appropriate security measures to protect Arctera information from improper disclosure should be taken in accordance with applicable Arctera policies and guidelines.

Disclosure of Arctera information may be made only by those authorized to do so and in compliance with Arctera policies. Before sharing any Arctera confidential information with an outside party, in writing or orally, an appropriate Arctera Non-Disclosure Agreement should be used. Acceptance of confidential information from others must also be handled with care and in compliance with Arctera policies. Although Arctera sometimes has a business need to receive confidential information from an outside party, you should be cautious when information is shared with an expectation that Arctera will hold it in confidence. Casual acceptance of confidential information creates a risk that Arctera will be accused of misusing it.

Arctera does not accept unsolicited suggestions, such as ideas for future products, that the submitter may consider confidential. This is to prevent Arctera's own research and development and other business activities from becoming encumbered by unintended obligations to outsiders. Contact Arctera Legal if you receive an unsolicited suggestion.

All media contact, including press releases, is initiated and managed by the communications team. When communicating with the public, care must be taken to keep non-public information confidential. Unless authorized by the communications team, you may not create any impression that you are speaking on behalf of Arctera in any communications that are open to third parties, such as social media posts.

3.3 Privacy and information security

Arctera recognizes that privacy and information security are key to building trust. We are committed to respecting and protecting the personal information of our employees, customers and business partners. Arctera complies with the requirements of data privacy laws in all jurisdictions where they apply to Arctera, including the GDPR and CCPA.

Personal information is information which can, on its own or in conjunction with other data, identify an individual. Examples include someone's name, address, telephone number, account number, date of birth, billing information, etc. Additional care must always be taken when handling what is known as sensitive personal information, examples of which include information that relates to individual health, biometrics, sexuality, political opinions, religious beliefs, ethnicity, etc.

All employees are expected to complete their annual privacy training and to follow the Arctera privacy and security policies that apply to the use, storage or transmission of personal information. Failure to do so could result in the loss of or unauthorized access to personal information and Arctera being subject to substantial fines and/or enforcement action with the potential for employee disciplinary action.

Additional information can be found in the Arctera Global Privacy Policy located internally on the Corporate Policies site or by contacting the Arctera Privacy Team at Privacy@arctera.io.

Remember:

- Arctera only acquires and retains personal information for business uses and when required by law.
- All uses of personal information must be appropriate and comply with Arctera policies.
- Personal information is confidential, kept secure, and only accessed with a genuine business need.
- Ensure personal information is recorded accurately and kept up to date.
- Respect customer wishes around direct marketing and their contact preferences.
- Seek guidance from the Privacy Team when exporting personal information to another country.
- Only retain personal information for as long as necessary to fulfil the purpose for which it was collected, or aligned with Arctera records management policies.
- If you suspect a data incident has occurred, you must report it without delay to security@Arctera.io.
- Arctera is committed to protecting the legitimate privacy interests of its employees but reserves the right to monitor use of company assets in accordance with applicable laws and only as necessary to protect the interests of the company at any time and without notice.

3.4 Records management

We create, retain and dispose of documents, business records and information -both paper and electronic - as part of our normal course of business. Our company records must be properly managed, retained and disposed in compliance with Arctera policies, legal requirements and preservation instructions issued by Arctera Legal. Additional information can be found in the Corporate Records Management Policy located internally on the Corporate Policies site.

3.5 Lawsuits, legal proceedings and investigations

You are required to contact Arctera Legal immediately in the event you receive a court issued document or learn of a threatened lawsuit, legal proceeding or investigation brought by private parties or by any government agency. Records relevant to a lawsuit, legal proceeding or investigation must not be altered or destroyed and must be promptly produced and turned over to Arctera Legal upon request. Should you receive a "Legal Hold" or "Litigation Hold" notice from Arctera Legal, you must comply with all instructions to maintain the integrity of any documents that may be relevant to that legal proceeding or investigation.

To maintain Arctera's legal privilege, communications containing legal advice should not be copied or distributed except under the direction of Arctera Legal and should be disclosed to Arctera employees only on a need-to-know basis. If you are involved on Arctera's behalf in a lawsuit or other legal dispute, you must avoid discussing it with anyone inside or outside of Arctera without prior approval of Arctera Legal. You are required to cooperate fully with Arctera Legal during the lawsuit, legal proceeding or investigation.

3.6 Finance and accounting practices

Arctera adheres to strict accounting principles and standards of reporting. If you have responsibility for or any involvement in finance or accounting, you must follow all applicable Arctera policies. You may not assist others to engage in improper accounting practices or make false or misleading financial reports. You must never provide advice to third parties about how they should be recording or reporting their own revenues and expenses. If you become aware of any action related to accounting or financial reporting that you believe may be improper, you must immediately report it to the Arctera Compliance Team.

Arctera is committed to combating financial crime and complies with all anti-money laundering laws that apply to Arctera operations. Arctera will never engage in bank fraud or financial impropriety.

Arctera does not tolerate:

- Releasing confidential information to unauthorized third parties.
- Excessive use of Arctera assets for personal activities.
- Having lack of controls in place to protect assets from risk or loss.
- Improperly discussing Arctera proprietary or confidential information with customers or suppliers.
- Inaccurately stating financial records, such as overstating travel and entertainment expenses, or submitting erroneous time sheets or invoices.
- Speaking to a member of the press without prior approval.
- Using company computers to visit websites that contain inappropriate or unprofessional content.

4.0 Avoiding conflicts of interest

Arctera recognizes that employees may take part in legitimate financial, business and other activities outside of their jobs at Arctera. However, we all have a duty of loyalty to Arctera. Arctera employees are expected to act in Arctera's best interests and to exercise sound judgment unclouded by personal interests or divided loyalties. We seek to avoid the appearance of, as well as actual, conflicts of interest both in the performance of our duties for Arctera and our outside activities. As such, Arctera requires you to obtain approval from the Compliance Team prior to accepting secondary employment, board positions or other activities they may create potential conflicts of interest.

4.1 Outside employment, volunteer or charitable activities

Your duty to Arctera is to ensure that outside employment and other activities do not interfere with your work or responsibilities at Arctera, cause you to misuse Arctera information or assets, or result in consequences that negatively impact Arctera. You may not engage in any outside employment or activities that may improperly influence, or appear to improperly influence, your judgment, decisions or actions with respect to your role at Arctera. Great care needs to be taken when considering employment or other engagements with an Arctera supplier, customer, developer or competitor, or taking part in any activity that enhances or supports a competitor's position. To assess whether a potential conflict of interest may exist, you need to consider the activities in which you may be engaging. Arctera encourages your personal involvement in charitable, professional and other community organizations. However, you may not solicit donations from Arctera business partners where an appearance of conflict of interest may arise due to your status as an Arctera employee.

4.2 Political contributions and activities

While you are encouraged to participate in your community and the political process, you may not create the impression that you are speaking or acting for or on behalf of Arctera. You may not use your position at Arctera to lobby support for any political activity. Arctera funds and other assets may be used as political contributions only as allowed by law and in accordance with Arctera policies.

4.3 Personal benefit or gain from business

Receiving personal benefits from others because of your status as an Arctera employee may lead to divided loyalties. You may not receive any personal profit or advantage other than your compensation from Arctera in connection with any transaction involving Arctera, or your status as an Arctera employee.

You must disclose to your manager and the Compliance Team all situations regardless of the value where you or Arctera may be conducting Arctera business with members of your family, friends or others with whom you have a close personal relationship. This includes any situation where a person in a close personal relationship with you benefits from any business related to Arctera. Upon disclosure, Arctera will put the appropriate controls in place to remove potential conflicts of interest. In no event are you permitted to provide services to Arctera outside your role as an Arctera employee.

4.4 Outside directorships

Participating on the board of directors of other companies or nonprofit groups may enhance your business and leadership skills but may also lead to conflicts of interest. Prior to service on an outside board, you must seek approval from the Compliance Team. If you are serving as a director of a company or other organization, and you encounter any situation where your role as a director may conflict with Arctera's interests, you must either withdraw from that situation or resign as a director. Special attention and controls will be necessary should you be offered a directorship with an Arctera competitor, customer, channel partner or supplier.

If you serve as a director of another company at the request of Arctera, or in connection with an Arctera equity investment in the Company, you may not receive compensation from that company without Arctera Board approval. You may not accept outside directorships if the resulting time demands interfere with your ability to perform your job at Arctera. You must remove yourself from any Arctera decision-making with respect to the company or organization on whose board you serve.

4.5 Financial interests in other businesses

You may not have a personal or family financial interest in an Arctera customer, channel partner, supplier or competitor that could improperly influence your judgment, has the potential to cause the appearance of divided loyalty or might result in personal benefit because of your role at Arctera. Financial interests include investment, ownership and creditor interests. Many factors should be considered in determining whether a conflict exists, including the size and nature of the investment, your ability to influence Arctera's decisions, your access to confidential information of Arctera or of the other company, and the nature of the relationship between Arctera and the other company.

4.6 Disclosing conflicts

Your responsibility is to use your best judgment to evaluate objectively whether your outside activity, financial interest or receipt of business gifts and entertainment may lead to divided loyalties. You must promptly disclose to the Compliance Team any situation that could present a conflict of interest with your role at Arctera. You will have a continuing obligation to disclose any change in circumstances that could affect Arctera's interests.

Arctera does not tolerate:

- Not disclosing to the Arctera a financial interest in a company (not including shareholding in a large publicly listed company) that does business with Arctera.
- Conducting secondary employment during your normal Arctera working hours or using Arctera assets.
- Receiving gifts of greater than nominal value from suppliers, customers or competitors while you can influence Arctera decisions related to that party.
- Receiving personal discounts or other benefits from suppliers, service providers or customers not available publicly or similarly situated Arctera employees.
- Directing business to a supplier or partner to benefit someone with whom you have a close personal relationship.
- Misusing Arctera resources or your position or influence at Arctera to promote or assist an outside business or not-for-profit entity.
- Preferentially hiring, directly supervising or making a promotional decision about a spouse, relative or someone with whom you have a close personal relationship.

5.0 Administrative matters

5.1 Updates to this Code of Conduct

The Code of Conduct may be updated from time to time by the Compliance Team, which has authority to interpret and make administrative changes. Substantive changes require approval by the Audit Committee.

5.2 Compliance Team

Arctera's Compliance Team has direct access to Arctera's Chief Executive Officer and Arctera's Audit Committee. The Compliance Team has overall responsibility to oversee compliance with the Code of Conduct and is supported by Arctera's Finance, Human Resources, Internal Audit, Information Systems and Technology, Legal and other functions as needed. Any questions on the Code of Conduct and compliance training requirements should be forwarded to the Compliance Team.

5.3 Monitoring and auditing compliance

The Compliance Team will determine and implement methods to monitor and audit employees' compliance with the Code of Conduct. You must cooperate fully and truthfully in any compliance efforts, including investigations, audits and reviews.

5.4 Acknowledgment and training

All employees and certain contingent workers must acknowledge their commitment to the Code of Conduct by reviewing the written Code and completing the mandatory annual training course. Refresher courses and training modules related to your specific responsibilities may also be required from time to time. Failure to complete mandatory trainings may result in disciplinary action including, where permissible, termination of employment.

5.5 Penalties for violations

Compliance with the Code of Conduct is very important to Arctera. Failure to comply with these standards or with applicable laws makes one subject to disciplinary action by Arctera including immediate termination of employment. Arctera may take disciplinary action against:

- Any employee, contractor, or agent engaged by Arctera who violates or requests another to violate the Code of Conduct or applicable law.
- Any employee who deliberately withholds relevant information or otherwise interferes with an investigation concerning a violation of the Code of Conduct or applicable law.
- Any manager who fails to act diligently in responding to issues raised by employees or fails to report a possible violation of the Code of Conduct or applicable law to the Compliance Team.
- Any employee who knowingly falsely or maliciously accuses another employee of violating this Code of Conduct, Arctera policies or applicable law.

5.6 Waivers of compliance

The Compliance Team has the authority to grant waivers of compliance with the Code of Conduct, either proactively or retroactively, except when the waiver involves a director, executive or senior officer. In that case, Arctera Board approval is required.

5.7 How to raise a concern

Often the choices we face are difficult to make, and the decisions we make can fall into gray areas. Situations where integrity is questioned are usually emotional and personal, and remaining objective can be difficult. In addition, laws and regulations concerning ethical issues are often complex and subject to interpretation. Therefore, it is important to speak up and to ask questions.

Generally, your immediate manager will be in the best position to understand the situation and resolve the issue. Managers at Arctera are expected to maintain an “open door” policy with respect to your questions and concerns, and to be diligent in responding to issues raised promptly. Managers must report any possible violations of the Code of Conduct to the Compliance Team.

Beyond your manager, Arctera offers you several ways to get answers to your questions about ethical issues and to raise any concerns about possible violations of the Code of Conduct or applicable law. You may contact the Compliance Team at Compliance@arctera.io. You may also contact your local Human Resources or Legal advisor.

For concerns related to accounting, internal control over financial reporting, auditing, financial reporting, fraud or corruption, you may report such matter on a confidential and anonymous basis to the Compliance Team. Concerns related to perceived harassment, bullying, discrimination, retaliation or workplace misconduct should be reported to directly to Human Resources or via Arctera’s HR portal.

5.8 Nonretaliation

Under no circumstances will you be subject to any disciplinary or retaliatory action for reporting in good faith a possible violation of the Code of Conduct or applicable law or for cooperating in any investigation of a possible violation. However, knowingly false or malicious reports will not be tolerated, and anyone filing such reports will be subject to appropriate disciplinary action.

At Arctera, we want to encourage employees to do the right thing. This includes reporting all violations of the law or company policies, including incidents of harassment or discrimination. Arctera will take appropriate steps to investigate all such reports and will take appropriate action. Should you become aware of a possible Code of Conduct violation, you are required to promptly raise it with your manager or the Compliance Team.

About Arctera

Arctera helps organizations around the world thrive by ensuring they can trust, access, and illuminate their data from creation to retirement. Created in 2024 from Veritas Technologies, an industry leader in secure multi-cloud data resiliency, Arctera comprises three business units: Data Compliance, Data Protection, and Data Resilience. Arctera provides more than 75,000 customers worldwide with market-leading solutions that help them to manage one of their most valuable assets: data. Learn more at www.arctera.io. Follow us on X [@arcteraio](https://twitter.com/arcteraio).



arctera.io

For global contact information visit:
arctera.io/contact