



Code of Conduct

Version 3.7

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## 1. Our Guiding Principles

TachTech's core values help grow our reputation for always demonstrating the highest levels of integrity, authenticity, and business ethics. In order to continue to enhance our reputation, we all must follow a shared code of conduct and exercise proper judgment in our actions. As TachTech employees, we may be faced with ethical and legal challenges; at times some situations may warrant deeper thought and more difficult decisions than others. We should always face these challenges with consistency and leverage TachTech's "On T.R.A.C.K" values as our True North: Trust, Responsiveness, Authenticity, Community, and Knowledge. Our team values coupled with our own personal responsibility will continue to adapt and enhance our shared Code of Conduct as we learn from our collective experiences. Our operating philosophy is the belief that our shared values and conduct will ensure TachTech's long-term growth, a positive employee culture and stellar reputation even if it requires making short term sacrifices. Our Code of Conduct provides us with general guidance for resolving a variety of challenges and provides a platform for continual improvement.

There are not always clear answers for the choices we must make in business today. No single set of guidelines or policies can provide the absolute last word to address all circumstances. Therefore, we expect TachTech employees to use sound judgment in all of their conduct and we always encourage you to always make the effort to ensure you are making the most optimal choices including asking the appropriate people around you for advice and guidance.

### 1.1 Importance of Compliance

If you feel that you can benefit from any guidance about applying the Code of Conduct— or any other TachTech policies, directives, or guidelines— it is your responsibility to consult your manager, the appropriate team member(s), and/or the other resources that may be available to you as a TachTech employee. A violation of any TachTech guidelines can result in disciplinary action, including dismissal.

TachTech's policy is to comply with all laws and regulations that apply to its business. As you conduct TachTech's business, you may encounter a variety of laws and legal complexities, including those in the areas described below. If you have questions on specific laws or regulations, contact TachTech's counsel either directly or through a manager. Penalties for failure to comply with laws are often severe and can result in fines, lawsuits, loss of business reputation, and in severe cases imprisonment.

## 2. Speak up

### 2.1 Raising Concerns and Reporting Violations

If you know of, or have good reason to suspect, an unlawful or unethical situation or believe you are a victim of prohibited workplace conduct, immediately report the matter. Your manager is usually the best place to start. TachTech supports an open-door philosophy with higher management and believes employees should be empowered to raise concerns openly, in confidence, and/or anonymously, and management is expected to address concerns no matter how they are reported.

## 2.2. Non-Retaliation Policy

TachTech will review your report of unlawful or unethical conduct and will not tolerate threats or acts of retaliation against you for making a report.

## 3. TachTech's Work Environment

TachTech's unique culture, community, and work environment are shaped by its virtual workplace concept. We aim to help our employees thrive from the many potential benefits that a virtual workforce offers- notably the gift of time and energy from avoiding daily commutes, and the flexibility to work from a wide array of locations. We also work together to overcome the perceived challenges of the virtual workplace and always aim to continually be mindful of and improve our collaboration, productivity, and connectedness.

TachTech strives to maintain a safe, healthy, and productive work environment. Specific rules are set forth in the TachTech Employee Handbook, but we highlight a few here because they have a heightened impact on promoting the TachTech culture. The work environment TachTech values is free from discrimination and harassment, whether based on race, color, religion, gender, gender identity or expression, sexual orientation, national origin, genetics, disability, age, veteran status, any other federal protected status, or any other factors that are not related to the performance of TachTech's business. TachTech will not tolerate sexual advances, actions, or comments, racial or religious slurs or jokes, or any other comments or conduct that, in the judgment of TachTech management, creates, encourages, or permits an offensive or intimidating work environment. Other prohibited conduct, because of its adverse impact on the work environment, includes, but is not limited to: threats or violent behavior, possession of weapons during work or at work related locations, use of recording devices- including cell phone cameras and web cameras, except as authorized by TachTech management. People within management are not to pursue romantic relationships with a subordinate whether they report directly or indirectly. Use, distribution, sale or possession of illegal drugs or any other controlled substance, except for approved medical purposes is prohibited. Consumption of alcoholic beverages on TachTech premises is only permitted, with prior management approval, for company-sponsored events. Furthermore, if TachTech management finds your conduct on or off the job adversely affects your performance, that of other employees, or TachTech's legitimate business interests, you will be subject to disciplinary action, including dismissal.

### 3.1 Information and Property

TachTech's Information and Property are valuable assets. These assets include valuable proprietary information, such as TachTech's intellectual property and confidential information, as well as physical property and systems. Protecting all of our assets is critical. Their loss, theft, misuse, or unauthorized disclosure can jeopardize TachTech's future. You are personally responsible for protecting TachTech's physical and virtual assets in general, as well as those entrusted to you. This includes those assets that you have been authorized to provide to other TachTech employees, contract personnel, clients, or others. To do this, you should know and understand TachTech's security controls, processes, and practices. You should be alert to situations that could lead to the loss, misuse, theft, or unauthorized disclosure and/or access of our assets. Furthermore, you should report those situations to TachTech and your manager as soon as they come to your attention.

### 3.2 Inadvertent Disclosure

You should be careful to avoid inadvertent disclosure. Never discuss proprietary information that TachTech considers confidential or which TachTech has not made public with, or in earshot of, any unauthorized person. Activities where inadvertent disclosure could occur include a conversation (in person or by telephone) in any public area, in a blog or within a social network. Also, you should not discuss such information with family members or friends. They might innocently or otherwise pass the information on to someone else.

### 3.3 Use of TachTech Facilities and Assets

Protection of TachTech assets, workplace environment and business interests, including compliance with legal requirements, are critical to TachTech's operations and integrity in the marketplace. All TachTech assets—proprietary information, such as TachTech's intellectual property and confidential information, as well as physical property and systems—should only be used to conduct TachTech's business or for purposes authorized by TachTech management. This obligation applies whether or not you developed the information yourself, and it applies by law in virtually all countries where TachTech does business. TachTech's physical property and systems include equipment, facilities, information and communication systems, corporate charge cards and supplies. TachTech's property and systems, including TachTech connections to the Internet, should also only be used for appropriate purposes. Incidental personal use of such property and systems—meaning use that is limited in duration, does not violate company policies, and does not interfere with doing your job—may be permitted by management. However, it is never permissible to use TachTech's systems for visiting Internet sites that feature sexual content or gambling, that advocate intolerance of others, or that are inconsistent with TachTech's Values and business interests. It is also inappropriate to use them in a manner that interferes with your productivity or the productivity of others.

### 3.4 External Inquiries and Contacts

TachTech's business activities and the activities of its clients may be of interest to monitoring by many parties, including but not limited to, foreign national governments, journalists, consultants, securities analysts, and others. You should not contact these individuals or groups or respond to their inquiries, whether online (including social media), telephonically, or otherwise, without authorization from TachTech's Executive Management and TachTech's General Counsel.

### 3.5 Intellectual Property

As a TachTech employee you will have access to and may develop TachTech intellectual property. When you joined TachTech, you signed an employee agreement in which you assumed specific obligations relating to intellectual property. For example, you assign to TachTech all of your rights in certain intellectual property you develop. That intellectual property includes such things as ideas, inventions, software, templates, publications, and other materials relating to TachTech's current or anticipated offerings, business, research, or development. Subject to the laws of each country, this applies no matter where or when—at work or after hours—you create such intellectual property. You must disclose that intellectual property to TachTech and protect it like any other TachTech proprietary information.

### 3.6 Third-Party Software

You should exercise caution in obtaining third-party software from others, including commercial and open-source software. Software includes computer programs, databases, and related documentation, and can be in any stage of development. Software may be on tangible media (e.g., CDs, portable devices, and publications), or it may be downloadable or accessible for use online. The license for the software sets out the rights and obligations that must be complied with, such as how and where the software may be used, whether it may be modified or distributed and, possibly, what rights TachTech is obligated to grant to others. The terms and conditions of the license agreement must be strictly followed. You must follow applicable business unit and Information Technology Policies before you load software from any source onto any computer or device provided by TachTech or used for TachTech business purposes. You must also follow those procedures before you distribute, access, or receive software from inside or outside of TachTech, or otherwise accept a license agreement.

### 3.7 Open-Source Software

Do not confuse open-source software with software that is in the public domain. Open-source software licenses often impose obligations that could result in a conflict of interest with TachTech and the inappropriate transfer of TachTech's intellectual property rights. If you want to be involved with or use open-source software, you must first obtain management approval and comply with related TachTech Policies and guidelines for participation.

### 3.8 Trademarks

TachTech and other companies have trademarks—words, names, symbols, or designs—that are used to identify and distinguish the company and its products. It is important that you properly use TachTech's and other companies' trademarks. For guidance on proper usage and acknowledgement of TachTech's and certain third-party trademarks please refer to the appropriate department and your manager. In addition, you should not use a word, name, symbol, or design as a trademark without first going through an internal approval process, and if using a partner and/or client logo then there needs to be written mutual approvals to support the use of the mark in each given situation.

### 3.9 Use of TachTech's Premises and Assets

Protection and good care of TachTech's assets, workplace environment and business interests, including compliance with legal requirements, are critical to TachTech's operations and marketplace integrity. All TachTech's assets—proprietary information, such as TachTech's intellectual property and confidential information, as well as physical property and systems—should only be used to conduct TachTech's business or for purposes authorized by TachTech management. This obligation applies whether or not you developed the information yourself, and it applies by law in virtually all countries where TachTech does business. TachTech's physical property and systems include equipment, facilities, information and communication systems, corporate charge cards and supplies. TachTech's property and systems, including TachTech's Internet access, should also only be used for appropriate purposes. Incidental personal use of such property and systems—meaning use that is limited in duration, does not violate company policies, and does not interfere with doing your job—may be permitted by management. However, it is never permissible to use TachTech's systems for visiting Internet sites that feature sexual content or gambling, that advocate intolerance of others, or that are

inconsistent with TachTech's Values and business interests. It is also inappropriate to use them in a manner that interferes with your productivity or the productivity of others.

### 3.10 TachTech's Right to Access and Use

You should understand TachTech has an obligation to protect its assets, and as an example, to comply legally with investigations to retain the right to inspect your use of any and all TachTech assets, including your communications using TachTech's assets. You should understand that TachTech does not consider any such uses of its assets to be private. Therefore, you should not place or keep any personal items, messages, or information that you consider private anywhere in the TachTech physical or virtual workplace. If you choose to do so, you should understand that TachTech may at any time, monitor, recover through technical or other means, and review employee communications including emails from personal email accounts, records, files, and other items TachTech finds through or in its systems, assets and any other TachTech areas or provided facilities, for any purpose. In addition, in order to protect its employees, assets, and business interests, TachTech may share outside of TachTech anything it finds, such as with its outside legal or other advisors, in coordination with its clients or other parties to support investigations/inquiries, or with law enforcement. Additionally, in order to protect its employees, assets and business interests, TachTech may ask to search an employee's personal property, including briefcases and bags, located on or being removed from TachTech locations. If you use personal electronic devices for TachTech-related work, then those devices may also be examined by TachTech. You are expected to cooperate with all such requests. Employees, however, should not access another employee's workspace, including email and electronic files, without prior approval from management.

### 3.11 Departing TachTech

If you must depart TachTech for any reason, including retirement, you must disclose and return all assets in a timely manner. Please understand that TachTech's way of performing business is unique to TachTech and all of its assets and know-how must be preserved and protected.

### 3.12 Making Commitments and Obtaining Approvals

TachTech's approval processes are designed to help TachTech protect its assets and maintain appropriate controls to run its business effectively, whether you are dealing with clients, business partners, suppliers, or other third parties. Within these processes, authority for pricing, contract terms and conditions and other actions may have been delegated to certain functions and to line management. Making business commitments outside of TachTech's processes, delegation limits or without appropriate approvals, through side deals or otherwise, is not acceptable. Modifications of pricing, contract, or service terms must be approved by the appropriate level of management or authorized function. Do not make any oral or written commitments that create a new agreement or that modify an existing TachTech agreement with a third party without approval, consistent with delegation levels. TachTech's policy dictates that all contractual approvals must go through proper executive channels. If any approval needed is not already clearly delegated by policy to an authorized person(s) and/or authorized function then the approval needs to be requested by TachTech's Chief Executive Officer (CEO), at which time, the CEO may sign for approval, authorize another person(s) to sign for approval, and/or create new policy to authorize a person(s) and or function to authorize. It is your responsibility



as an employee to ensure that any approval you receive to make a commitment on behalf of TachTech is from authorized person(s) and in writing.

### 3.13 Reporting, Recording and Retaining Information

Every employee captures or reports information of some kind and submits it to the company and others with whom we interact. In doing so, you must ensure that all information is recorded and reported accurately, completely, and honestly. Never make misrepresentations or dishonest statements to anyone. If you believe that someone may have misunderstood you, promptly correct the misunderstanding. Reporting inaccurate or incomplete information or reporting information in a way that is intended to mislead or misinform those who receive it, is strictly prohibited and could lead to consequences.

## 4. In the Marketplace

### 4.1 Working with Organizations Outside of TachTech

Other organizations have multiple relationships with TachTech. A TachTech Business Partner may be both a client and a competitor. Another organization may be a TachTech supplier and client at the same time. A few organizations may even be suppliers, competitors, Business Partners, and clients. No matter what the context, you need to understand each relationship involved in your dealings, and act in accordance with our guidelines. Working with Suppliers In deciding among competing suppliers, we weigh the facts impartially to determine the best fit for the given requirements. You should do so whether you are in a procurement job or any other part of the business—and regardless of whether it is a large or small purchase. You must not exert or attempt to exert influence to obtain special treatment for a particular supplier. Even appearing to do so can undermine the integrity of our established procedures. Seeking reciprocity is contrary to TachTech policy and may also be unlawful. You should not tell a prospective supplier that your decision to buy its goods or services is conditioned on the supplier's agreement to buy TachTech products or services. This does not mean that a TachTech client cannot be a TachTech supplier or that TachTech can never consider its other relationships with the supplier when it is evaluating the supplier. It simply means that TachTech's decision to buy goods and services from a supplier must be made independently and apart from that supplier's decision to buy TachTech products and services.

### 4.2 Working With Other Complementary Third Parties

TachTech has relationships with complementary third parties, such as TachTech Business Partners, Independent Software/Hardware Vendors, and Service Partners, to help TachTech market, install, and integrate TachTech solutions. If you work with these third parties, you must follow the applicable sales, marketing, and services guidelines for dealing with them. In addition, you must ensure that any of these parties working under contracts with TachTech clients are aware of and in compliance with the obligations set forth in each applicable service/solutions agreement between TachTech and its clients. Furthermore, these Third Parties often will hold agreements directly with our clients in situations where TachTech is the Value-added Reseller on record and in such cases TachTech should act as if it has an obligation (whether it does or not) to help ensure all parties are following appropriate guidelines and agreements.

### 4.3 Acquiring and Using Information About Others

In the normal course of business, it is not unusual to acquire information about other organizations. Doing so is not unethical in and of itself. In fact, TachTech quite properly gathers this kind of information from legitimate sources for such purposes as, but not limited to: offering credit terms, evaluating suppliers, evaluating the relative merits of our own products, services, and marketing methods including in comparison to our competitors.

There are, however, limits to how that information should be acquired and used, especially information about competitors. No company should use improper means to acquire another's trade secrets or other confidential information. Improper solicitation or receipt of confidential data from any source, including a TachTech client, a competitor's employees, or any other party, is not acceptable. TachTech will not tolerate any form of questionable intelligence gathering. Accordingly, you must not engage in or facilitate any improper or illegal practices designed to collect potentially confidential or sensitive information from competitors or others, such as, but not limited these examples 1) illegal surveillance, hacking, bribery, theft or trespassing, 2) hiring a competitor's employees for the purpose of obtaining the competitor's confidential information, 3) accepting or using potentially confidential or sensitive information if you have reason to believe it may have been improperly or illegally obtained Information about other organizations and individuals should be treated with sensitivity and discretion. When working with information, you should use that information in the proper context and make it available only to other TachTech employees with a legitimate need to know. In presenting such information, you should disclose the identity of the organization or the individuals only if necessary. If specific identifying information is not necessary, you should present the information in aggregated form or by some other means.

### 4.4 Personal Information About Individuals

As part of your work, you may have access to personal information, such as information about consumers or employees of clients, suppliers, TachTech Business Partners, and others. You may only use such information to the extent necessary to fulfill your assigned job responsibilities and in accordance with instructions issued by management or applicable TachTech policies, directives, and guidelines. You may not use or alter the personal information inappropriately or disclose it to anyone who does not have a legitimate need for such information. If possible, information should be made anonymous before disclosure to avoid disclosing personal information of individuals. If you suspect that personal information has been lost or stolen, you must report it immediately to the proper people at TachTech.

### 4.5 Proprietary and Confidential Information Owned by Others

Our business often requires the use, exchange, or disclosure of information that others may own and which they may consider to be their trade secrets or intellectual property. If you receive another party's proprietary information, even inadvertently, you must proceed with caution to prevent any accusation that TachTech misappropriated or misused the information. For example, you should avoid receiving or using confidential information owned by others unless (a) you are clearly authorized to do so, and (b) an authorized confidentiality agreement is in place between TachTech and the other party or parties. The terms, restrictions and other conditions that apply to using confidential information can vary widely so it is important that you understand and comply with the applicable obligations.

## 4.6 Gifts, Amenities and Bribes

The following are general guidelines on receiving and giving gifts and business amenities. Types and values of gifts and amenities can vary widely—ranging from advertising novelties of nominal value, which you may give or accept, to bribes, which you unquestionably may not. Additional guidance and approval requirements can be provided by TachTech's finance team who are responsible for maintaining these guidelines. Senior executive management may approve receiving or giving higher value gifts and business amenities provided the gifts and business amenities are not prohibited by law or known client, business partner or supplier practices. Please be aware that each client maintains their own policies and TachTech is responsible for obligating to such policies. The TachTech Account Manager assigned to each client should be educated on each client's policy and is a good resource to ask for guidance; furthermore, each client likely has a publicly available Code of Conduct that shares their policies. It is paramount that TachTech adheres to the Codes of Conduct asked of us by our clients, business partners, and other third parties that we depend on to perform our business.

## 4.7 Receiving Gifts, Amenities, and Referral Fees

Neither you nor any member of your family may, directly or through others, solicit or accept from anyone money, a gift, or any amenity that could influence or could reasonably give the appearance of influencing TachTech's business relationship with that person or organization. If you or your family members receive a gift (including money), even if the gift was unsolicited, you must notify your manager and take appropriate measures, which may include returning or disposing of what you received. Unless you have been informed otherwise, you may accept the following:

Promotional premiums and discounts offered by transportation companies, hotels, auto rental agencies, and restaurants, if based upon bonus programs for individuals and offered to travelers generally

A gift of nominal value, such as an advertising novelty, when it is customarily offered to others having a similar relationship with that person or organization.

With management approval, customary business amenities, such as meals and appropriate entertainment, provided the expenses are kept at a reasonable level and are not prohibited by law or known practices of the giver. Similarly, when authorized by TachTech you may refer clients and others to third parties, but you may not accept any fee, commission, or anything in compensation for this referral.

With Management approval, certain vendor partners may offer referral fees, "spiffs", and/or other promotional rewards for achieving partner business goals.

## 4.8 Giving Gifts, Amenities, and Other Value

You may not, directly or through others, offer or give any money, gift, amenity, or other thing of value to an executive, official, employee or representative of any client, supplier, TachTech business partner or any other organization, if doing so could influence or could reasonably give the appearance of influencing the organization's relationship with TachTech. You may: Give a gift of nominal value, such as a TachTech advertising novelty, if it is not prohibited by law or the organization's known business practices. With management approval, an employee may give

customary business amenities, such as meals and appropriate entertainment, provided the expenses are kept at a reasonable level and are not prohibited by law or known business practices of the recipient's organization. Only with approval from management, and only in cases where there is absolutely no possible conflict of interest, there may be certain cases where referral fees can be offered to individuals who help grow TachTech's business.

#### 4.9 Other Public Sector Matters Selling in the Public Sector

Public sector procurement laws are designed to ensure that products and services are procured at fair and reasonable prices. These laws vary widely and can be complex. You should be sensitive to the following when working with the public sector: procurement laws generally require competitive bidding and permit sole source procurement only in specific circumstances, and you may review an advance copy of a solicitation or tender document only if the client has also made it available to other bidders. As a general rule, you may not prepare a solicitation document on behalf of a public sector client, even at the client's request, or submit any anonymous documents, such as white papers, to a public sector client, or encourage a public sector client to sign an agreement before an award is made to TachTech. You should never discuss business or employment opportunities that could personally benefit any public sector procurement personnel during an active or anticipated procurement and must not offer or provide gratuities or any promises in connection with a procurement activity. Prior to hiring an agent or consultant for a public sector procurement you must ensure that doing so will not create a conflict of interest, that the agent or consultant has agreed to our Code of Conduct, and that you obtain management authorization and involve TachTech's Counsel. If we plan to use subcontractors, we need to ensure that the subcontractors also follow our and the guidelines of our client. This includes immediately reporting any actual or possible violation of these guidelines or a public sector procurement law or regulation to TachTech's management and Counsel, or through other communication channels deemed appropriate by TachTech's managers.

Lobbying any contact with government personnel for the purpose of influencing legislation or rule making, including such activity in connection with marketing or procurement matters, may be considered lobbying. In addition, under some laws, lobbying includes normal marketing and sales activities unrelated to legislation or rule making. You are responsible for knowing and adhering to all relevant lobbying and associated gift laws, including all reporting requirements. You must obtain prior approval from TachTech management and advice of TachTech Counsel to lobby or authorize anyone else (for example, a consultant, agent, or TachTech business partner) to lobby on TachTech's behalf—including when lobbying is limited to normal marketing and sales activities. Campaign visits and political campaigning is not allowed on TachTech property. From time to time, TachTech may encourage public officials to make non-partisan visits to TachTech locations, to better understand our offerings and our views on public policy issues. However, non-partisan visits by public officials within 60 days of an election in which they are participating are generally not allowed, unless authorized by TachTech management and TachTech Counsel.

#### 4.10 International Trade Compliance Exports

In our globally integrated enterprise, regardless of your work assignment or location, your actions may have export compliance implications. As a U.S. company, TachTech's hardware and software products, services, and technology (i.e., technical data for the design, development, production or use of those products and source code) are subject to both U.S.

and non-U.S. export laws and regulations. Before products, services, and technology can be exported, re-exported, or delivered anywhere (whether these are TachTech or third-party products), TachTech must validate that it has the authorization to export under U.S. export regulations and any applicable non-U.S. laws and regulations. Export laws and regulations affect many TachTech transactions, including: intercompany transactions; in-country transfers of technology to recipients who are not citizens or permanent residents (e.g., where the recipient is a non-U.S. person located in the U.S.); transactions with third parties, including clients, suppliers, and original equipment manufacturers; use of TachTech Business Partners, alliance partners or agents to complete a delivery or provide a service; and any relationship where TachTech will be involved with the export, re-export, or delivery anywhere in the world of products, services, and technology.

Export laws and regulations cover more than just physical shipments. They also cover: electronic transfers of, and remote access to, software or technology, and provision of such services over a network, including remote applications/services. Export laws and regulations also pertain to travel outside the U.S. with products or technology and technology disclosures and/or knowledge transfer to recipients that are not citizens or permanent residents of the country (e.g., where the recipient is a non-U.S. person located in the U.S.). As a global logistics provider and importer around the world, TachTech must comply with all import laws, regulations and requirements when engaging in international trade. This includes compliance with obligations made to government agencies when participating in supply chain security and other trusted partnership programs. Because of the continued globalization of TachTech's business, there are many situations, some of them very subtle, in which your role or work may have import implications. In addition to the cross-border movement of physical items, there may be import implications resulting from other activities, such as, but not limited to: change in manufacturing location, processes, or source of supply and client activity and/or use of equipment in or between certain geographic boundaries.

#### 4.11 Antiboycott

TachTech, its subsidiaries and affiliates, and their agents are prohibited from following or supporting a foreign country's boycott of a country which is friendly to the United States. A foreign country or an entity associated with the country could make such a request in a bid invitation, purchase order or contract, letter of credit, orally in connection with a transaction, or in a number of other ways. TachTech is required to promptly report to the U.S. Government any request to support a boycott or to furnish information regarding a boycott. Examples of improper boycott requests include requests that we refuse to do business with a certain country, its citizens, or with certain companies who do business with the boycotted country. A request that we provide information about activities in a boycotted country, implement letters of credit with boycott conditions, or issue negative certifications of origin, also require legal scrutiny. If you hear of or receive boycott-related requests, you must contact your manager and TachTech Counsel.

#### 4.12 Immigration

Cross-border travel for TachTech business can raise immigration, payroll, and corporate tax requirements and obligations under TachTech the laws of the destination country. For instance, valid work authorizations and documentation, such as a work permit or a work visa, are usually required if you are going to perform productive work in another country. In addition, certain supplemental tax obligations may apply. Always comply with TachTech requirements related to

cross-border travel. In some cases, this may require an TachTech Agreement before doing productive work (generally, an activity that involves more than just business meetings) in a country that is not your primary employment country.

## 5. Managing Conflicts of Interest

### 5.1 Conflicts of Interest

A conflict of interest occurs when you advance a personal interest (yours or an others) at the expense of TachTech's interests and/or the interests of its clients or business partners for example. Some conflicts of interest can be avoided through careful foresight and planning. Others are unavoidable. In some cases, the mere potential for a perception of a conflict can be problematic. It is up to you to avoid situations in which your loyalty may become divided. Some common conflicts are addressed below.

#### Assisting a Competitor

An obvious conflict of interest is providing assistance to an organization that markets products and services in competition with TachTech's current or potential product or service offerings. You may not, without TachTech's consent, work for such an organization in any capacity, such as an employee, a consultant or as a member of its board of directors. Competing against TachTech Also prohibited are individual pursuits that could conflict with TachTech's current or future business interests. Outside the office, many TachTech employees engage in activities that generally relate to technology, business advice or other products or services TachTech offers its clients. Often, such activities are in sufficient conflict with TachTech's current or future business interests that they are prohibited. Because TachTech is rapidly expanding into new lines of business and areas of interest, the company will constantly redraw lines of acceptable activity. It is therefore your responsibility to consult, in advance and on a periodic basis, with your management or TachTech Counsel to determine whether your planned activity will compete with any of TachTech's actual or potential businesses.

#### Supplying TachTech

Unless approved in advance by senior management and TachTech Counsel, you may not be a supplier to TachTech, represent a supplier to TachTech, work for a supplier to TachTech or be a member of its board of directors while you are an employee of TachTech. In addition, you may not accept money or benefits of any kind for any advice or services you may provide to a supplier in connection with its business with TachTech.

#### Personal Financial Interests

You may not have a financial interest in any organization if that interest would create or give the appearance of a conflict of interest with TachTech. Such organizations include suppliers, clients, competitors, TachTech Business Partners, alliance companies and others with which TachTech does business. In all cases, a financial interest is improper if your job, the amount of your investment, or the particular organization in which you invested could— when viewed objectively by another person—influence your actions as a TachTech employee. If you have any involvement—direct or indirect—in deciding whether TachTech does business with an organization, you should not obtain or maintain a financial interest in that organization. Additionally, you must not accept or buy stock options or other securities in any situation where there is a question that the offer was motivated in whole or in part by your TachTech



employment, or if the investment otherwise violates TachTech policies, directives, and guidelines.

Investments in closely-held organizations—typically, closely held corporations, partnerships, and sole proprietorships—raise unique, though no less compelling, concerns. Employees may not make any investment in a closely held organization that is a competitor, supplier, TachTech Business Partner, distributor, or organization that remarkets TachTech products. Any exceptions must be specifically approved by management with the advice of TachTech Counsel, and proper ethical disclosures should be made to appropriate parties if perceived conflicts of interest are in question during relevant business activities. You must not attempt to evade these investment restrictions by acting indirectly through anyone else.

#### Family and Close Relations Working in the Industry

Close ties to others working in the industry—spouses, immediate relatives, close friends, and the like—present special security, regulatory and confidentiality concerns. You may find yourself in a situation where someone you are close to—such as a member of your family, spouse, or domestic partner—is a competitor or supplier of TachTech or is employed by one. While everyone is entitled to choose and pursue a career, such situations call for extra sensitivity to security, confidentiality, and conflicts of interest. The closeness of the relationship might lead you to inadvertently compromise TachTech’s interests. If you have any questions about your situation, you should review it with your manager. Frequently, any risk to TachTech’s interests can be minimized through periodic reminders regarding security protocol, and careful attention to avoiding inadvertent disclosure of TachTech confidential information. However, in some instances, a change in the job responsibilities of one of the people involved may be necessary.

## 5.2 Inside Information and Insider Trading

In the course of your employment with TachTech, you may become aware of information about TachTech or other companies that has not been made public. The use or disclosure of such nonpublic or “inside” information about TachTech or another company for your financial or other benefit is not only unethical, but it also may be a violation of law. U.S. and other country laws make it unlawful for any person who has “material” nonpublic information about a company to trade the stock or other securities of that company, including options, puts, calls, and any derivatives, or to disclose such information to others who may trade. Violation of such laws may result in civil and criminal penalties, including fines and jail sentences. TachTech will not tolerate the improper use of inside information. These prohibitions also apply anywhere in the world where we do business. What is material inside information? Material inside information is information which is not available to the general public and which could influence a reasonable investor to buy, sell, or hold stock or securities. While it is not possible to identify in advance all information that could be viewed as material inside information, some examples might include nonpublic information about TachTech’s or its clients/partners/etc. financial performance including unannounced earnings and dividend actions, acquisitions or other business combinations, divestitures, major new product or services announcements, significant advances in research, and other significant activities. Avoid improper use and disclosure of inside information.

## 5.3 Public Service and Political Activity

TachTech encourages all employees to pursue personal interests, including active participation in their communities. While the vast majority of such interests pose no particular concerns for

your TachTech position, some do. Certain off-the-job activities can affect your TachTech position or can otherwise reflect negatively on TachTech. In cases where there is doubt, you must decide whether you can avoid harm through careful management of your conduct, or whether harm is unavoidable, and therefore the activity must be avoided.

#### Public Service

Participation in public and governmental service may pose conflict of interest concerns. As a board or committee member, for example, you may be confronted with a decision involving TachTech, such as a decision to purchase TachTech products or services. In such circumstances, your interest in TachTech and your obligation to the civic organization might pull you in opposite directions. While you must weigh the concerns and bear responsibility for your decision, you can and should seek advice from the civic organization's lawyer and from TachTech Counsel. In all events, you should make it clear that you are a TachTech employee to avoid any perception that you concealed your association with TachTech. Similarly, should you decide to abstain, you should state clearly that you are doing so to avoid an actual or potential conflict of interest.

#### Political Activity

Political activities and/or contributions made to political candidates, campaigns, or parties should be based on your own personal views. You should take care to ensure your partisan political activities do not cause someone to believe that your actions or contributions reflect the views or implied support of TachTech, its clients, suppliers, or Business Partners.

### 5.4 Speaking Publicly and Social Media

When you speak out on public issues or in a public forum, you do so as an individual, and you should not give the appearance of speaking or acting on TachTech's behalf. This is particularly important with the rise of social networking media. You must always be aware that such services are increasingly being monitored by clients, colleagues, and regulators alike.

## 6. Further Guidance

Please contact your TachTech manager, management, and/or Counsel if you have any additional questions, concerns, and/or comments related to TachTech's Code of Conduct. This document and its contents are reviewed for updates on at least an annual basis. We always strive to improve our culture and our shared Code of Conduct.