



MSTTECHNOLOGY
THE LEADER IN DIGITAL IMAGING AND DOCUMENT MANAGEMENT SOLUTIONS

Business Conduct

The Way We Do Business

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1



We Commit to Ethics And Compliance

Our Values and the Business Conduct Guidelines

MST has long been recognized as one of the world’s most ethical companies. For more than one hundred years, we’ve repeatedly reinvented ourselves to meet new challenges. What always has remained unchanged is our unwavering commitment to integrity.

Our MST Values serve as a solid foundation for the business choices we make. The Business Conduct Guidelines (BCGs) provide general guidance for resolving a variety of legal and ethical issues.

MST’s Values



The Importance of Integrity and Compliance

Integrity and compliance are vital to MST’s success – and yours. Our integrity, reputation and brand are in your hands, and we rely on you to protect them!

No matter where your workplace is – whether you work with MST, clients, Business Partners, suppliers or other parties in person, over the phone, online or by any other means – follow our Values, the BCGs and other applicable MST corporate directives, such as MST policies, corporate instructions and guidelines (Corporate Directives). And comply with all laws and regulations that apply to MST’s business.

Always use good judgment in your work. If you have questions about interpreting or applying the BCGs, Corporate Directives, or laws and regulations applicable to MST, don’t guess. Ask for help. It’s your responsibility to consult your manager or MST Counsel, or use one of the MST Communication Channels.

If you violate the BCGs, other Corporate Directives or the law, MST may take any action regarding your employment, including termination of employment, subject to applicable law. Failing to comply with laws could also result in fines, lawsuits, loss of business privileges and, in some cases, imprisonment.

Speaking Up – Where and How to Report

MST expects like you to report potential wrongdoing – whether a violation of the BCGs or other unethical or unlawful conduct involving MST. MST will promptly review your report of actual or potential violations of the BCGs or other unlawful or unethical conduct. MST will not tolerate threats or acts of retaliation against you for making any reports.

To report a concern (or raise an allegation), contact:

- › **MST Employee Concerns:** for concerns or allegations relating to potential violations of the MST Business Conduct Guidelines, including without limitation non-inclusive or inappropriate behaviors (such as bullying, harassment or discrimination) or financial recording and reporting, business process violations and inappropriate use of assets, or management decisions which personally affect you or the broader MST population.
- › **MST Corporate Security:** for threats or acts of violence, loss or theft of MST assets (including trade secrets and other intellectual property), or violation of law on MST premises.
- › **MST Cybersecurity:** for cybersecurity or data incidents, potential or actual system and data breaches and inadvertent disclosures.
- › **MST Corporate Health & Safety:** for work-related health and safety issues.

If you are unsure how to raise a concern or allegation, the following resources and communication channels are also available:

- › **Your Manager**
- › **Ask HR**
- › **The Compliance Officer**

Cooperation

MST needs your cooperation to conduct investigations and audits for MST's internal controls and to respond to inquiries, audits or investigations by clients, regulators or others. You must fully cooperate in these matters. For example, promptly, completely and truthfully comply with all MST requests; participate in meetings and interviews in a timely manner when requested; and provide and keep all relevant information (electronic or otherwise) as directed by MST.

No Retaliation

MST prohibits threats or acts of retaliation for (1) reporting in good faith potential wrongdoing or inappropriate behavior, (2) refusing to act in violation of the Business Conduct Guidelines, Corporate Directives or law, or (3) cooperating with an investigation. If you believe you have been retaliated against or received threats of retaliation, report it through one of the MST Communication Channels, and MST will take appropriate action.

External Inquiries, Contacts and Communications

MST's business is monitored by journalists, consultants, and others. These people may see you as having valuable expertise, and they may ask you to give your insights to them, with or without compensation. If contacted, do not respond to them for MST, whether in person, online through social media, by telephone or otherwise.

Instead, promptly notify the contacts below to identify both the appropriate person to respond and the appropriate response:

- › MST Public Relations, if contacted by journalists or bloggers
- › MST Investor Relations, if contacted by investors
- › MST Counsel, if you receive a request for information, a legal notice or an audit request related to MST's business from a client, attorney, investigator, law enforcement or other government official or if you are asked to testify on behalf of MST in a legal proceeding or before an agency, legislative or other public hearing

Nothing in the BCGs prohibits you from communicating directly with any government agency or entity, without prior consent of, or notification to, MST to the extent permitted by law and applicable rules of professional responsibility.

Speaking Publicly and Social Media

When you speak out in a public forum or on social media, you must make it clear that you do so as an individual. Do not give the appearance of speaking or acting on MST's behalf – only certain people are authorized to do so. Anything said or written in public– from the town square to social media sites – will remain accessible longer than you intended, and may be read at any time by anyone – whether a client, competitor, colleague, journalist, investor or regulator. When using social media, follow MST's Social Computing Guidelines. Follow the MST Social Media Guidelines authorization process and obtain your manager's approval before submitting a request for a social handle using MST's name, trademarks or product names.

2



We Protect MST Employees, MST Assets and Assets Belonging to Others

Maintaining a Safe and Productive Work Environment

MST strives to maintain for its employees a healthy, safe and productive work environment free from discrimination and harassment, whether based on race, color, religion, gender, gender identity or expression, sexual orientation, pregnancy, national origin, caste, genetics, disability, age or any other factors that are unrelated to MST's legitimate business interests. MST will not tolerate sexual advances or comments, racial or religious slurs or jokes, or any other conduct, such as bullying, that creates or encourages an offensive or intimidating work environment. Be mindful of harassment and bullying in the workplace, and be respectful and considerate of others when communicating your viewpoint or otherwise using social computing tools, such as Slack channels.

MST does not tolerate acts of violence in the workplace. Workplace violence may include incidents in the environment where we work and live.

Other prohibited conduct, because of its adverse impact on the work environment, includes the following:

- › Threats or violent behavior
- › Possession of weapons of any type
- › A manager having a romantic relationship with a subordinate
- › Discrimination against any employee on the basis of any element of diversity
- › Use, distribution, sale or possession of illegal drugs or any other controlled substance, except for approved medical purposes
- › Being under the influence of illegal drugs, controlled substances used for non-medical purposes, or alcoholic beverages in the workplace
- › Consumption of alcoholic beverages on MST premises, unless approved in advance by your manager

If you believe you are the victim of or are concerned about a risk of prohibited workplace conduct, contact Human Resources.

If MST management finds that your conduct on or off the job adversely affects others or your ability to perform your job, MST may take any action regarding your employment, including termination of employment, subject to applicable law.

When using Slack, exercise good judgment and follow the BCGs, the Social Computing Guidelines, and guidelines for Slack usage.

Protecting and Using MST Assets and Those Owned by Others

MST has extensive assets of great value. They are critical to MST's success in the marketplace, and we rely on you to protect them. MST's assets include, for example, physical assets and systems that MST makes available for work, MST facilities and premises, MST's proprietary and confidential information and MST intellectual property. Our business may also require us to access and use assets belonging to others, such as their proprietary and confidential information, intellectual property, systems, data or tools.

You must use MST assets, including MST premises and facilities and physical assets and systems, only for MST's legitimate business purposes. MST's physical assets and systems include devices such as laptops, tablets and smartphones, information and communication systems, and connections to the Internet. Incidental personal use of physical assets and systems is permitted, however, if it is limited in duration, does not violate company policies, and does not affect your productivity or the productivity of others.

Do not use MST assets in ways that violate the law, that are inconsistent with MST's business interests or to visit Internet sites that feature sexual content or gambling, or that advocate intolerance of others.

Use assets belonging to others, including clients, only to the extent permitted by the other party; make sure you fully understand and follow the other party's terms and agreements as well as any laws that may restrict access to the assets based on privacy, citizenship or other requirements.

Sharing and Receiving Proprietary and Confidential Information

MST proprietary information and intellectual property are MST assets. They are the result of the hard work and innovation and they give MST a competitive advantage.

Some MST proprietary information is confidential; often, such information is also subject to copyright, patent, trademark, trade secret or other intellectual property or legal rights. You may not share MST confidential information with, or accept confidential information from, another party unless your manager has approved and MST and the other party have signed a confidentiality or other suitable agreement approved by MST Counsel.

Improper disclosure of MST proprietary or confidential information could threaten MST's competitive advantage or create security issues. Follow all MST safeguards for protecting that information and share it only as authorized by MST.

Avoiding Inadvertent Disclosure

Be careful to avoid inadvertent disclosure of proprietary and confidential information, whether owned by MST or others. Do not discuss this information with, or in earshot of, any unauthorized person, including family members or friends. They might – innocently or otherwise – pass the information on to someone else.

Protecting Assets, Business Interests and Employees

We rely on you to protect MST's and others' assets.

MST does not consider your use of MST assets to be private. Therefore, you should not keep any personal items, messages or information that you consider private anywhere in MST assets.

To protect MST employees, MST assets and MST business interests and subject to applicable laws, MST reserves the right at any time to:

- › Inspect your use of MST assets and personally owned electronic devices (BYO devices), such as smartphones and portable storage media used to conduct MST business or store MST assets, your office or workspace and your personal property, such as briefcases and bags, located on or being removed from an MST location.

Inspect, monitor, intercept and recover through technical or other means and review any employee communications (including any and all telephone conversations or transmissions, e-mails, texts, Slack messages and other instant messages on collaboration platforms or internet access or usage), records, files and other items in any electronic device or system, including but not limited to, computers, telephones and other systems, whether MST assets or BYO devices, at any and all times and by any lawful means for any purpose

- › Terminate your use of, or access to, MST assets at any time, including access through BYO devices

You are expected to cooperate with such inspections and MST actions. MST may share information and data with others, including its outside counsel, other advisors or law enforcement, subject to applicable law. Do not access another employee's workspace, including e-mail and electronic files, without prior approval from your manager or the employee.

For additional information on access to MST assets and employee personal property, refer to Access to Property and Information.

Guarding Against Cyberthreats

Third parties, like our clients, trust MST with their data and other assets, and we rely on you to protect them – as well as MST's own data and assets.

Violating MST's information security policies puts MST assets, and assets belonging to others, like client data, at risk. Even well-intentioned actions, such as creating workarounds and shortcuts to improve service delivery or downloading unapproved third-party software, can violate MST and client security policies and result in IT or data security breaches.

If you are aware of or suspect an IT or data security issue or incident, or any loss of assets, including data, belonging to MST or others, report it immediately.

Managing Personal Information

MST takes your privacy seriously. Not all countries have data protection laws, but MST has Privacy and Data Protection policies intended to protect personal information wherever we use, process or store it. Always comply with applicable privacy laws and MST privacy policies.

MST's business processes, management and systems cross country borders. To run its business and manage the employment of its personnel, subject to applicable data protection laws:

- › MST and MST-authorized companies and individuals collect and use personal information about employees, such as compensation, skills, use of MST assets, and medical and benefit information.
- › MST may share this information with those who have a need to know, such as health insurers.
- › MST and MST-authorized companies may transfer personal information about you, as an MST employee, to MST-authorized companies or individuals in any country where we do business.

If, as part of your work, you have access to personal information of others, you may use such personal information only to the extent necessary to do your job and according to instructions issued by management and other Corporate Directives that apply. When compiling personal information, make it anonymous, when possible, to minimize risk.

- › Some personal information, such as health or financial information, is particularly sensitive and is subject to more stringent regulatory requirements, with which you must comply.
- › Do not disclose personal information to anyone who does not have a legitimate need to know such information, within or outside of MST, either during or after your employment.

If you are aware of or suspect that personal information has been misused, lost, stolen or accessed inappropriately, report it immediately.

Leaving MST

MST assets and materials belong to MST and you may not use them for personal purposes or in any subsequent employment you may have. Assets and materials include software, hardware, data and any other information or material (such as employee data, financial information, marketing data, code, project files and product or program designs) you develop or work on during the course of your employment.

If you leave MST for any reason, including retirement, you must return all MST assets and materials to MST, including MST assets and materials that are on BYO devices. Upon your departure, you may not remove any MST assets or materials from MST, either physically or through any digital means. Do not, for example, transfer MST assets or materials from MST Box or any other MST repositories to a personal device or personal online storage.

Never disclose or use MST assets or materials for any purpose that violates the BCGs or otherwise in support of any subsequent employer. MST continues to own intellectual property that you create as an MST employee even after you leave MST.

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We Respect Intellectual Property Rights

Protecting MST Intellectual Property

MST have access to, and may develop, MST intellectual property. Intellectual property includes such things as inventions, software, publications, know-how and other related materials. We value our intellectual property; it helps provide protection, credibility and value to our development and innovation efforts for both open source project contributions and proprietary solutions.

As you assumed specific obligations relating to intellectual property by virtue of applicable law and the employee agreement between you and MST. This includes assigning to MST rights in intellectual property relating to MST's current or anticipated business activities you develop while an MST employee, unless otherwise approved by management.

Using Third-Party Software, Apps, Cloud- based Services and Data

To protect our employees and our business, MST restricts use of third-party software products (including apps), open source software, cloud-based services, generative AI tools, and data (together, third-party products) without approval. Some third-party products (including those available for "free" or at no charge such as open source software, external online language translation apps or tools) may not meet MST security requirements or may contain malware that could threaten MST's network. They may have licenses and terms MST cannot comply with, which can expose MST to audits, license fees and other intellectual property claims by others.

Whether you are using an MST-provided device (laptop, tablet or smartphone) or a BYO device, make sure you use third-party products for MST business purposes only if MST has approved their use and MST has been granted a license to use them in the ways you intend. If you're using open source software, follow MST's Open Source Participation Guidelines as well. Some third-party products may be approved for certain uses, but not for others. Make sure you understand any applicable restrictions.

Using Open Source Software

MST has a strong history of contributing to and consuming open source projects. There are many benefits to MST and our clients gained from engaging in open source, but it must be done responsibly according to MST guidelines to maximize value and manage both cybersecurity and intellectual property risks. All MST employees who are consuming or contributing to open source software, such as software developers, offering managers, program managers, researchers and others, must follow MST's Open Source Guidelines.

Protecting Trademarks and Domain Names

Trademarks are words, names, symbols or designs used to identify and distinguish a company and its products or services, and they are valuable assets. Use MST's and other companies' trademarks properly and acknowledge the trademarks of others, when appropriate. For guidance, refer to MST's Copyright and Trademark Information.

Do not develop or use a word, name, symbol or design as a trademark without first going through the Naming Tool Process. In addition, you may not, directly or through another party, register domain names on MST's behalf or create websites for MST that will be available on the Internet (outside of MSTUSA.com) without approval from the Corporate Webmaster.

4



We Are Honest, Accurate and Complete

Be Honest

The rules are simple: never make misleading or dishonest statements to anyone, and never engage in activities that could be considered unethical, fraudulent or otherwise unlawful.

Reporting and Recording Information

We regularly provide to MST and others information and data, such as requests for reimbursement of business expenses, hours worked on client projects, or certifications.

We rely on like you to record and report accurate, complete and honest information.

Under various laws, MST is required to maintain accurate books and records. Misrepresentation can lead to civil and criminal penalties for both you and MST, and the loss of business privileges, such as the right to bid on business, export or import products or even remain in business.

Record and report only accurate, complete and honest information. Never report information in a way that is intended to mislead or misinform those who receive it.

If you are unsure about the accuracy or completeness of any information, don't guess. Ask for help.

If you believe any information you've recorded or reported to MST or others is incorrect or has been misunderstood or if you're reviewing information submitted by others that appears to be incorrect, promptly notify your manager and MST HR to determine the appropriate next steps.

Making Commitments and Obtaining Approvals

MST has established approval processes and delegation levels to help us protect our assets, maintain appropriate controls and run our business effectively.

Understand and follow the approval processes and delegation levels that apply to your role. Do not make business commitments, including modifications to pricing, contract or service terms, without appropriate approvals or contrary to delegation limits. All commitments must be reported to MST Accounting to ensure the accuracy of MST's books and records.

Retaining Records

Our records are valuable assets. Always follow the MST Worldwide Records Management Plan and document retention orders issued by MST Counsel for retaining and disposing of MST records. The Plan applies to information in any media, including hard copy and electronic records, e-mail, wikis, blogs, apps and records in collaboration tools (whether on the MST network or one operated by others).

5



**We Complete, Win Business and
Treat Others Ethically**

Working with Organizations Outside of MST

Whether you are selling, buying or representing MST in any other capacity, you must be ethical and lawful in your business dealings. Your actions can directly affect MST's competitiveness, reputation and compliance with applicable laws.

MST regularly works with other organizations – subcontractors, suppliers, consultants, agents, MST Business Partners and competitors – and frequently has multiple relationships with these companies. You must understand these relationships and act in accordance with our guidelines.

Working with other parties can present risks – MST can be held liable for the misconduct of others, such as agents, consultants or MST Business Partners. For example, if we know or have reason to believe a Business Partner will offer or accept a bribe or kickback, MST may be held accountable, even if MST does not authorize or condone it. We require other parties with whom we interact to comply with many MST guidelines and meet our high standards of integrity in their work for us. If you are aware of or suspect another party is acting unethically or illegally, immediately report your concern to MST Counsel or through one of MST's Communication Channels.

Working with Government Entities and other GOEs

MST engages with government-owned or -controlled entities (which we refer to as GOEs) in many ways – for example, as MST clients, suppliers, consultants or MST Business Partners. GOEs include both government entities and state-owned enterprises.

Government entities are government agencies, departments, branches, instrumentalities and public enterprises, whether regional, national, or local, as well as:

- › Government-owned or -controlled schools, hospitals, utilities and other organizations that provide public services;
- › Public international organizations, such as the United Nations or World Health Organization; and
- › Entities that procure under public procurement laws and regulations.

State-owned enterprises can be any other type of entity, even those that are privately held or publicly traded, that are owned, controlled, organized, or sponsored by a GOE or a government official. A government official is an officer or employee of a GOE as well as any private individuals or entities acting in an official capacity on behalf of one.

Dealing with GOEs, their representatives and government officials or their family members raises unique business and compliance issues, and you must follow MST's established processes and controls to address them. Before you engage in any business activity, including marketing or sales activities, it is your responsibility to determine if the party you are dealing with is a GOE or a government official (or a family member of one). If you are uncertain, don't guess.

Working with Suppliers

MST works with many suppliers worldwide, purchasing both for its internal use and in support of client engagements.

As a general principle, MST does not buy or sell on a reciprocity basis. To maintain the high standards of our products, we should base our purchasing decisions on quality, price and supplier reliability. Also, reciprocity may be unlawful in some situations.

Of course, MST clients can also be suppliers to MST, and it can be appropriate for MST to consider its other relationships with a supplier in some cases. For example, when MST divests part of its business, MST often buys products in the divested business area from the acquiring company.

Working with MST Business Partners, Resellers and Others

To help market and install MST solutions, MST has relationships with many other parties, such as MST Business Partners, Independent Software Vendors, resellers and systems integrators.

If you work with these parties, you must follow the sales, marketing and services guidelines that apply, including the Guidelines for Working with MST Business Partners. You must also understand and abide by any specific requirements for MST Business Partners and other similar parties when dealing with government entities and other GOEs.

Dealing with Competitors

Competition laws, also known as monopoly, antitrust, fair trade or cartel laws, are intended to prevent interference with the functioning of a competitive market system and exist in almost all countries where we do business. Prohibited conduct may include: colluding with others to fix prices or divide territories, illegally monopolizing an industry or unlawfully abusing a dominant position.

Contacts with competitors require extra care. Avoid discussion of or collaboration on proprietary or confidential information, including pricing policies, contract terms, costs, inventories, marketing and product plans, market surveys and studies, production plans and capabilities, and allocating clients or territories. Such discussions may be illegal.

If a competitor raises a prohibited subject, stop the conversation immediately and inform the competitor that you will not discuss these matters. If the competitor continues to discuss the prohibited subject, leave the meeting and immediately report the incident to MST Counsel.

Collaborating with competitors creates risk. It is your responsibility to understand the rules that apply to such activities and to avoid prohibited subjects. Obtain prior approval of your manager and seek advice from MST Counsel before collaborating with competitors, including competing MST Business Partners.

Competing Ethically

MST sells its products and services on their merits. You should compete vigorously for business, but always ethically and in compliance with our policies and the law, no matter how competitive the environment.

Never make false or misleading statements about MST and its products and services or other companies, including competitors and their products and services. Always be accurate, complete and honest. Be sure all comparisons to competitors are substantiated. In certain countries, comparative advertising is prohibited or limited.

Acquiring and Using Information About Others

In today's highly competitive environment, it is critical that MST know and understand our competitors' offerings.

Accessing non-MST offerings (products or services) when acquiring information about our competitors' offerings. MST may also acquire information about individuals or organizations, including competitors, that we do business or engage with. MST properly gathers this kind of information from legitimate sources for legitimate purposes, including extending credit, evaluating suppliers and evaluating our own products, services and methods.

Do not engage in or facilitate any improper or illegal practices, such as wiretapping, surveillance, hacking, bribery, theft, trespassing, misuse of social platforms or pretexting, to gather intelligence or obtain trade secrets or confidential or sensitive information. Do not hire or pay a competitor's employees to obtain such information. Do not accept or use information if you have reason to believe it may have been obtained improperly or illegally.

Treat information about other organizations and individuals with sensitivity and discretion. Use it in the proper context and consistently with the purpose for which you were provided access. Share it only with those who have a legitimate need to know. Whenever possible, aggregate or anonymize information to avoid disclosing the identity of organizations or individuals.

6



**We Meet Our Legal
Obligations**

Protecting Against Corruption

MST prohibits bribery and kickbacks of any kind. Never offer or give anyone, or accept from anyone, anything of value that is, or could be viewed as, a bribe, kickback or other improper benefit, and never improperly attempt to influence that person's or entity's relationship with MST, whether to obtain or retain business or get some other benefit. And do not make such payments or offer such benefits through others, such as agents, contractors, consultants, MST Business Partners, trade associations or suppliers.

Likewise, we expect everyone we interact with – including suppliers, MST Business Partners, agents, contractors and consultants – not to accept or offer bribes or kickbacks.

Anti-corruption laws around the world make bribery a crime. Some laws, like the U.S. Foreign Corrupt Practices Act and Brazil's Clean Company Act, focus on bribery of government officials or employees of government entities or other GOEs. Others, like the UK Bribery Act, also prohibit bribery of employees of commercial entities.

Giving and Receiving Business Amenities and Gifts

In our day-to-day business activities, we may offer and receive customary business amenities (like meals and entertainment) and, in limited circumstances, gifts, to promote MST products and services, build goodwill and strengthen working relationships. You must follow MST processes and obtain required pre-approvals before giving or receiving business amenities and gifts.

Giving

Get your manager's approval before giving business amenities or gifts to others. Many jurisdictions restrict giving amenities or gifts, directly or through others, to a government official or an employee or representative of a government entity, other GOE or, in some cases, commercial party. Make sure you understand the anti-bribery laws, ethics rules and gift and other laws that apply where you work before offering anything of value to anyone. If you have any questions, don't guess. Ask your manager.

Employment and Internships

Never promise or provide employment or internships for the purpose of obtaining a business advantage or other preferential treatment for MST. Hiring must be done in accordance with applicable MST Human Resources policies and processes.

Charitable Contributions

Follow MST Corporate Social Responsibility policies and processes before giving a charitable contribution, grant or donation on behalf of MST. This includes sponsoring events hosted by non-profits, purchasing tables at events and making other contributions of any kind. Never make, or ask someone else to make on MST's behalf, a charitable contribution to obtain a business advantage or preferential treatment for MST.

Receiving

Neither you nor any member of your family may, directly or through others, solicit or accept from anyone money, gifts, referral fees, meals, entertainment, transportation, travel or any other business amenities that could influence, or reasonably give the appearance of influencing, MST's business decisions. If you or your family members receive any gift or business amenity (including money), even if unsolicited, notify your manager and take appropriate measures, which may include returning or disposing of what you received.

Avoiding Money Laundering and Funding Terrorist Activities

We must comply with applicable laws prohibiting money laundering and terrorism financing. MST has implemented policies and processes to help prevent and detect inappropriate or suspicious activities.

Employees who are responsible for making or receiving payments on behalf of MST must guard against the use of our funds, products and services for purposes of money laundering, terrorism financing or other criminal activity.

Report any suspicious transactions or payments, or raise questions to your manager, or MST Counsel.

Selling in the Public Sector

Public sector procurement laws are designed to ensure that products and services sold to, or for the benefit of, a government entity or other GOE are procured at fair and reasonable prices. The regulations and procedures around public sector procurement are complex and vary widely. It is your responsibility to identify and comply with applicable regulations and procedures.

› **Sole source:** MST accepts sole source contracts only if the client has made an exception to competitive procurement rules and MST has not improperly influenced that exception. Review all potential sole source procurements with MST Counsel before proceeding, and comply with any applicable sole source guidelines in your country.

› **Access to information:** Do not, directly or indirectly, obtain oral or written information (including advance copies of solicitation or tender documents and government planning and budgetary documents) that has not been made available to the general public or to all bidders, or that is subject to restrictions regarding its use. Do not seek or obtain non-publicly available information regarding competitors' bids or the decision-making process of the government entity or other GOE. It is your responsibility to make sure you have only appropriate information. If you are uncertain about any information, consult with MST Counsel.

› **Pre-bid activities:** Be careful when communicating with government agencies on procurement matters – contact the agency only through the person(s) designated by the government for a solicitation. Do not prepare a solicitation document on behalf of a public sector client, even at the client's request; 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 MST. Doing so may prevent us from subsequently bidding.

› **Hiring and business opportunities:** Do not discuss business or employment opportunities that could personally benefit any public sector employees involved in procurement planning or decisions (or their family members) before or during the course of a bid. Ethical and legal restrictions may apply – before and after MST wins the bid and on an ongoing basis during and after government employment.

› **Fulfilling contract requirements:** Do not ship, provide or invoice products and services to a government entity or other GOE until MST receives a valid order (e.g., purchase order) containing terms and conditions acceptable to MST.

› **Using agents and consultants; teaming with competitors:** Prior approval of MST Counsel is required before using any agents or consultants on public sector procurement deals. Teaming with competitors on public sector deals presents several risks.

› **Contingent fees:** A contingent fee is a fee paid by one party to another party for securing business for the first party. Some jurisdictions prohibit paying or receiving contingent fees for sales to a government entity or other GOE. Get approval from MST Counsel and Finance before agreeing to contingent fees or other incentives.

Complying with International Trade Requirements

Export Controls and Sanctions

Because MST is a U.S. company, its software products, services, source code, technical data and technology are subject to both U.S. and local export controls and economic sanctions laws, regardless of your work assignment or location. Export controls and economic sanctions laws affect many MST transactions, including intra-company transactions; technology transfers; transactions with other parties, including clients, suppliers, and original equipment manufacturers; and use of MST Business Partners or others to complete a delivery or provide a service.

Before MST products, services or technology can be exported, re-exported or delivered anywhere, MST must validate that it has the authorization to provide those items under U.S. and applicable non-U.S. export and sanctions laws. All MST business must comply with the U.S. Export Regulations Program.

Imports

MST must also comply with all import laws, regulations and requirements when engaging in international trade, including MST's obligations under trusted partnership programs.

Complying with Antiboycott Requirements

MST, its subsidiaries and affiliates, and their agents are prohibited from complying with or supporting a foreign country's boycott of a country that is friendly to the United States. MST is required to report promptly to the U.S. Government any request to support a boycott or to furnish information regarding a boycott.

Meeting Cross-Border Travel Requirements

Cross-border travel for MST business can raise immigration, payroll, corporate and tax requirements and obligations under MST internal policies or the laws of the destination country. For example, valid work authorizations and documentation, such as a work permit or a work visa, are usually required prior to traveling if you are going to perform productive work in another country. Always comply with MST requirements for cross-border travel and provide accurate information to the MST Immigration team. The consequences for failing to do so can be serious for both you and MST.

Protecting the Environment

MST is committed to worldwide leadership in environmental protection. If you are aware of or suspect a violation of environmental law or any action intended to cause or conceal a violation, immediately report the matter to MST Counsel

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**We Separate Our Personal Interests
From Our Business Responsibilities**

Acting on Your Own Time

Your private life is very much your own. Nonetheless, as an MST, your activities, both on and off the job, can affect MST's business interests.

Avoiding Conflicts of Interest

A conflict of interest occurs when you advance a personal interest at the expense of MST's interests. Remember: a personal interest can be a direct benefit to you or a benefit to a family member or close friend. It is up to you to avoid any activity that creates, or appears to create, a conflict between your personal interests and the interests of MST. Disclose to your manager any actual or potential conflict of interest, and discuss possible ways to mitigate or eliminate the conflict. Your primary responsibility is to MST, and any conflict must be resolved in MST's favor.

Supplying MST

You may not be a supplier to MST or work for a supplier to MST in any capacity – as an employee, a representative, a consultant or a member of its board of directors or an advisory board or council – unless you obtain the prior approval of senior management and MST Counsel.

You may not accept money or other benefits of any kind for any advice or services you may provide to a supplier in connection with its business with MST. You may, however, accept promotional discounts generally offered to the public by transportation companies, hotels, auto rental agencies and restaurants.

Assisting a competitor

Providing assistance to a competitor is an obvious conflict of interest, and you may not work for a competitor of MST in any capacity – as an employee, a representative, a consultant or a member of its board of directors or an advisory board or council.

Engaging in Other Outside Activities

Outside the office, you may wish to engage in activities that generally relate to technology, business advice or other products or services MST offers its clients. However, any outside activities, including working for another company or starting your own business, could result in a conflict of interest if, for example, the outside activity competes with MST's business interests or advances the interests of another company at MST's expense. Because MST is rapidly expanding into new lines of business and areas of interest, the lines of acceptable activity are continually being redrawn. It is your responsibility to obtain approval from your manager before engaging in outside activities that may conflict or compete with any of MST's actual or potential businesses.

Remember: you may only use your MST provided assets for incidental personal use. Also, any approved outside activities you undertake may not interfere with your MST work and you may not use MST proprietary or confidential information, or information entrusted to MST by those we do business with, in connection with such activities.

Personal financial interests

You may not have financial interests in any organizations or companies (whether public or private, large or closely held) with which MST does business, such as suppliers, clients, competitors or MST Business Partners, if that interest could create or give the appearance of a conflict of interest with MST. You must consult with your manager if you think any of your investments raise conflict of interest issues. Do not evade these investment restrictions by acting indirectly through anyone else.

Independently Developing Intellectual Property MST understands employees may have interests in developing intellectual property outside of MST and MST supports such efforts as provided in our **On Your Own Time (OYOT) Guidelines for IP Ownership** and **MST's Open Source Guidelines**. It is your responsibility, however, to maintain MST confidential and proprietary information and avoid conflicts of interest.

Family and close relations working in the industry

Close ties to others working in the industry – a spouse, domestic partner, family member, close friend, and the like – present special security, regulatory and confidentiality concerns. Such a personal relationship might result in the inadvertent compromise of MST's business interests.

Disclose to your manager any such relationship. Frequently, periodic reminders and careful attention to avoiding inadvertent disclosure of MST or another party's proprietary or confidential information or assets will help minimize risks to MST's interests. However, in some instances, a change in your job responsibilities or those of the other person involved may be necessary.

Relationships with others working at MST

If you have a family or romantic relationship with someone working for MST and you are in a position to make employment or other decisions about them (hiring, promotion, compensation, work allocation, etc.), inform your manager and remove yourself from any decision-making to avoid conflicts of interest and questions about favoritism and fairness. In some instances, a change in your job responsibilities or those of the other person involved may be necessary.

Steering Clear of Insider Trading

During your employment with MST, you may become aware of information about other companies that has not been made public. Using or disclosing this inside information for your financial or other personal benefit is unethical and against the law. Inside information is material information that is not available to the general public that could influence a reasonable investor to buy, sell or hold a company's securities. Information can be material even if it would have only a small impact on the price of the securities.

Violation of these laws may result in civil and criminal penalties, including fines and jail sentences. MST will not tolerate the improper use of inside information. These prohibitions apply anywhere in the world where we do business.

The rules are simple: do not improperly use or disclose inside information; and do not evade these guidelines by acting through anyone else or by giving inside information to others for their use, even if you will not financially benefit from it. If you have any questions about what you can or cannot do, consult MST Counsel.

Participating in Public Service and Political Activity

As a good corporate citizen, MST encourages employees to participate in their communities. Speak with your manager to determine the proper approach if you think your personal activities could create a conflict of interest.

Public Service

Your participation in public service may create a conflict of interest for MST. As a board or committee member of a civic organization, for example, you may be confronted with a decision involving MST, such as a decision to purchase MST products or services, and your interest in MST and your obligation to the civic organization might pull you in opposite directions. Make it clear that you are an MST employee to avoid any perception that you concealed your association with MST and consider abstaining from participating in any decision-making on matters involving MST. Seek advice from the civic organization's lawyer or from MST Counsel, as needed.

Political Contributions and Endorsements

MST will not endorse, support or make contributions or payments to any political parties or candidates, including through political action committees, campaign funds, trade or industry associations or similar organizations. For example, MST will not purchase tickets, pay fees or reimburse expenses for any event where any portion of the funds will be used for election campaigns.

Do not make any political contribution as a representative of MST, and do not use work time or MST assets in support of political parties or candidates – using work time or assets would be the equivalent of a contribution. MST will not reimburse you for any personal contributions you make.

Political Office

MST will not pay you for time spent running for public office, serving as an elected official or campaigning for a political candidate, unless required by law.

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Notice of Certain Additional Rights, Information and Resources



› In the United States, trade secrets are protected under both federal and state law. It will not be a violation of the BCGs, and you will not be held liable under any U.S. federal or state trade secret law, if you disclose a trade secret in confidence to the government or an attorney solely for the purpose of reporting or investigating a suspected violation of law, or if you disclose a trade secret under seal in a complaint or other filing or in response to a court order in a lawsuit or other proceeding.

› When MST's client is in the public sector, MST is that client's "contractor." U.S. law provides for certain rights, remedies and protections for contractor employees who, in connection with U.S. government contracts or funds, report internally or to certain government officials or entities information the employee reasonably believes is evidence of gross mismanagement or waste, abuse of authority, violation of law, or a substantial and specific danger to public health and safety.

› Be advised that when using MST assets or BYO devices, any and all telephone conversations or transmissions, electronic mail or transmissions, or internet access or usage by an employee by any electronic device or system, including but not limited to the use of a computer, telephone, wire, radio or electromagnetic, photoelectronic or photo-optical systems, may be subject to monitoring at any and all times and by any lawful means.

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