

# Merzell - Code of Conduct

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## Purpose

Merzell aims to be the preferred e-tendering platform in Europe by unleashing the full potential of a user-friendly and trusted marketplace. This requires trust and credibility among our customers, authorities, investors, and employees.

The purpose of Merzell's Code of Conduct ("the Code") is to ensure that all employees, and anyone acting on behalf of Merzell, perform their activities in an ethical and socially responsible way. The Code provides a framework for what Merzell considers responsible conduct and sets the boundaries within which all Merzell staff must operate every day.

Contract staff, consultants, and contractors who are agents of, working on behalf of, or in the name of a Merzell company must also follow the Code. Merzell expects all of its business partners to abide by similar principles in their own operations.

## Values and Culture

Our culture is rooted in honesty, integrity and respect for all people. It is of crucial importance for our existence to always maintain high ethical standards. We are in the process of defining core values for the entire Merzell group, reflecting the expectations for our daily conduct, and regard this work as crucial for our company culture. Our values shall serve as the basis for the decisions we make and how we interact with our colleagues, customers and others.

### ALL EMPLOYEES' RESPONSIBILITIES IN MERCELL

- Learn and understand your role and the policies and procedures related to your job
- Follow the Code in the work you do every day.
- Stay up to date with the developments in your area or industry that may impact Merzell's compliance with laws and regulations or reputation in the marketplace.
- Attend and actively participate in compliance training and activities.

- Report potentially suspected violations of the code. If you are uncertain whether an activity is legally or ethically acceptable, seek advice. When in doubt – reach out.
- Make sure that any third-party contractors, agents or consultants you engage, are aware that they are bound by our Code and that they should act accordingly.

## Responsibilities for our Leaders

At Mercell, leadership is not about titles, it is about behavior. Our leaders are committed to our ethical standards and to act as role models and show leadership following the Code, promoting a culture where it is normal to do the right thing and where people feel confident about speaking up.

A LEADER IN MERCELL MUST:

- Always lead by example.
- Understand the Code violation risks and the measures to mitigate them.
- Ensure your staff understands what behavior is expected in order not to violate the Code.
- Make sure anyone new to your team is briefed promptly on our Code
- Make sure your team members participate in mandatory compliance training and activities.
- Create an environment where people feel comfortable speaking up and asking questions
- Report any possible violation of the Code, and keep reported concerns confidential.
- Be consistent when enforcing our standards and holding people accountable for their conduct.

## Health, Safety, Security and Environment

Every Mercell company and every contractor is required to have a systematic approach to the management of Health, Safety, Security and Environment (HSSE), designed to ensure compliance with the law and applicable standards. Mercell is committed to minimizing the impact of our activities on the environment with methods that are socially responsible and sustainable.

THE RESPONSIBILITIES

- Contribute to a healthy, safe and secure work environment, question unsafe conditions and report and act correctly and promptly on a potential HSSE incident.

## Equal Opportunity

Mercell is committed to an inclusive work culture, to equal employment opportunity and fair treatment of all employees. Mercell does not accept any form of harassment or discrimination based on race, color, religion, gender, sexual orientation, national origin, age, or disability.

THE RESPONSIBILITIES

- Take steps to create and maintain a good and inclusive working environment.
- Always treat others with respect and avoid situations that may be perceived as inappropriate.
- Always deliver feedback and challenge in an appropriate and respectful manner.
- Be aware of cultural sensitivities – what is acceptable in one culture may not be in another.

## IT & Electronic Communications

The use of Mercell's IT systems and electronic communications devices shall only be based on business needs. Information produced and stored in our IT systems is Mercell's property and may only be accessed following applicable law.

## THE RESPONSIBILITIES

- Learn, understand and comply with Mercell IT security requirements and policies.
- Exercise good judgment when using electronic communication and information systems.
- Keep personal use of Mercell IT and electronic communications occasional and brief, also for social media use, and do not use the Mercell name or brand in personal emails.
- Protect sensitive information stored on Mercell's electronic systems.
- Never use our IT systems to perform illegal or unethical activities, including downloading or sending offensive material.
- Respect software copyrights and comply with the terms and conditions of software licenses.

## Data Privacy

Mercell recognizes the fundamental right to data privacy for all individuals, and are committed to managing personal data about our staff, customers, suppliers and business partners in a professional, lawful and ethical way.

Mercell may only process personal data for legitimate purposes and the data must be accurate and relevant for the purpose for which it was collected, as well as properly protected from inappropriate access or misuse. When it is to be transferred to third parties, it must be appropriately safeguarded.

Non-compliance may cause harm to individuals, fines or litigation, and put Mercell's reputation at risk.

## THE RESPONSIBILITIES

- Identify the privacy risks before collecting, using, retaining or disclosing personal data, such as in a new IT system, project or marketing initiative.
- Only process personal data for specific, defined and legitimate purposes.
- Ensure that personal data in your possession is kept up to date and disposed of when no longer required.
- Always protect personal data and prevent accidental disclosure.
- Always seek advice from your line manager, compliance or any member of the Mercell Group Management team if you are unsure whether you need consent or how to protect personal data.

## Corruption, conflict of interest and integrity

Mercell has zero-tolerance for corruption in any form, including bribery, facilitation payments and trading in influence. We must be very cautious and transparent when dealing with conflicts of interest, gifts, hospitality and expenses, since they may constitute or lead to corruption. Conflicts of interest may arise when personal relationships, participation in external activities or an interest in another venture, could influence or be perceived to influence business decisions for Mercell.

Mercell respects your right to manage your personal affairs and investment, however, you must not let any decisions you make at Mercell be influenced by personal considerations such as relationships or personal interests for yourself, family or friends. An actual, potential or perceived conflict of interest may severely jeopardize your reputation as well as Mercell's. Provided that no actual, potential or perceived conflict of interest would result, you may invest in other businesses and be active in your spare time in the community, politically, educational and other nonprofit organizations. However, in any such case, you must comply with relevant laws, regulations and Mercell policies. If you are in doubt, you must raise your concern with your line manager, Compliance or Human Resources before you start a new activity.

## THE RESPONSIBILITIES

- Avoid improper advantages for yourself and never act in a manner that may harm Mercell's interests.
- Avoid giving or receiving gifts and hospitality which may cause suspicion of influence.
- Notify your line manager and Compliance about any potential conflicts of interests, including financial investments or activities involving business associates (either personally or through a close relation) which may influence or perceive to influence your integrity and independence

## Competition Law & Antitrust

Mercell operates in full compliance with all applicable competition laws and regulations, which protect free enterprise and fair competition. Mercell shall play our part in combating illegal practices. These include price-fixing, market sharing, output limitation or bid rigging, abuse of market power and any anti-competitive or monopoly practices. Dominant firms have a special responsibility to not further distort competition, such for instance fidelity rebates and predatory pricing.

Be vigilant in not entering into any kind of inappropriate conversation, agreement with our competitors or prevent them from fair competition.

## THE RESPONSIBILITIES

- Do not share or receive competitively sensitive information without a lawful reason.
- Do not impose exclusive supply or similar obligations on customers.
- Be clear and concise when drafting or negotiating agreements - do not use general formulations or ambiguous wording. All decisions on Mercell's pricing, production, customers and markets must be made by Mercell alone.
- Do not share non-public confidential information or discuss with competitors any matter on which competitors are not legally permitted, toked to agree.
- Never discuss with competitors, even informally, price or any element of price, such as discounts, surcharges or credit terms; divide up customers, accounts or markets.
- Do not agree with others to boycott any customer or supplier
- Acquire insight into relevant competition laws and regulations, Mercell's policies and requirements, as well as risks, related to your work.

## What Happens if I Violate the Code?

Mercell will not tolerate any breaches of the Code or the law. Violations may result in disciplinary action, including dismissal, following applicable policies and law. Violations may be reported to relevant authorities, which could also lead to legal action, fines or imprisonment.

## Asking Questions and Reporting Concerns

Any employee in need of advice on any matter relating to the Code or wishing to report a concern, is encouraged to speak to their line manager, the HR Manager, the Compliance Manager or any member of the Mercell Group Management team. Alternatively, an email is possible to send to [compliance@mercell.com](mailto:compliance@mercell.com). Any concern or complaint may be reported confidentially, in the preferred language of the employee and – if necessary – anonymously. Mercell will always take appropriate action to protect our employees. Any form of retaliation against anyone in Mercell who raises a concern in good faith will be treated as a violation of the Code.