



Code of

# Business Conduct and Ethics

2022-2023

**RGIS**

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Dear Colleagues,

As the global leader of inventory services, RGIS is most successful when everyone works honestly, professionally, and together as a team. We want to take this opportunity to remind everyone of our company's core values:

 | INTEGRITY

We do the right thing! Safely honoring our commitments and taking accountability demonstrates our positive nature.

 | EXCELLENCE

We challenge the status quo! Expecting more out of everything we do is part of our DNA.

 | RESPECT

We treat others the way we want to be treated! Appreciating our fellow teammates and customers is at our foundation.

 | TEAMWORK

We work together! Collaborating is key to our success because when we cooperate, we achieve more.

 | INNOVATION

We think big! Creating new technologies and ideas to improve how we do business is our passion.

These core values serve as the cornerstone of the RGIS Code of Business Conduct and Ethics. In today's global marketplace, it is more important than ever that we reflect and live these values in all of our business dealings, every day. By following this Code, we will continue to excel, provide outstanding service to our customers, and meet the high ethical standards we have set for ourselves.

Please contact the Office of Legal Department ([legaleurope@rgis.com](mailto:legaleurope@rgis.com)) with any questions about this Code, or if you suspect any violations. Thank you for your commitment to our company and its values.

Sincerely,



**Asaf Cohen**  
Chief Executive Officer



SECTION 1

*our*  
**Integrity**

# our Integrity



## WHY THIS CODE?

RGIS built its legacy on honesty and integrity. These values are the foundation for our future success as the global leader in inventory service, data collection, insight, merchandising and optimization solutions. This Code of Business Conduct and Ethics (the “Code”) aims to inspire and guide us by reinforcing our core values and establishing clear standards for ethical behavior. The Code applies to RGIS, its subsidiaries, and all of its officers, directors, and employees around the world. Everyone is responsible for reading, understanding and following this Code, RGIS company policies, and all applicable laws and regulations.

## ASK QUESTIONS AND USE COMMON SENSE

This Code cannot cover every situation that you or your colleagues may face. For this reason, every member of the RGIS team is expected to use common sense, especially if an action seems unusual or unethical. When in doubt, always ask yourself the following questions:

- Is the action legal?
- Is the action consistent with RGIS’s core values?
- Is the action consistent with RGIS’s policies and procedures?

If the answer to any of these questions is “no,” then you have a responsibility to report your concerns. Your supervisor, the Human Resources Department, and the Office of General Counsel can all help you with questions regarding this Code and other RGIS policies.

## CONFLICTS OF INTEREST

RGIS expects employees to work solely for the company’s benefit without any conflicts of interest. This can occur whenever your personal, family, or business interests conflict with the company’s interests. Employing a family member as a contractor or supplier is one example of a possible conflict. You are expected to avoid conflicts of interest whenever possible. If a conflict cannot be avoided, then you must disclose it promptly to management. The RGIS Board of Directors must approve any conflicts of interest (or potential conflicts of interest) involving one of the company’s officers or directors. Other specific requirements include:

- **Business Opportunities:** All RGIS employees have a duty to promote the company’s legitimate business interests whenever possible. You must not promote your own personal or family business opportunities at the company’s expense. RGIS is also the sole owner of all intellectual property, trademarks, logos, product designs, and domain names that it uses in its business. All employees agree to assign to RGIS all rights in any intellectual property created as a part of his or her work.
- **Competition:** Employees cannot compete with RGIS. You are prohibited from being employed by, performing services for, or receiving any compensation from, any RGIS competitor. With limited exceptions, employees may not own any financial interest in any business that does business with, seeks to do business with, or is in competition with, RGIS.

## our Integrity



### CONFLICTS OF INTEREST *(continued)*

- **Outside Employment:** Your primary employment obligation is to RGIS. Any outside activity, including a second job, family business, self-employment, or volunteer activity, must be kept completely separate. You may not use RGIS's customers, suppliers, time, name, influence, assets, facilities, materials, or other resources for any outside activities unless RGIS specifically authorizes you to do so.
- **Family Members:** You must never use your position to secure RGIS business for family members or any organization associated with your family members, unless your department head and the Office of General Counsel both authorize the activity. For the purposes of this Code, the term "family members" includes spouses, domestic partners, children (including adopted children, stepchildren, and wards), grandchildren, parents, grandparents, siblings, in-laws, uncles, aunts, nieces, nephews, and cousins.
- **Personal Relationships:** Personal relationships between RGIS employees can create conflicting loyalties and conflicts of interests that harm RGIS. You must never use your position at RGIS to approve payments, compensation, or any favored treatment for family members or any other person with whom you have a personal relationship. You must also disclose the existence of any romantic relationship with a co-worker to your immediate supervisor or to the Human Resources Department. This will help RGIS to determine whether any conflict of interest exists. The company will attempt to resolve any conflicts or risks it identifies. In some cases, it may be necessary to transfer you to another position or department. Refusing a transfer to a reasonable alternative position will be treated as a voluntary resignation. If no alternatives are available, then one or both employees may be terminated.

### REPORTING AT:

[europaethics@rgis.com](mailto:europaethics@rgis.com)

### Human Resources:

[GeneralCounsel@RGIS.com](mailto:GeneralCounsel@RGIS.com)

### Legal:

[legaleurope@rgis.com](mailto:legaleurope@rgis.com)  
[ecordier@rgis.com](mailto:ecordier@rgis.com)



SECTION 2

# *our* Legal Duties

## our Legal Duties

### FAIR COMPETITION AND ANTITRUST

RGIS is committed to the principles of free and competitive enterprise. Accordingly, it is RGIS policy to follow the antitrust laws wherever we do business. These laws are based on the idea of open competition, and that businesses should not threaten that idea through unlawful and unfair behavior.

**Discussion of any of the following topics with competitors, whether relating to either RGIS services or those of the competitor, are prohibited:** past, present or future prices, pricing policies, lease rates, bids, discounts, promotions, profits, costs, margins, new products or processes not previously disclosed, terms of service, warranties, customers or territorial markets.

At RGIS, those involved in pricing decisions, or who engage in direct contact with competitors, are especially at risk for potential antitrust concerns, and should become thoroughly familiar with the **RGIS Antitrust Policy**. Trade associations must not be used for contacts and communications with competitors that are prohibited by RGIS, such as discussing prices.

For additional information, please see the **RGIS Antitrust Policy**.

### ANTI-CORRUPTION AND ANTI-BRIBERY

RGIS conducts its worldwide operations ethically and in compliance with U.S. and applicable foreign laws, including all anti-bribery and anti-corruption laws. RGIS has zero tolerance for bribery and corruption. The U.S. Foreign Corrupt Practices Act, and the U.K. Bribery Act, as well as similar laws in other countries, prohibit RGIS, its employees and representatives from offering or receiving a bribe, a kickback, or any other improper payment to obtain or retain business or influence a business decision. These laws apply to RGIS all over the globe, and the penalties for violations can be severe to RGIS and to you personally, including fines, and even imprisonment.

**A bribe** can take many forms, including **a payment, a gift, a favor, a kickback, an offer of entertainment or travel, or anything of value.** Even a charitable or political contribution, if meant to influence a business decision, can be considered a bribe.

Regardless of local practice or the practice of other companies, avoid even the appearance of inappropriate behavior.

Accordingly, you may neither give nor accept, directly or indirectly, gifts, gratuity, or entertainment that are greater than nominal (\$50) in value or that could otherwise be viewed as influencing business decisions. You should never solicit a gift or favor from anybody with whom RGIS does business. For entertainment, there must be a clear purpose for the event.

Be aware that RGIS can be held responsible for bribes made on our behalf by third parties, including by our partners, customers, suppliers, and vendors. Exercise due diligence in the selection of business partners, and avoid relationships with parties that have a history of corrupt practices.

**You must NOT offer, make or receive payments, or anything of value, to:**

- influence a desired action;
- encourage a violation of the law;
- obtain an improper advantage;
- influence the decision of a government or an official; or
- improperly gain business.



## our Legal Duties

### ANTI-CORRUPTION AND ANTI-BRIBERY *(continued)*

It is expected that you:

- Ensure all team members you supervise understand the Anti-Corruption and Anti-Bribery portion of this Code;
- Create an environment to encourage team members to speak up;
- Never ask team members to achieve business results “at all costs”, especially at the expense of ethical behavior;
- Review any situation that shows a potential anti-corruption concern, and report suspected violations to the Office of General Counsel; and
- Respond, as appropriate, to questions and concerns related to this Code, including contacting the Office of General Counsel if necessary.

### EXPORT CONTROLS AND ECONOMIC SANCTIONS

The U.S. Government and foreign governments impose economic sanctions, export controls, and other restrictive trade measures to promote various foreign policy and national security objectives. Examples include the International Traffic in Arms Regulations (“ITAR”), the Export Administration Regulations (“EAR”) and the economic sanctions programs implemented by the U.S. Treasury Department’s Office of Foreign Assets Control (“OFAC”). These laws impose different prohibitions on different countries and entities, and change rapidly in response to world events. Countries and territories subject to OFAC sanctions currently include Cuba, Iran, North Korea, Sudan, Syria, and the occupied Ukrainian territory of Crimea. RGIS is prohibited from engaging in any business transactions or dealings with (i) any government, department, agency, instrumentality or subdivision of these countries, (ii) any entity controlled by these countries, (iii) any individual or entity based in or subject to the jurisdiction of these countries, or (iv) an entity considered a supporter of terrorism or proliferator of weapons of mass destruction (as listed on the U.S. Office of Foreign Asset Control “Blocked Persons and Specifically Designated Nationals List”).

The United States, United Nations, and European Union (“EU”) may impose additional sanctions and export controls on other countries or entities at any time.

All RGIS employees must comply with U.S. economic sanctions and export controls regardless of their nationality or location. This is true even if local laws are less restrictive in the countries where they live and work. Additionally, RGIS employees may never facilitate any third-party business that might violate these laws, even if the business occurs outside the United States. If you suspect that RGIS is engaging in prohibited activities, please notify the Office of General Counsel immediately.



## our Legal Duties

### MANAGING THIRD PARTY RISKS

Although RGIS encourages good relations with our suppliers and other business partners, you may not benefit personally from the purchase of any goods or services for RGIS. Employees whose responsibilities include purchasing (including merchandise, fixtures, services, real estate, etc.), or who have contact with suppliers or service providers, must not exploit their position for personal gain.

Similar conflict of interest and anti-bribery requirements apply whenever RGIS engages a professional consultant. You may never receive cash or cash equivalents from any supplier, consultant, agent or other service provider, whether directly or indirectly. When in doubt, RGIS employees should exercise diligence when selecting business partners, and avoid working with those that have a history of bribery or other corrupt practices.

Finally, RGIS requires its suppliers to respect human rights, and prohibits all forms of slavery in its global supply chain. All employees must report any supplier known to use child labor, forced labor, human trafficking and other forms of slavery to the Office of General Counsel. Please see the **RGIS UK Modern Slavery Act Statement** for more information.

### DIVERSITY AND INCLUSION / HARASSMENT AND DISCRIMINATION

RGIS's employees are our greatest asset, and we value diversity in our workforce. By blending our unique experiences, perspectives and talents together, we create an environment that encourages innovation and contribution. To these ends, no applicant or employee should be subjected to unlawful discrimination or harassment because of their race, color, religious creed, gender, gender identity or sexual orientation, disability, age, national origin, ancestry, genetic information, military status, or any other characteristic protected by applicable law. Hiring, promotion, raises, discipline, or termination decisions should only be based on job performance and valid business reasons.

RGIS is also committed to maintaining a respectful work environment free from harassment and discrimination. We prohibit all conduct – whether intentional or unintentional – that results in unlawful harassment, abuse, or intimidation based on any characteristic protected by applicable law. Harassment and discrimination are prohibited whether they occur in the workplace, at customer or vendor sites, or at other employment-related events or activities.

RGIS will investigate all good faith harassment and discrimination complaints promptly and thoroughly. In this instance, the term “good faith” does not mean that the report or concern raised must be correct, but it does require that the person making the report, or raising the concern, believes that he or she is providing truthful information. It is unlawful to retaliate against, or punish, any employee who files a good faith complaint of discrimination or harassment, or who cooperates in any investigation of a complaint.



## our Legal Duties

### WORKPLACE SAFETY

RGIS is committed to providing its team members with a safe and healthy workplace. All team members have the right to a hazard-free environment. As part of this commitment, each team member has a personal responsibility for working safely, and for helping others to remain safe.

#### RGIS is committed to:

- Complying with all applicable safety regulations and codes, as well as its own operating standards and procedures.
- Continuously developing, communicating, and promoting safety programs based on injury prevention.
- Providing safety orientation, procedures, training, and necessary personal protective equipment (PPE) as needed.
- Escalating, communicating, and partnering to resolve safety issues.
- Investigating and making recommendations to prevent injuries.
- Never retaliating against an employee for reporting an incident, or voicing a safety concern.
- Promoting continuous improvement of our safety management system, procedures, and results.

#### Employees are responsible for:

- Immediately reporting incidents and unsafe conditions to their supervisor or other designated persons.
- Learning and complying with all RGIS safety rules.
- Evaluating risks and hazards in their work area at all times.
- Only performing work that they are trained to perform.
- Observing safe driving practices, as outlined in the RGIS Vehicle Use and Safety manual and local laws.
- Acting immediately if they see a co-worker putting themselves or another person at risk.
- Understanding that unsafe acts will be handled in the same way as performance issues.

**RGIS**

# safety counts



*our*  
**Company Policies**



## our Company Policies

### QUALITY AND ACCURACY

The success of RGIS depends on its ability to efficiently and accurately perform in a professional and courteous manner. Our customers expect, and should receive, an accurate count during inventory events. Inaccurate inventory results can impact our customers' bottom line, and the reputation of RGIS. Further, all inventory and merchandising work should be performed professionally and up to the customer's standards. RGIS must build and maintain strong working relationships by listening, and responding to, our customers.

### BUSINESS RECORDS

RGIS employees must accurately and honestly document any information appearing in the company's business records. These books and records must accurately and fairly reflect, in reasonable detail, RGIS's assets, liabilities, revenues, and expenses. Falsifying records, or causing others to falsify records, is strictly prohibited. Making false or misleading statements to anyone, including internal or external auditors, RGIS's counsel, other RGIS employees, or regulators, can be a criminal act, and may result in severe penalties.

Employees preparing financial statements must always do so in accordance with RGIS's internal control and disclosure policies, Generally Accepted Accounting Principles ("GAAP"), and any other applicable accounting standard. RGIS financial statements must materially, fairly and completely reflect our business transactions and financial condition.

Finally, you must never destroy, falsify, or modify any document that is subject to a legal hold issued by the Office of General Counsel, or may be relevant to an alleged violation of law, or sought as part of a government investigation. Doing so may lead to fines, penalties, or prosecution for obstruction of justice.

### COMPANY PROPERTY

All employees must protect RGIS assets and ensure their efficient use. All RGIS assets, whether tangible or intangible, are to be used only by authorized employees or their designees, and only for legitimate RGIS business purposes. You are responsible for the proper use of company property, and must never loan, sell, take, or donate RGIS assets without appropriate authorization. Misusing your time, including through the excessive use of RGIS computers and networks for personal activities, is also prohibited.

**Our  
customers  
expect,  
and should  
receive, an  
accurate  
count.**



## our Company Policies

### COMMUNICATIONS AND SOCIAL MEDIA

All media inquiries must be referred to the Chief Executive Officer (“CEO”). You are not allowed to speak to a member of the media unless authorized to do so by the CEO. You may also not post any materials on social media on behalf of RGIS without prior authorization from the Human Resources Department.

If you are authorized to post to social media on behalf of RGIS, you may never use offensive, demeaning, discriminatory, or harassing language, or make threats of violence or similar inappropriate or unlawful conduct. All confidentiality policies included in this Code apply to your use of social media.

### CONFIDENTIAL INFORMATION

RGIS confidential information is defined as all non-public information that might be of use to competitors, or harmful to the company or its customers, if shared, for example, inventory business service technology. You must protect all confidential information relating to RGIS. You should not disclose (even to family) or use any confidential information for any purpose unless the company authorizes you to do so. This obligation lasts throughout your time with RGIS, and continues after you leave RGIS.

Further, RGIS protects individually identifiable employee information from inappropriate or unauthorized use or disclosure. You must protect all confidential information relating to your fellow team members. Do not disclose or use any confidential information for any purpose other than on a “need to know” basis within RGIS. This obligation of confidentiality lasts during the entire length of your time with RGIS, and also continues after you depart RGIS.

### DATA AND PRIVACY PROTECTION

RGIS is committed to protecting confidential customer information in accordance with applicable law, even if the customer does not have a confidentiality agreement with us. RGIS must protect private customer data. You should not disclose private customer information (even to family) or use any customer confidential information for any purpose unless authorized by RGIS. This obligation of confidentiality lasts during the entire length of your time with RGIS, and also continues after you leave the company.

RGIS is committed to protecting the private information of our customers and employees, including their names, addresses, banking details, and other Personal Identifying Information (“PII”). Employees must not disclose PII outside the company unless it is authorized by the customer or employee, permitted by local law, or necessary to comply with a lawful government order (such as a subpoena or warrant).

Privacy laws vary widely. The EU Data Privacy Regulation, for example, sets much stricter privacy standards than U.S. laws. Strict laws may also exist in other countries where RGIS does business. For this reason, RGIS employees must always comply with the privacy laws that apply in the country where they are actually working, even if they usually live or work in another country. Employees should contact their managers or the Office of General Counsel (in Europe, contact Head of Legal Europe) with any questions regarding the EU Data Privacy Regulation or other privacy protection laws.



*our*  
**Company Policies**

**ENVIRONMENTAL RESPONSIBILITY**

RGIS promotes socially and environmentally responsible business. Conducting business as a responsible member of society is a key part of our strategy for the future, and we remain committed to continuous improvement in all aspects of our performance. RGIS encourages environmental conservation by reducing the use of paper, recycling when possible, and minimizing unnecessary waste.

**RGIS has a duty to carry out its business activities in a socially responsible manner.**

**SUBSTANCE ABUSE**

Employees under the influence of illegal drugs, controlled substances, or alcohol at work are a risk to RGIS, themselves, and others. Unless prescribed, the possession, use, distribution, or sale of illegal drugs, controlled substances, and alcohol on RGIS premises, during company-sponsored travel or business, at RGIS-sponsored events, or at any place where RGIS work is conducted, is strictly prohibited. Violators are subject to disciplinary action up to and including termination.

All employees are also required to follow all other RGIS policies relating to the off-duty use of illegal drugs and alcohol during company-sponsored travel. Off-the-job involvement with illegal drugs can have an impact on health and safety in the workplace.



SECTION 4

# Reporting Suspected Violations

# Reporting Suspected Violations

## WHEN SHOULD YOU REPORT SUSPECTED MISCONDUCT?

It is your responsibility to immediately report suspected or actual violations of the Code, as well as of laws, rules, or regulations applicable to RGIS. Failure to report could result in disciplinary action. Additional information may be found in RGIS's Whistleblower Procedures.

## HOW SHOULD YOU REPORT SUSPECTED VIOLATIONS?

Immediately contact your supervisor, a member of Human Resources, or the Office of Legal Department. You may also make a report to the RGIS Business Ethics Hotline at [europaethics@rgis.com](mailto:europaethics@rgis.com).

All reports and inquiries will be handled confidentially to the extent authorized under applicable law. RGIS will not retaliate against any employees that make a good faith report of a possible violation of law or this Code. Nor will RGIS tolerate any harassment or intimidation against employees who make a report. If you believe you or another RGIS employee is the subject of retaliation, harassment, or intimidation, please report it to the Office of Legal.

### REPORTING AT:

[europaethics@rgis.com](mailto:europaethics@rgis.com)

### Human Resources:

[GeneralCounsel@RGIS.com](mailto:GeneralCounsel@RGIS.com)

### Legal:

[legaleurope@rgis.com](mailto:legaleurope@rgis.com)

[ecordier@rgis.com](mailto:ecordier@rgis.com)