

Smartly.io

Code of Conduct

Code of Conduct. This Code of Conduct and our company values represent the standards by which we all must operate. All employees of Smartly.io Solutions Oy (“Smartly.io”) or any subsidiary of Smartly.io (collectively, “Smartly.io”), as well as Smartly.io’s officers and Board members, must abide by this Code of Conduct. Smartly.io’s contractors, consultants, suppliers, and agents must abide by our Code of Conduct in connection with their work for Smartly.io.

We operate with honesty and integrity. We are open, transparent, and honest. We keep our commitments to each other, to our customers, and to our partners. We endeavor to communicate with our customers, partners, fellow employees, and suppliers in an honest and unambiguous way, and to avoid making any misstatements of fact, making misleading or exaggerated communications, or creating false impressions. We may make mistakes, but we quickly admit and correct them.

We treat others fairly and respectfully. We foster a respectful work environment free from any form of discrimination, harassment, and intimidation. We provide equal opportunity in all aspects of employment. We do not tolerate discrimination, harassment, violence, or threatening behavior of any kind. We treat everyone—fellow employees, customers, partners, and other stakeholders—with dignity and respect.

We uphold human rights. We respect human rights, provide fair working conditions, and prohibit the use of any forced, compulsory, or child labor by or for Smartly.io.

We are responsible and law abiding. We follow the law. This includes all applicable international, national, and local laws, rules, and regulations. We report wrongdoing, including fraud or illegal acts, if we encounter it.

We prohibit bribery. Smartly.io’s policy against bribery is clear—we never make or accept bribes to advance our business. A bribe is something of value that is offered or given to improperly influence a decision. Bribes often consist of money, but they could also be disguised as gifts, trips, entertainment, charitable donations, favors, or jobs. We do not offer or give anything of value for an improper or corrupt purpose, whether in dealings with a government official or the private sector, and regardless of the norms of local custom. For more information, please consult Smartly.io’s Anti-Bribery Policy, which we are all required to review and follow.

We avoid conflicts of interest. We have a responsibility to make sound business decisions strictly on the basis of Smartly.io’s best interests without regard to our personal interests. A conflict of interest can occur when our personal activities, investments, or associations compromise our judgment or ability to act in the best interest of Smartly.io. We avoid conflicts of interest, or even the appearance of a conflict of interest.

We always disclose any relationships, associations, or activities that may create actual, potential, or perceived conflicts of interest to Smartly.io's General Counsel as soon as we become aware of any potential for such conflict.

We respect corporate opportunities. We may not take for ourselves opportunities that are discovered through the use of Smartly.io property, information, or position, and we will not use Smartly.io property, information, or position for personal gain, or compete with Smartly.io in any manner. We owe Smartly.io a duty to advance its legitimate business interests when business opportunities arise.

We prohibit insider trading. Legislations prohibit both trading on the basis of material non-public information and "tipping" others by providing material non-public information to them. Material non-public information is information that has not been released to the public and which a reasonable investor would find useful in determining whether to buy or sell stock, e.g., financial results, sales results, acquisitions, customer wins or losses, or changes in senior management. We do not buy or sell stocks on the basis of material non-public information, or pass such information to any others, including friends or family.

We protect confidential information and employee privacy. We are committed to protecting the confidential, proprietary, and private information of our employees, customers, partners, and others with whom we do business. We respect and protect the private information and intellectual property entrusted to us by our fellow employees, customers, and third parties, using it only for legitimate business purposes and in accordance with all applicable laws and governing contracts. We are all also responsible for protecting Smartly.io's and our customers' confidential information. The loss of confidential information can be extremely damaging to Smartly.io. We do not disclose any confidential Smartly.io or customer information without a valid business purpose and proper authorization by our Legal Team. Our obligations in this respect continue even if our employment or other relationship with Smartly.io ends.

We are committed to a safe and healthy workplace. We are committed to providing a clean, safe, healthy, secure, and drug-free workplace. Our employees have responsibility for maintaining a safe and healthy workplace by following safety and health rules and practices and by reporting accidents, injuries and unsafe conditions, procedures, or behaviors. We do not tolerate violence and threatening behavior. We prohibit the use, possession, sale, or being under the influence of any illegal substance at Smartly.io or when representing Smartly.io in any capacity or conducting Smartly.io business.

We maintain accurate and complete business and financial records. We create and maintain financial records in accordance with applicable legal requirements and generally accepted accounting practices. Our reports, disclosures, and other public communications must be full, fair, accurate, timely, and understandable. Although financial reporting and controls are especially applicable to members of Smartly.io's Finance team, we are each responsible for complying with all financial controls and policies.

We use social media wisely. We use social media appropriately and responsibly. We do not disclose confidential Smartly.io

information or the confidential information of our customers, suppliers, business partners, or other employees.

We deal fairly. We endeavor to deal fairly with our customers, suppliers, competitors, and employees. We should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation, or any other unfair-dealing. We are prohibited to collude with a competitor. When interacting with a competitor, questions about whether our actions are proper and in compliance with the law should be directed to our General Counsel.

We protect and properly use Smartly.io assets. Theft, carelessness, and waste have a direct impact on our profitability. We use Smartly.io assets for legitimate business purposes, and in particular, will use Smartly.io's information systems assets in a responsible manner.

We respect the environment. We conduct our business in an environmentally responsible and sustainable manner, and we are committed to complying with all applicable environmental laws.

Waivers of the Code of Conduct. Waivers of our Code of Conduct must be approved in writing. Waivers for Board members and executive officers require Board approval and must be disclosed as required, while waivers involving any other employee, agent, or contractor require the approval of our General Counsel.

Violations of the Code, Smartly.io Policies, or the Law. Anyone who violates the law, our Code of Conduct, or other Smartly.io policies or procedures may be disciplined, including termination of employment and/or his or her business relationship with Smartly.io, in accordance with local legal requirements. Certain violations of this Code of Conduct may be violations of the law, which may result in civil or criminal penalties, and Smartly.io will cooperate fully with the appropriate authorities in these situations.

We use common sense and ask questions if necessary. We use common sense in our business dealings and in upholding this Code of Conduct. If we have any questions regarding the matters discussed in this Code of Conduct, we promptly contact our manager or our General Counsel for answers.

Reporting Suspected Non-Compliance.

If we witness, or even suspect, a violation of this policy or the law, we promptly report it.

No Retaliation. Smartly.io takes its non-retaliatory culture very seriously and will not allow anyone to take adverse action, threaten, intimidate, or retaliate if one of us reports a violation or suspected violation in good faith, or cooperates in an investigation. Smartly.io considers

retaliation itself a violation of this Code of Conduct and will respond accordingly.

How to Report Suspected Non-Compliance

Smartly.io has established a Compliance Committee comprised of the General Counsel, the Head of People & Learning and the Chief Financial Officer. All violations or suspected violations of this policy should be promptly reported to the Compliance Committee.

If you are not comfortable reporting it to any of those people, then you should make your report directly to the Legal Department or the Smartly.io Ethics & Compliance Hotline either online at www.smartly.ethicspoint.com or at the numbers on the website for your location.

Reports made on the Ethics Hotline or on the portal may be made on a confidential and anonymous basis. If you make an anonymous report, please provide as much detail as possible, including copies of documents you believe relevant to the matter.

Hotline numbers are also listed below for ease of reference. If you do not see your location listed below, please go directly to the website above to locate the reporting hotline number.

United States: 1-844-476-9146

Argentina:

Argentina (Telecom) 0 800 555 4288

Argentina(Telefonica) 0-800-222-1288

Then at the English prompt dial 844-476-9146

Australia

Australia (Optus) 1-800-551-155

Australia (Telesta) 1-800-881-011

Then at the English prompt dial 844-476-9146

Brazil

Brazil (cellular) 0-800-888-8288

Brazil 0-800-890-0288

Then at the English prompt dial 844-476-9146

Finland

0-800-11-0015

Then at the English prompt dial 844-476-9146

France

France (France Telecom) 0-800-99-0011

France (Paris only) 0-800-99-0111
France 0-800-99-1111 or 0-800-99-1211
France (Telecom Development) 0805-701-288
Then at the English prompt dial 844-476-9146

Germany

0-800-225-5288
Then at the English prompt dial 844-476-9146.

Ireland

Ireland (UIFN) 00-800-222-55288
Ireland 1-800-550-000
Then at the English prompt dial 844-476-9146

Japan

Japan (NTT) 0034-811-001
Japan (KDDI) 00-539-111
Japan (Softbank Telecom) 00-663-5111
Then at the English prompt dial 844-476-9146.

Netherlands

0800-022-9111
Then at the English prompt dial 844-476-9146.

Singapore

Singapore (StarHub) 800-001-0001
Singapore (SingTel) 800-011-1111
Then at the English prompt dial 844-476-9146.

Spain

900-99-0011
Then at the English prompt dial 844-476-9146.

United Arab Emirates

8000-021
United Arab Emirates(du) 8000-555-66
Then at the English prompt dial 844-476-9146.

United Kingdom

0-800-89-0011
Then at the English prompt dial 844-476-9146.