



Nextthink Partner Code of Conduct

Scope

This Code of Conduct defines the standards of business conduct and business practices Nextthink (or one or more of its subsidiaries) ("Nextthink") expects of its Partners when engaging with, or representing, Nextthink in marketing, remarketing, distributing or reselling Nextthink products or services ("Activities").

Purpose

The purpose of this policy is to promote honest and ethical conduct, encourage full and accurate disclosure in a timely manner and require of Partner absolute compliance with governmental laws, rules and regulations.

If applicable laws and regulations are more permissive than this Code of Conduct, you are expected to comply with this Code of Conduct. If applicable laws and regulations are more restrictive, you must comply with those legal requirements.

Compliance with this Code of Conduct is an important part of your relationship with Nextthink. The trust that our clients, investors, colleagues, and communities place in Nextthink and our business partners is a most valuable asset.

Partners must ensure that the Nextthink Code of Conduct is provided to its employees, agents and contractors who work with Nextthink personnel or who are involved in the Activities.

The industry and markets that we serve continue to undergo significant changes. As a result, these changes make business operations more complex and regularly present new regulatory, ethical, and legal challenges. Partners are expected to demonstrate the highest ethical principles in all Activities and avoid engaging in any activity that involves even the appearance of impropriety.

Nextthink may change this Code of Conduct at any time by posting a revised Code of Conduct on Nextthink's partner portal at <http://partner.nextthink.com> or by providing notice as otherwise provided in a written agreement between you and Nextthink.

Financial Integrity and Accounting

Accurate and reliable financial and business records are of critical importance for all enterprises. Partners must not engage in any actions that could result in conveying false or inaccurate financial information to Nextthink or our clients. Partners must ensure that all submissions made to Nextthink (for example, orders, sales reporting, rebates, and reimbursement requests) are complete and accurate.

Dealing with Government Clients

Partners must be aware of and comply with all laws, rules, regulations, including procurement regulations, and contract clauses that govern the acquisition of goods and services by government entities to which Partners directly or indirectly market or recommend products and/or services provided by Nextthink, including federal, state, local, and other government-owned entities, as well as entities subject to government procurement rules ("Government Clients"). Bear in mind that those activities that may be appropriate when dealing with nongovernmental customers may be improper and even illegal when dealing with Government Clients.

If a Partner violate any of these requirements or other applicable law, Nextthink may terminate the Partner



agreement. Because applicability of legal restrictions may depend on the provisions of Partners' contracts and subcontracts, and other circumstances of a transaction that may be known only by the Partners, it is Partners' responsibility to determine in each instance whether a potential fee or benefit is permitted, and whether such registration and/or disclosure is required.

Competing Fairly

Nextthink expects a Partner and its employees, agents and contractors to compete fairly and ethically for all business opportunities and not engage in any anti-competitive behavior.

Partner employees, agents or contractors involved in the sale of products and services provided by Nextthink must ensure that all statements, communications, and representations to customers are accurate, complete, and truthful.

Partner must not make or attempt to make any unauthorized commitments on behalf of Nextthink or customers, nor inappropriately implicate or involve Nextthink in its disputes with customers or others. Similarly, Partner should not defame or disparage Nextthink, other Nextthink business associates, competitors or clients.

Intellectual Property and Privacy

Partners are responsible for protecting both Nextthink's and the customer's intellectual property rights.

An important element of such protection is maintaining the confidentiality of Nextthink's and the client's confidential information and other proprietary information.

Partners must not reproduce copyrighted software, documentation, or other materials unless properly authorized to do so. Partners must observe applicable data privacy requirements. When Partners market directly to a customer, Partners must ensure the appropriate license and product terms are provided to the customer in a format sufficient to create an enforceable agreement under applicable law (for example, certain countries require contracting in hard copy format) before the sale to the customer is finalized.

Respect and Dignity

Partners are expected to provide Partner employees with a work environment free of coercion, discrimination, and harassment.

Anti-Slavery

Partners must comply with all applicable anti-slavery and human trafficking laws, statutes, regulations and codes (together as "Laws") from time to time in force and maintain throughout the term of this their relationship with Nextthink policies and procedures to ensure Partners' compliance with such Laws. Partners shall further require that each of its subcontractors and suppliers shall comply with the with all applicable Laws from time to time in force.

Social Media

Nextthink expects Partners to comply with applicable laws and government guidelines governing social media. Further, when using social media (for example, blogs, file-sharing, and social network), Partners must comply with this Code of Conduct, must not engage in any misleading or deceptive communication and must not disclose Nextthink's confidential information, except as provided under the Nextthink Partner Agreement (or an equivalent agreement regarding the exchange of confidential information).



Compliance

Any violation of this Code of Conduct by Partner will constitute a misconduct on part of the Partner and, depending on the seriousness of the misconduct, Nextthink may terminate its business relationship(s) with the Partner.

Reporting Violations

If a Partner become aware of any unlawful or unethical situation involving or related to the sale of products or services Nextthink provides, Partner must immediately notify Nextthink and communicate any information regarding the incident or situation. Nextthink expects Partners to assist with any investigations of incidents or situations reported to Nextthink.