

# Business Partner Code of Conduct

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# Expressing our Values in a Business Partner Code of Conduct.

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

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The Business Partner Code of Conduct integrates Nextthink’s values and expectations for its Business Partners.

Nextthink may change this Code at any time by posting a revised Code of Conduct on Nextthink’s Website or by providing notice as otherwise provided in a written agreement between you and Nextthink.

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 valued asset.

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

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

The industry and markets that we serve continue to undergo significant changes. As a result, these changes may make business operations more complex and regularly present new regulatory, ethical, and legal challenges. Business 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.

If a Business Partner becomes aware of any unlawful or unethical situation involving or related to the sale of products or services Nextthink provides, such Business Partner must immediately notify Nextthink (by way of its business contact or [legal@nextthink.com](mailto:legal@nextthink.com)) and communicate any information regarding the incident or situation. Nextthink expects Business Partners to assist with any investigations of incidents or situations reported to Nextthink.

# Business Partners Shall Comply with Labor Standards.

**Business Partners shall treat their employees with dignity and respect and in compliance with all applicable laws and regulations around labor rights.**

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## **Respect and Dignity**

Business Partners are expected to provide Business Partners employees with a work environment free of coercion, discrimination, and harassment. Business Partners are expected to implement disciplinary policies that would prevent any discrimination or harassment against their employees.

## **Anti-Slavery**

Business Partners must comply with all applicable anti-slavery and human trafficking laws, statutes, regulations and codes (together as “**Covered Laws**”) from time to time in force and related Nextthink policies and procedures. Business Partners shall further require that each of their subcontractors and suppliers shall comply with the with all applicable Covered Laws.

## **Health and Safety**

Business Partners shall implement policies and controls in order to prevent any employee exposure to safety hazards.

Business Partners shall provide clean and safe facilities to their employees, with reasonable personal space, in compliance with local laws and regulations.

## **Wages and Working Hours**

Business Partners shall comply with minimum wage laws and provide a fair compensation to its employees. Business Partners shall make payments of salaries in a timely manner. Business Partner’s employees shall be in full control of their earnings as required by applicable law.

Business Partners shall not have their employees working more than the maximum hours as provided by local laws and regulations. Business Partners’ employees shall be allowed at least one day off per week.

## **Diversity, Inclusion and Accessibility**

Business Partners are encouraged to put in place a safe workplace environment for all of their employees by implementing measures which will help them thrive in their work environment.

Business Partners should ideally:

- Have volunteering programs, make donations or have some kind of partnership or program towards community engagement.
- Make a visible effort on recruiting, employing, developing, and retaining workers from underrepresented populations and minorities.

To the extent permitted by local law and depending on factors determined by Nextthink from time to time, Nextthink may give preference to Business Partners with ownership from underrepresented populations and those who also employ minorities and diverse individuals.

# Business Partners Shall Do Business With Integrity.

**Nexthink expects its Business Partners to comply with the highest standards of the industry.**

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## **Financial Integrity and Accounting**

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

## **Dealing with Government Clients**

Business 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 Business Partners directly or indirectly market or recommend products and/or services provided by Nexthink, 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 Business Partner violates any of these requirements or other applicable law, Nexthink may terminate its relationship with such Business Partner. Because applicability of legal restrictions may depend on the provisions of Business Partners’ contracts and subcontracts, and other circumstances of a transaction that may be known only by them, it is Business 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**

Nexthink expects Business Partners and their employees, agents and contractors to compete fairly and ethically for all business opportunities and not engage in any anti-competitive behavior.

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

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

Our behavior represents the values of Nextthink and always exceeds the minimum thresholds set forth in policies and applicable law.

**Conflict of interest**

We expect Business Partners to avoid any personal, financial or other interests that might negatively impact their capability to perform the Activities or create the appearance of impropriety in their professional role and/or relationship with Nextthink and/or its customers.

Business Partners shall disclose situations that might give rise to actual or potential conflicts of interest. For example, Business Partners shall disclose personal or financial interests in customers, competitors or other third parties which might influence, or even impact the appearance of, the objectivity of the Activities.

**Environment**

Business Partners must meet all local environmental rules and regulations on the regions they operate.

Business Partners must proactively work towards the protection of the environment through visible practices and decisions in order to minimize the potential impact on the environment, prevent pollution, and ultimately adopting best practices through integrating the concept of “environment protection” in all their practices.

Business Partners should also ideally have a written environmental policy or management plan in this sense.

# Business Partners Shall Distribute Our Products in Professional and Ethical Manner.

**Business Partners distributing Nextthink's products must display the best behavior.**

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## **Representation of Nextthink**

Business Partner shall act professionally and appropriately at all times when representing Nextthink. Business Partners must not make any statements that they know are untrue or that they are not authorized to make on behalf of Nextthink.

Furthermore, Business Partners shall not sign or make any verbal commitments unless such agreement has been appropriately processed with Nextthink.

Nextthink continuously works to gain the trust and respect of our customers. Therefore, Nextthink expects the best behavior from Business Partners when they are representing Nextthink.

## **Nextthink Confidential Information**

Business Partners shall protect Nextthink's confidential information or commercial secrets to prevent any access of such to unauthorized or external persons.

Business Partners shall not misuse such information for personal gain or for unauthorized third-party advantage.

Information acquired within the scope of the Activities should always be used appropriately by Business Partners and to the extent permitted and commercially justified.

## **Intellectual Property**

Business Partners that are distributing Nextthink's products 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.

Business Partners must not reproduce copyrighted software, documentation, or other materials unless properly authorized to do so. Partners must observe applicable data privacy requirements. When Business Partners market directly to a customer, Business 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.

## **Social Media**

Nextthink expects Business 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), Business 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 Business Partners Agreement (or an equivalent agreement regarding the exchange of confidential information).