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**POLICY DOCUMENT**

**Code of Conduct**

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Responsible	Chief Human Resources Officer
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# CODE OF CONDUCT

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## 1. BACKGROUND AND PURPOSE

This Code of Conduct for Catena Media plc (the “Company”) and its wholly-owned subsidiaries (jointly referred to as the Catena Group) has been developed with the prominent ambition that the Catena Group is committed to responsibility and compliance throughout all aspects in our value chain. To ensure the Catena Group’s compliance with applicable laws and regulations and that the Group’s values and desired ways of conducting business are communicated and followed throughout the entire organization, the Group has developed several governing documents, including this Code of Conduct (or the “Code”). The purpose of this Code of Conduct is to help us put our core values of Team First, Lead by Example, Actively Engaged and Eager to Learn into action in everyday work situations and provide guidance for how we are expected to act as a company.

## 2. AUDIENCE

This Policy applies to all directors, employees (including interns, apprentices, trainees), independent contractors, Founders on earn-out and other similarly contracted workers (collectively known as “Relevant Persons”).

## 3. OUR VALUES

The Catena Group also supports and embraces the UN Global Compact’s ten principles as a set of ground rules that the Relevant Persons should respect.

- **Human Rights**

[Principle 1](#): Businesses should support and respect the protection of internationally proclaimed human rights; and

[Principle 2](#): make sure that they are not complicit in human rights abuses.

- **Labour**

[Principle 3](#): Businesses should uphold the freedom of association and the effective recognition of the right to collective bargaining;

[Principle 4](#): the elimination of all forms of forced and compulsory labour;

[Principle 5](#): the effective abolition of child labour; and

[Principle 6](#): the elimination of discrimination in respect of employment and occupation.

- **Environment**

[Principle 7](#): Businesses should support a precautionary approach to environmental challenges;

[Principle 8](#): undertake initiatives to promote greater environmental responsibility; and

[Principle 9](#): encourage the development and diffusion of environmentally friendly technologies.

- **Anti-Corruption**

[Principle 10](#): Businesses should work against corruption in all its forms, including extortion and bribery.

## 4. BUSINESS ETHICS AND INTEGRITY

### 4.1 FAIR COMPETITION

The Catena Group is committed to vigorous but fair competition that is based on the unique value of our products and services. Laws protecting competition, especially anti-trust law and other regulations regulating competition, shall be observed and complied with. In addition, we stress impartiality, fairness and proper due diligence in our day to day business operations. We expect our Relevant Persons and those acting on our behalf never to engage in any anti-competition activity.

### 4.2 CONFIDENTIAL INFORMATION

Confidentiality is maintained by the Catena Group and its Relevant Persons with regard to customer information and commercial secrets of our business partners. It is important that all Relevant Persons handles, stores and disposes of confidential information securely, and in line with the rules set out in the Company's Information Security Policy. This includes physical and digital assets.

The obligation to observe secrecy continues to apply after the end of employment for all Relevant Persons in line with applicable local legislation.

### 4.3 COMPANY ASSETS

The Catena Group expects its Relevant Persons to be loyal and to be responsible for the protection of the Company's assets from loss, damage, misuse and destruction.

The Company's assets shall include, amongst others: work laptops or phones, access cards, IT systems and infrastructure, email and work facilities, information.

Limited private use is permitted for email facilities, work laptops or phones; however, excessive or inappropriate use is prohibited. Other Company assets shall not be used for personal purposes or in support of activities outside of the Catena Group.

All Company assets must be used in line with the rules set out in the Company's Information Security Policy.

### 4.4 INTERNET ACCESS

All use of the Company's Internet access must be ethical and responsible and must respect the principles set out in the Information and Security Policy. At Catena Group we apply the same high ethical standards to IT enabled communication that we apply to other kinds of interactions between people.

The following guiding principle should be considered when accessing the Internet :

- Protect your colleagues, customers or others you have contact with. Never disclose any information relating to business operations or work activity. Do not post information, photographs, videos or comments about work colleagues unless given express permission to do so by the individual concerned. Such content must also be

removed if so requested by a colleague.

- Be mindful. Think about the impact of information and content you post.
- Never attack or abuse. Attacking, abusing or posting offensive or derogatory comments about colleagues, customers or others is not tolerated by the Catena Group.
- Respect the Company. Never act in a way that may bring the company into disrepute, damage our reputation or cause indirect financial harm.
- Act professionally. Opinions on industry practice, legislation, regulation, procedural changes and political views must not be attributable to the business or an individual employed by the business unless authorized and vetted to ensure consistency and accuracy.

#### **4.5 CONFLICT OF INTEREST AND INDEPENDENCE**

By being transparent in our relationships the Catena Group always strive to avoid conflicts of interest with its customers, suppliers and business partners, both as individuals and as a company. We expect our Relevant Persons not to engage in transactions or critical business decisions where a Relevant Persons member or a closely related person has a direct or indirect personal interest.

#### **4.6 INSIDER INFORMATION AND INSIDER TRADING**

All Relevant Persons of the Catena Group and the Board of Directors of the Company shall comply with all applicable securities laws, including insider trading and stock tipping rules and regulations.

In addition, all Relevant Persons of the Catena Group and the Board of Directors of the Company shall comply with the Company's Insider Trading and Own and related persons trading policies.

No Relevant Persons or Director may disclose insider information (internally or externally) or use insider information to trade or influence the trading of securities of the Company. Insider information is non-public information that might have an influence on the Company's share price on the stock market. For more information please refer to the Company Insider Policy.

#### **4.7 GIFTS AND ENTERTAINMENT**

Relevant Persons nor anyone acting on our behalf may promote, ask, offer, give or accept, directly or indirectly, gifts, entertainment, gratuities, special allowances or other benefits for personal gain which could influence a decision of the recipient or is seen as unreasonable in the context. When representing the Catena Group local laws and regulations apply for representation, gifts as well as general expenses made in a business context.

However, the Catena Group also recognizes and accepts that occasional offers/acceptance of modest and in the business context reasonable gifts/hospitality can make a valuable contribution to our business relationships. We appreciate that practice varies between countries and regions and what may be normal and acceptable in one region may not be in another. The test to be applied is whether in all the circumstances the gift, hospitality or payment is reasonable and justifiable. The intention behind it should always be considered.

The rules of the Company's Anti-Corruption and Bribery Policy should also be respected.

## **4.8 FRAUD, CORRUPTION AND MONEY LAUNDERING**

The Catena Group is strongly committed to business ethics and working against various forms of fraudulent behaviour. We expect our Relevant Persons or those acting on our behalf to avoid any behaviour that are unlawful or seen as unethical and/or inappropriate. Such behaviour can involve, but is not limited to, fraud, extortion, bribery, corruption, facilitation payments, kickbacks and money laundering activities. No such or similar illegal activity is tolerated in action nor as negligence.

The Catena Group always complies with the applicable laws, standards and other legal provisions governing ethical business conduct of the countries in which it operates. We are aware of the continuous development of laws and regulations and social standards and adopt those that are relevant to our business. In the longer term, we are convinced that high business ethics will lead to both higher shareholder value and a superior partnership structure, and will facilitate the recruitment of the best Relevant Persons.

## **5. WORKING CONDITIONS**

### **5.1 EQUALITY, DIVERSITY & INCLUSION**

The Catena Group believes in equal opportunities for employment, training, and career advancement. The fundamental principle is equal pay for equal work, regardless of gender. We strive for an equal distribution of men and women throughout the organization. The Catena Group is an equal opportunity employer, committed to providing a safe and respectful work environment, where everyone is treated with respect and dignity. For more information about how we provide an inclusive and respectful work environment please refer to the Company's Human Resources Policy.

### **5.2 ANTI-DISCRIMINATION**

The Catena Group provide equal opportunities irrespective of sex, sexual orientation, ethnicity, religion, disability or age. This applies to all Relevant Persons, Directors, applicants for employment, suppliers, customers and members of the public with whom we come into contact. We value diversity. Relevant Persons from varied backgrounds enrich the Catena Groups culture and support our commercial success. We will not tolerate discrimination or sexual, physical or psychological harassment or victimization (including bullying) of our Relevant Persons. For more information on how we value and respect diversity please refer to the Equal Opportunities and Dignity at Work Policy.

### **5.3 HUMAN RIGHTS**

The Catena Group supports and respects the protection of internationally proclaimed human rights, and makes sure that company activities are not complicit in human rights abuses. We ensure to follow applicable legal requirements relating to human rights and identify, prevent and address actual, or potential, human rights impacts.

### **5.4 WORK ENVIRONMENT, HEALTH AND SAFETY**

The Catena Group is strongly committed to the provision of the highest standards of health and safety for all Relevant Persons, as they are its most valuable asset. This commitment means providing

a safe working environment, by controlling and eliminating hazards and concerns to maintain good physical and mental health amongst its Relevant Persons.

## **5.5 COMPENSATION AND SALARY**

The Catena Group attracts, retains and motivates Relevant Persons through the use of correct and fair compensation and benefits. We apply national based compensation determination in accordance with our commitments to equality, diversity and inclusion, and in compliance with labour laws and collective agreements. For more information regarding compensation and benefits please refer to the Company's HR Policy.

## **5.6 FREEDOM OF ASSOCIATION**

The Catena Group employees are entitled to form or join a trade union, where relevant, and we respect the rights of our employees and their trade unions to negotiate collective agreements.

## **5.7 PRIVACY AND PERSONAL DATA**

The Company takes data protection seriously and every individual within the Catena Group is responsible for protecting personal data about each other as well as that of our customers, business partners and suppliers.

It is important for the Company that you feel comfortable with how we handle your personal data. We protect your personal data. That is why we are open about how we collect, process and share the personal data we store.

We process personal data in line with the principles set out in the Company's Data Protection Policy and the Employee/Freelancer/Consultant Privacy Notices, as applicable from time to time.

# **6. CORPORATE SOCIAL RESPONSIBILITY**

The Catena Group believes in assuming responsibility by contributing to the well-being and development of those around us, always flying the flag for equality, diversity and a clean environment. It is an active commitment to ethics, values and compassion – giving back, not only to our shareholders and employees, but to the world and the community in which we operate and thrive.

## **6.1 Environment**

Although the Catena Group solely pursues online operations and thus has relatively limited environmental impact compared with a company that operates in a physical market, we take environmental issues seriously and focus on environmental work within a number of areas. Our goal is to continuously reduce the overall environmental impact and to assume far-reaching and long-term environmental responsibility through pro-active environmental work and concrete objectives. The areas on which the Catena Group is focusing are: to minimize the frequency of travel and to continue to develop digital resources such as videoconferencing facilities. With the aim of reducing energy consumption, we are investing in new energy efficient workstations and servers. All waste is to be actively sorted at all our offices.

## 6.2 SOCIETY CONTRIBUTION

Wherever the Catena Group does business we will actively promote and engage in social contribution activities that help strengthen communities and contribute to the enrichment of society. We will support and encourage our Relevant Persons to volunteer their time. Volunteering inspires Relevant Persons, helping them gain new perspectives, develop leadership and other skills, and work better as a team. Our plan is to align the Catena Group with a charitable program where we can provide our knowledge, skills and assist with donations.

## 7. WHISTLEBLOWING / REPORTING NON-COMPLIANCE

All Relevant Persons who suspect a potential breach of this Code of Conduct or any regulations or ethical matters shall report the matter through the Company's Whistleblowing tool. The Whistleblowing tool can be accessed on the company intranet site.

All communications will be investigated as appropriate and operated with due regard for privacy of the individual and in line with the principles outlined in the Company's Data Protection Policy and kept confidential, unless such communications must be made available to a law or enforcement agency or other public authority based on a legal obligation or to establish or defend the Company's or an individual's rights. For more information, please check the Company's Whistleblowing Procedure.

No Relevant Persons acting in good faith will be subject to disciplinary measures for providing information regarding suspected violations of law or company policy.

## 8. ROLES AND RESPONSIBILITIES

All Relevant Persons are individually responsible for ensuring their adherence to this Policy.

The Chief Human Resources Officer is responsible for reviewing and updating this Policy,

The CEO is the overall owner of this Policy.

## 9. REVIEWS AND UPDATES

The Code Of Conduct Policy shall be reviewed, updated and adopted when deemed necessary or appropriate, however, no less than annually.

The Code Of Conduct Policy shall be reviewed and updated by the Chief Human Resources Officer and adopted by the Board of Directors.

## 10. REFERENCES TO ASSOCIATED DOCUMENTS

- Information Security Policy
- Insider Policy



- Own and Related Persons Trading Policy
- Data Protection Policy
- Equal Opportunities and Dignity at Work Policy
- Anti-Corruption and Bribery Policy
- Employee/Freelance/Consultant Privacy Notices