

Rockstart

# Code of Conduct

Main Policy Draft v1

2021

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# 1. Introduction

- 1.1. This Code of Conduct (the “**Code**”) applies to the employees of Rockstart Enterprises B.V., its subsidiaries and affiliates (jointly referred to as: “**Rockstart**”), and which shall include all employees of Rockstart including the members of the management and supervisory board of Rockstart, staff which are insourced by Rockstart from other group companies or third parties and working under the responsibility of Rockstart, and other individuals working under the responsibility of Rockstart such as mentors (jointly referred to as the “**Employees**”). Joint venture companies, not under Rockstart’s control, are encouraged by Rockstart to apply similar guidelines, rules and standards.
- 1.2. The Employees are required to comply with this Code. Should the Employee have any questions or doubts about this Code, he should always revert to the compliance officer first before acting or omitting or neglecting to act.
- 1.3. This Code shall be enforced at a group level by Rockstart.
- 1.4. In this Code, words and expressions importing the singular shall, where the context permits or requires, include the plural and vice versa, and words and expressions importing the masculine shall, where the context permits or requires, include the feminine and neuter and vice versa.
- 1.5. This policy will be evaluated by Rockstart on an annual basis. Where relevant, this Code will be updated to ensure compliance with applicable laws and regulations. This Code will be applicable from **1 October 2021**.
- 1.6. This Code does not cover all corporate rules, but instead lays out general principles by which all Employees should measure their conduct. There are many corporate policies and legal requirements that apply to specific matters, which are available on Rockstart’s internal dashboard.

## 2. Purpose of the Code

- 2.1. This Code enables Rockstart to promote a culture of ethics, based on compliance and leadership by example. It is to ensure that Employees adhere to Rockstart's core values and ensure that Employees act with honesty and integrity at all times.
- 2.2. This Code also confirms Rockstart's commitment to promote the following international standards:
  - UN Global Compact;
  - UN Guiding Principles on Business and Human Rights;
  - OECD Guidelines for Multinational Enterprises; and
  - ILO's conventions on fundamental principles and rights at work (together the Minimum Safeguards).

## 3. Observance of Code of Conduct policy

### 3.1. Compliance and Sanctions

- 3.1.1. Rockstart values its reputation, which can be influenced by negative factors caused by Employees not acting according to the culture of ethics at Rockstart. Therefore, it is evident that Rockstart can be judged by its actions. As this Code of Conduct makes clear, this depends upon the conduct of every individual in the Rockstart group of companies.
- 3.1.2. All Employees must be familiar with the provisions of this Code of Conduct and apply them consistently and rigorously in business activities each day. It is important to prevent scenarios in which the conduct of a few, whether through misplaced zeal or short-term expediency, damages the reputation of Rockstart as a whole.
- 3.1.3. The Code identifies specific topics where a violation of the Code is likely to have serious consequences, such as disciplinary action, including (instant) dismissal, termination of the Employee's and third party's relationship with Rockstart, notwithstanding any further civil or criminal action that may be taken. In the most serious cases, violations can result in government fines and imprisonment.

### 3.2. Whistleblower's policy

- 3.2.1. Employees are required to report any (potential, actual or perceived) breach of this Code in terms of Rockstart's Whistleblower's policy, which provides a safe and anonymous (if required) reporting method. If the complaint is made honestly and in good faith, there will be no repercussions and the whistleblower will receive protection from retaliation.

## 4. Workplace Conduct

### 4.1. Human Rights, diversity and inclusion

- 4.1.1. At Rockstart, Employees always treat each other with dignity and respect. Rockstart values the diversity of Rockstart's workforce and strives to ensure an inclusive environment.
- 4.1.2. Rockstart is an equal opportunities employer and will abide by the laws of the countries where we operate. Therefore decisions related to hiring, evaluation, promotion, training, development, discipline, compensation and termination are based on qualifications, merit, performance and business considerations only. Employees also have a responsibility to respect the rights of others and to ensure that equal opportunity is provided across all Rockstart companies.
- 4.1.3. Rockstart pursues a fair and competitive remuneration policy with due recognition for performance.
- 4.1.4. Rockstart does not use forced labour or child labour, or demands that Employees work excessive hours. Employee wages should comply with all applicable wage laws, including those relating to minimum wages and overtime hours. Rockstart employees have the right of free association.
- 4.1.5. Rockstart respects the customs of the local communities in which it operates and monitors its supply chain for human rights risk, including human trafficking.
- 4.1.6. Relationships with Employees in all parts of Rockstart are based upon respect for the individual. Rockstart seeks to attract, develop, reward and retain competent individuals and aims to provide all Employees with safe and healthy work conditions.

### 4.2. Workplace Behavior

- 4.2.1. All Rockstart Employees are required to perform their work professionally and not engage in conduct which may threaten Rockstart's business or reputation.
- 4.2.2. Employees are to act professionally and with integrity at all times.

- 4.2.3. Employees shall adhere to the Employee Handbook, setting out workplace behaviour standards on the internal dashboard.

## **4.3. Discrimination**

- 4.3.1. Rockstart does not tolerate discrimination, and expects from its Employees that they do not discriminate according to race, age, gender, color, sexual orientation, religion, marital status, disability or ethnic origin or nationality.
- 4.3.2. Rockstart encourages Employees to understand the value of diversity and expects Employees to treat each other fairly.
- 4.3.3. All acts of discrimination at Rockstart must be reported to the compliance officer or HR team.

## **4.4. Harassment**

- 4.4.1. Rockstart does not tolerate any form of misconduct, hostility, or harassment, including sexual harassment (physically, verbally or in writing). Harassment is behavior that demeans, humiliates, intimidates or embarrasses another person. Harassment is how others perceive an action, not intent.
- 4.4.2. Rockstart does not tolerate distribution of offensive or derogatory material, including pictures.
- 4.4.3. Treat others with respect and avoid situations that may be perceived as inappropriate. Rockstart encourages Employees to challenge someone if their behaviour is hostile, intimidating or humiliating.
- 4.4.4. All acts of harassment at Rockstart must be reported to the compliance officer or HR team.

## **4.5. Protection of Company Assets and Resources**

- 4.5.1. All Employees have a responsibility to safeguard property and other assets owned or leased directly or indirectly by Rockstart. This includes Rockstart's properties, assets, financial data, trade secrets, trademarks, databases, business manuals and other intellectual property. Rockstart's assets and resources as well as corporate

opportunities are to be used solely to pursue and achieve Rockstart's goals and not for personal benefit.

## **4.6. Computer, Internet and Social Media Use**

- 4.6.1. Rockstart encourages the proper use of its computer systems, including network, hardware, software and communications services for legitimate business and professional activities. A limited use of Rockstart's IT and communication facilities for personal use is currently generally acceptable but could be reviewed.
- 4.6.2. Improper use of these facilities could be illegal and could damage Rockstart. Rockstart may report illegal use to the proper authorities.
- 4.6.3. Rockstart supports the use of LinkedIn for professional use, as an Employee's Rockstart resume and business card. However, social media other than LinkedIn (e.g. Facebook, Instagram, Twitter and YouTube) are considered private personal social media. Significant personal use of social media in company time or use that could discredit Rockstart, is not permitted.
- 4.6.4. Employees are not permitted to upload, download, send or view pornography or other indecent or objectionable material or material that is illegal or which could cause offence, anxiety or annoyance to other people. Follow the Rockstart 's Employee Handbook regarding social media and the use of internet and e-mail: do not upload, download, send or view pornography or other indecent or objectionable material or material that is illegal or which could cause offence, anxiety, inconvenience or annoyance with other people.
- 4.6.5. Should the Employee have any questions or doubts, he should consult the Employee Handbook on Rockstart's internal dashboard first before acting or omitting or neglecting to act. Should the Employee still be uncertain, he should always revert to the compliance officer or HR team.
- 4.6.6. While seeking to respect Employee privacy, Rockstart reserves the right to log and monitor use of Rockstart's property (such as company computers, e-mail, tools), whether for personal or business use, to the extent permitted by and in accordance with applicable laws.

# 5. Business Conduct

## 5.1. Conflicts of Interest

- 5.1.1. A conflict of interest occurs when personal relationships, participation in external activities or interest in another venture influence, or could be perceived to influence, an Employee's decision. Employees should avoid any real, perceived or potential conflict of interest.
- 5.1.2. Employees must always act honestly, impartially, professionally and transparently with third parties and in the best interests of Rockstart and must avoid any situation (and possibly withdraw from decision making in such a situation) where their personal interests conflict with, or could be perceived by others to conflict with, their obligations towards Rockstart.
- 5.1.3. Employees must inform the compliance officer or the legal team of any business or financial interest (including all relevant facts) that could be seen as conflicting with, or that could constitute or (possibly) conflict with, the performance of their duties.
- 5.1.4. Employees shall further adhere to the conflicts of interest rules in Rockstart's compliance policy.

## 5.2. Bribery and corruption

- 5.2.1. Rockstart does not tolerate any form of bribery or corruption. Employees must not accept or offer bribes, or accept or offer inappropriate gifts or hospitality and should immediately reject any direct or indirect demand or offer for such a bribe.
- 5.2.2. Bribery is offering, giving, asking for or receiving anything with the intent of getting the recipient to do something improper, receive a favour in return (or favourable treatment), to influence a business outcome (not alone in respect of public officials), to gain any business advantage or for the Employee's own advantage. Employees should not present issues other than they are in reality in order to compromise others or for personal financial gain. Fraud is also a form of corruption. Fraud is a form of deception where in reality things are not what they appear to be.

- 5.2.3. Employees should not violate or knowingly permit anyone to violate this prohibition on bribery, or any applicable anti-corruption laws in performing their work for Rockstart.
- 5.2.4. Employees shall Inform the compliance officer if you suspect or know of any incidents involving bribery, corruption or fraud, whether internal or external committed by another Employee or by a third party.
- 5.2.5. Rockstart follows anti-bribery and corruption laws of the countries Rockstart is operating in and where legislation in one country (for example the UK) covers obligations in other countries.

### **5.3. Corporate Entertainment and Gifts**

- 5.3.1. While it is recognized that limited corporate hospitality is given and received as part of building normal business relationships, this should be kept to appropriate levels and not be used to influence business decisions. Employees should never let gifts and/or hospitality influence their business decisions and should not place themselves or Rockstart under any obligation.
- 5.3.2. Corporate entertainment and gifts shall be declared, rejected and/or received in terms of Rockstart's compliance policy.

### **5.4. Relationships at the workplace**

- 5.4.1. Rockstart does not tolerate employment of family members in situations where one family member has direct influence over the other's conditions of employment (i.e., salary, hours worked, shifts, etc.). For the purpose of this Code, family members are defined as spouse, domestic partner, daughter, son, parent, grandparent, grandchild, sister, brother, mother-in-law or father-in-law.
- 5.4.2. Rockstart encourages Employees to socialize and develop professional relationships in the workplace provided that these relationships do not interfere with the work performance of either individual or with the effective functioning of the workplace. Employees who engage in personal relationships (including romantic and sexual relationships), should be aware of their professional responsibilities and will be responsible for assuring that the relationship does not raise concerns about favoritism, bias, ethics and conflict of interest or make coworkers uncomfortable to the point their performance is affected.

- 5.4.3. Romantic or sexual relationships between Employees where one individual has influence or control over the other's conditions of employment are inappropriate. These relationships, even if consensual, may ultimately result in conflict or difficulties in the workplace. If such a relationship currently exists or develops, it must be disclosed to the HR team and the compliance officer as soon as the relationship develops.
- 5.4.4. Rockstart discourages relationships (of a romantic or sexual nature) between a Rockstart Employee and a founder, or otherwise employee of a startup in Rockstart's portfolio. This could lead to a conflict of interest and should be avoided. If such a relationship currently exists or develops, it must be disclosed to the HR team and the compliance officer as soon as the relationship develops.
- 5.4.5. Should the Employee have any questions or doubts, he should consult the Employee Handbook on Rockstart's internal dashboard first before acting or omitting or neglecting to act. Should the Employee still be uncertain, he should always revert to the compliance officer or HR team.

## **5.5. Integrity of Books and Records**

- 5.5.1. Rockstart is committed to striving for accuracy, completeness, transparency and fairness in all its records and reports. Employees have the responsibility to maintain in a timely manner complete and accurate (financial and/or accounting) records and reports of any transactions pertaining to Rockstart.
- 5.5.2. Employees must manage their records in such a way that relevant information is adequately accessible and retrievable.
- 5.5.3. All transactions must be authorized and carried out in accordance with the instructions of management and internal approval policies.
- 5.5.4. No unrecorded funds or assets should be established or maintained.
- 5.5.5. Reports, documents, or statements submitted to governments or their agencies or communicated publicly must be accurate, complete, understandable and timely.
- 5.5.6. Employees shall ensure that they adhere to Rockstart policies which set out record keeping obligations.

## **5.6. Health, Safety And The Environment**

- 5.6.1. It is Rockstart's policy to respect and protect the environment, human health and safety. Rockstart will conduct operations in a responsible manner which does not create avoidable risks to human health, safety or the environment and which fully complies with all applicable health and safety laws. Employees should report any condition believed to be unsafe or hazardous to the environment. Every Rockstart company must comply with all applicable health and safety laws and regulations and all environmental protection laws and regulations.

## **5.7. Sanctions**

- 5.7.1. It is Rockstart's policy, as a global enterprise, to conduct its affairs in accordance with all applicable laws and regulations dealing with the promotion of the non-proliferation of weapons of mass destruction, the prevention of terrorist acts, the prevention of money laundering and the protection of human rights.
- 5.7.2. Rockstart respects and adheres to relevant Sanction laws, including international sanctions (by e.g. the United Nations). Rockstart must not authorize, approve, knowingly enter into, or help any customer enter into any transaction to provide or receive funds or services from any individual, company or countries subject to national, regional or international sanctions.
- 5.7.3. If an Employee suspects, or has any reason to believe, that internal or external activities or a transaction (of a customer, or anyone acting on behalf of a customer) could result in violations of sanctions laws, immediately consult the compliance officer or legal team.

## **5.8. Political Contributions**

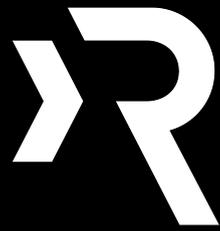
- 5.8.1. No Rockstart funds or resources are to be used to make political contributions or payments to political candidates or causes.

## 5.9. Business Partners

- 5.9.1. Rockstart will not knowingly do business with parties who violate applicable laws and regulations, including local, environmental and employment laws, as well as internal guidelines.

## 5.10. Data Privacy and Protection

- 5.10.1. Personal data processing is regulated under applicable laws and regulations including the EU General Data Protection Regulation (“**GDPR**”) and Rockstart’s company principles on processing personal data is set out under Rockstart’s GDPR Policy (“**GDPR Policy**”).
- 5.10.2. Rockstart respects the privacy of its Employees, customers, suppliers and other persons involved. This means that Rockstart deals with personal data carefully and administers personal data professionally and honestly.
- 5.10.3. Personal data is any information that makes identifying a natural person possible (e.g. name, e-mail address, phone number, photo, identification number) and processing personal data can be any operation performed on personal data, including but not limited to collection, alteration, use, storage, erasure of the data. Rockstart recognises that more stringent protection may be required when dealing with personal data that includes reference to race or ethnic background, health information, sexual orientation, criminal offences or membership of a trade union.
- 5.10.4. Rockstart will process personal data only for specific, well-defined, legitimate and justified purposes and before doing so it will ensure that those concerned are fully informed about the processing of personal data and have given their consent when this is required.
- 5.10.5. The data must be accurate and relevant for the purposes for which it is collected and properly protected against improper or spurious use. When personal data has to be transferred to third parties, Rockstart must ensure that it has consent to share the personal data with the third party and that the third party will deal with the personal data in terms of GDPR. Rockstart recognises that there is risk of harm to persons whose personal data is being shared if these requirements are not met. Rockstart could then be liable for fines and damage to its reputation.
- 5.10.6. All Employees must ensure that processing of personal data is compliant with applicable laws and regulations including GDPR, and in terms of the GDPR Policy.



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