



# Code of Legal and Ethical business standards compliance program



# Introduction

MSX International and its subsidiaries and affiliates (“MSX”) is a leading technology enabled business process outsourcing company that provides technology-based services to enterprises in more than 80 countries. Our history and future of success are founded on our people, their ability and conduct.

Our Code of Legal and Ethical Business Standards Compliance Program (“Code”) provides us with concrete guidance for the behaviors expected of us, and it explains the standards and responsibilities we have ethically and legally. We do not differentiate between employees, suppliers, customers or other third parties when expecting and applying our Code. It is our strong belief that in our business, where people are the strongest resources, compliance with this Code is key to our success.

All our directors, officers and employees, regardless of their position, location or level of seniority, are responsible:

- » To comply with our Code, policies and all applicable laws and regulations.
- » To ensure their awareness and understanding of this Code, and all policies, procedures and laws applicable to their work
- » To ask questions when needed to provide clarity or guidance.
- » To speak up when knowing of or suspecting violations of this Code or any other company policies.

No single document can cover all of the situations that we may encounter in our work. It is critical to use common sense and good judgment, in conjunction with this Code, to best uphold our responsibilities to MSX and ask for help. MSX has the sole responsibility of interpreting this Code, controlling its implementation, and reviewing it from time to time in order to make any required corrections, updates or amendments. For more detailed information and guidance, please refer to your local policies and procedures written to comply with the applicable law. You may also contact your supervisor or local HR representative to address any questions you may have.





# Our commitment to people

## Respecting Human Rights

MSX respects all internationally proclaimed human rights, including the International Bill of Human Rights and the International Labor Organization's Declaration on Fundamental Principles and Rights at Work, which address freedom of association and collective bargaining, forced labor, child labor, and non-discrimination.

We uphold individual human rights as part of our commitment to our global community and to each other, and we recognize the dignity of all human beings and their right to live their lives free from social, political or economic discrimination or abuse. We do not knowingly engage with suppliers or other third parties that violate labor or human rights laws.

## Protecting Personal Data

MSX respects and upholds each individual's right to privacy as it pertains to "personally identifiable data" which is any data that identifies or could be used to identify, contact or locate the person to whom the data relates. Anyone providing MSX with personally identifiable data relies on the company to handle it with the appropriate care and confidentiality, trusting MSX to shield the privacy of our employees, suppliers, customers or other third parties. When we collect, access, use or disclose personally identifiable data, we must do so ethically and in accordance with all applicable legal requirements, including local privacy and data protection laws.

If your job responsibilities include handling personally identifiable data, such as home addresses, payroll information and/or employment records, you must take the necessary actions to protect it. Your collection, use and disclosure of such information must comply with all applicable MSX policies and data privacy and protection laws. Personally identifiable data is not to be shared with anyone, including both external and internal parties, unless the recipient has a business need to know and you have the authority to share the information.

## Preventing Discrimination and Harassment

MSX respects each individual's right to be treated with dignity and in a fair manner. We will not accept any behavior that is any way unlawfully discriminatory toward others, or any behavior that can be perceived as unlawful harassment. We respect the local law and any employee violating the respective laws in his/her country may be sanctioned.

Our decisions in our employment practices such as hiring, evaluating, transferring, compensating and promoting employees are based on qualification and skillset, and not on race, color, gender, sexual

orientation, marital status, religion, political opinion, nationality, ethnic background, social origin, social status, disability, age, or union membership, or any other characteristic protected by local law, as applicable. Every employee has the responsibility to report to their supervisor and HR representative any incidents they become aware of where discriminating and/or harassing behavior may be the case. Each incident will be investigated in a timely manner, and MSX will address any unlawful or inappropriate conduct uncovered in the investigation. MSX does not tolerate any retaliation against anyone reporting such circumstance in good faith, and any acts of retaliation should be reported to your supervisor and HR representative.

## **Recognizing the Value of Diversity**

As a global company represented in over 80 countries, MSX recognizes the value of diversity. We believe diversity in background, thought and experience is part of our longstanding success and will continue to help us achieve our ambitions.

## **Providing a Safe Environment**

At MSX we feel strongly about providing a safe work environment, and for that we rely on all of our employees' support. We expect everyone to avoid any action that would put one or more individuals at risk. This includes following safety protocol at the work site, whether it is at MSX offices or customer site, as well as following all rules and regulations established for the purpose of safety.

We believe that the consumption or distribution of drugs or alcohol are factors that can jeopardize the safety of our employees and anyone working with or for MSX, and therefore prohibit such action in the workplace during working hours and company events, except where authorized. Any employee recognizing he/she may have a substance abuse issue is encouraged to seek help through their local HR representative. To the degree allowable under the law and possible from the business perspective, MSX will provide support in addressing the issue.

MSX prohibits the possession and use of firearms or any other weapons that could be used to harm other people on company premises and when conducting company business, in accordance with the local law. MSX will not tolerate any behavior that is violent or aims to harm another person in any way.

## **Communicating with One Voice**

It is crucial for us to communicate effectively in corporate messaging. Contradictions and inconsistencies confuse the public and present a distorted picture of MSX and its goals. No employee, unless authorized by the Head of Marketing and PR Communications, may provide or discuss, on behalf of MSX, information concerning the company with representatives of the media. If a media representative asks you for a statement by MSX, you must make no comment and refer the matter to the Head of Marketing and PR Communications of MSX.

## **Reporting Concerns**

MSX believes open communication is necessary to establish trust. We encourage all employees to come forward with any concerns they may have as it relates to the Company, its people and the work environment. As a general rule, we expect you to talk to your Supervisor first, who in turn is expected to provide you with the support, guidance or whatever the appropriate reply may be. Should you feel uncomfortable to speak to your Supervisor, please contact your local HR representative.

The concepts of honesty and fairness apply in this context. Before reporting a concern, please make sure you are certain that your report is done in good faith.

## **Social Dialogue**

The success of MSX is heavily reliant on the achievements and satisfaction of its employees. Therefore, MSX endeavors to cultivate a workplace culture that encourages its leaders and empowers all staff to thrive, contribute, and develop.

This ethos is founded on the fundamental values of mutual respect and open communication. This policy is a testament to MSX's commitment to promoting democratic engagement and consensus among the major players in the workforce, providing a structure for the establishment of enduring group relations, which include all forms of dialogue, consultation, and information exchange between or among government, employer, and worker representatives on topics of common concern. MSX shall always abide by all applicable local laws and current collective bargaining agreements, upholding the corporate values.

# Our commitment to our business partners and shareholders

## Avoiding Conflicts of Interest

While MSX respects the personal lives of its employees, including the right to manage their personal affairs and investments, we believe we have a responsibility to avoid any situation that could present or be perceived as a conflict between personal and company financial interests. If your responsibilities include dealing with customers, competitors or suppliers, the company's financial interest has to take precedence over your own. Even the appearance of a conflict of interest leading a third party to interpret that you are not acting on MSX's behalf, needs to be avoided.

If you are not sure whether any of your actions might represent a conflict of interest – or might be perceived as such – you are expected to disclose such action in writing to your management.

A conflict of interest exists when an employee's personal or family financial activities or financial affairs might adversely influence the judgment or loyalty required for the performance of the employee's duties to MSX.

The following will serve as a guide to the types of activities that might cause conflicts or the appearance of a conflict (whether engaged in directly or indirectly through an organization with which the employee or agent is associated):

- » Ownership, either directly or through an intermediary, by an employee or any close relative (e.g., spouse, children, parents, brothers, sisters, and in-laws) of a significant financial interest in any outside business organization that does business with, or is a competitor of, MSX except where such interest consists of ownership of listed securities of a publicly-owned corporation.
- » Performance by an employee (other than on behalf of MSX) of services of any nature for an outside business organization that does business with, or is a competitor of, MSX, or any employment or substantive business activities on behalf of an outside business organization while employed by MSX.
- » Acceptance by an employee or any close relative of gifts of more than token value, loans (other than from established financial institutions on terms and in amounts which would be available to the employee or agent from other financial institutions), excessive entertainment, or substantial favors from any outside business organization that does or is seeking to do business with, or is a competitor of, MSX. An employee of MSX should not provide gifts, entertainment, or anything else of value to representatives of any outside business organization in violation of that organization's policies.
- » Actions on behalf of MSX by an employee in any transaction in which the employee, agent, or close relative has a personal interest.
- » Competition with MSX by an employee or agent, directly or indirectly, in the purchase or sale of property, service, property rights, or interest.
- » Obtaining or attempting to obtain any financial or other personal benefit from or arising out of a transaction to which MSX is a party or as a condition to a supplier's or customer's ability to do business with MSX.

## **Complying with Laws, Rules and Regulations**

MSX will comply with all laws and regulations applicable to its worldwide business locations. Violations of such laws have serious consequences both for the company and the employees involved. Therefore, all employees are held responsible to be aware of the relevant laws and regulations. In case of conflict between local laws and U.S. laws and regulations, you should contact your local human resources manager for assistance.

## **Competing Fairly**

MSX competes vigorously and creatively in our business activities, but our efforts are conducted in a fair and ethical manner in strict compliance with applicable competition and trade practice laws and regulations. MSX complies with U.S. antitrust laws, as well as the antitrust laws of the countries in which it does business. Antitrust laws seek to promote unrestrained competition. Violations of these laws can subject MSX to substantial fines and criminal and other sanctions. Employees who authorize or engage in actions in violation of such laws may also be personally subject to substantial fines and to imprisonment.

Competition laws prohibit certain illegal activities, which may result in criminal prosecution and/or civil liability and damages. For instance, you must avoid entering into any agreements or understandings, whether oral or in writing, particularly with competitors, that would have any detrimental effect on competition.

It is legitimate to gather commercial business intelligence concerning competitor's activities from customers and public sources. Exchanging sensitive information directly with a competitor may raise serious legal issues, however. If you are uncertain as to whether an exchange of information or any dealings with competitors raises concerns, contact MSX's Corporate Counsel.

## **Promoting the Environment, Health and Safety**

Federal and state laws strictly regulate the handling and disposal of hazardous chemicals and substances and workplace safety. MSX has a staff of qualified technical personnel who are assigned the responsibility of coordinating with operations to assure compliance with all such laws. Violations of such laws or the failure to report circumstances posing substantial threats to human health, the environment or workplace safety are serious matters which can have criminal ramifications and are contrary to the policy of MSX.

## **Forbidding Insider Trading**

You may, from time to time, in your capacity as a MSX employee or agent, come into possession of material, non-public information concerning MSX or another company which is publicly traded or has Securities and Exchange Commission reporting requirements. You must avoid any situation that could place you in an actual or potential contravention of securities laws.

Material information is information which, if disclosed to the investing public, might affect the price of outstanding securities of the company involved. You are obligated, at all times, to preserve the confidentiality of any material, non-public information in your possession concerning any company and are prohibited while in the possession of such information from purchasing or selling the securities of any company about which you possess material, non-public information. If you have any questions regarding your ability to purchase or sell a security when you are in the possession of non-public information regarding the issuer of the security, you should consult with the Global V.P. and CHRO of MSX.

## **Engaging in Lawful Customs and Export/Import Regulations and Foreign Marketing Practices**

If you are in any way involved in the import or export of products, you are responsible for compliance with extensive regulations regarding the importation and labeling of foreign made products and purchases from and sales to persons in interdicted countries (e.g. North Korea, Cuba, Iran, Libya, Iraq, and Angola). Countries are, from time to time, added to or deleted from the listings. Any questions regarding compliance should be referred to the Global V.P. and CHRO.

The Foreign Corrupt Practices Act ("FCPA") prohibits MSX and its employees from making or offering to make payments of money, products or services to any foreign government official or government employee to any foreign political party. The FCPA also bars the making or offering of such payments through third party intermediaries.

If you have any concern that a payment you are thinking of making, offering or authorizing will violate the FCPA, do not act without the prior review and approval of CEO or Global V.P. and CHRO of MSX. If you violate the FCPA, you subject MSX and yourself to severe civil and criminal penalties.

In countries outside the USA, MSX employees must obey American and foreign laws relating to gifts and entertainment for public employees and may not engage in any illegal activity to obtain or retain business. MSX observes the laws of foreign countries in which it operates.

## **Prohibiting Bribery**

We do not pay or receive bribes in furtherance of our business and expect that you will not do so on our behalf. We have a zero-tolerance approach towards bribery.

A bribe is anything of value that is offered, promised, given or received to influence a decision or to gain an improper or unfair advantage. Bribery may not always be in the form of cash payments and may take many other forms, including loans or other transactions, phony jobs or "consulting" relationships, employment opportunities or internships, political contributions, and charitable contributions.

Interactions with public officials require enhanced scrutiny and sensitivity. A "public official" is any person who is employed by or is acting in an official capacity for a government, a department, agency or instrumentality of a government, or a public international organization, such as politicians, bureaucrats, civil servants, and judges.

Dealings with public officials have traditionally been an area where bribery activity is more likely to occur. Be cognizant of these risks in your dealings and interactions with public officials and consider how your actions may be viewed.

## **Being Careful with Political Donations and Lobbying**

Do not offer contributions to political parties or candidates that might influence, or be perceived as influencing, a business decision. To ensure that we do not breach the law regarding political donations in any country, political donations, no matter how small or insignificant, made on behalf of MSX (directly or indirectly) are not permitted.

We encourage our employees, officers and directors to take an active, appropriate role in public service, but not to engage in any lobbying activities on behalf of MSX without specific authorization. Lobbying activities generally include attempts to influence the passage or defeat of legislation, and it may trigger registration and reporting requirements. In many jurisdictions, the definition of lobbying activity is extended to cover efforts to induce rulemaking by executive branch agencies or other official actions of agencies, including the decision to enter into a contract or other arrangement. You should not engage in lobbying activities on behalf of MSX without prior written approval from the Global V.P. and CHRO of MSX.



## **Managing Charitable Donations**

We do not solicit or offer donations to clients, suppliers, vendors, public officials or others in a manner which communicates that a donation is a prerequisite for future business or that the offer of a donation is intended to obtain a business advantage. We encourage our directors, officers and employees to contribute personal time and resources to charities and not-for-profit organizations. Unless the solicitation is supported by MSX and you have prior approval from the Global V.P. and CHRO of MSX, you are prohibited from using MSX's name or stationery for solicitation of donations.

## **Selecting Suppliers, Partners and Third Parties**

The choice of quality suppliers, partners, and third parties, and the honest management of our business relations with them, is an important factor in the success of MSX. All agreements with suppliers of goods or services, partners, and third parties must be on reasonably competitive terms and in line with market practices.

## **Preserving Corporate Opportunities**

We all have a duty to MSX to advance its financial interests when the appropriate opportunity to do so arises. If you know of an opportunity that MSX may be interested in pursuing, you cannot personally or through a competing company take that opportunity for yourself.

## **Complying with Immigration Laws**

Federal law regulates the employment of foreign nationals within the United States. Several government agencies are charged with enforcement of the Immigration & Naturalization Act. Any petitions, letters of support and supporting data must be true and accurate. All immigration laws must be strictly observed.

## **Protecting Company Assets and Using Company Resources**

MSX provides the necessary equipment to employees to do their job. All employees are expected to handle company property with the required degree of care and caution, as if it was their own. MSX property is generally not intended for personal use, but to enable the employee to meet the requirements and expectation of their position.

While working at MSX, employees gain insight and learn information that is considered the company's intellectual property. This includes, but it is not limited to customer data, business strategies and product inventions, as well as, in some cases, personally identifiable data within MSX's control. Intellectual property is considered a most valuable asset of the company and as such deserves the highest level of protection. Employees are not allowed to disclose such information with anyone inside or outside the company, unless authorized to do so on an "as needed" basis for business purposes. Access and authorization provided to employees may only be used in the manner in which they were intended.

New passwords or other protective measures should never be shared or provided to unauthorized personnel. Non-public information is not to be stored on private computers, storage media or other devices not authorized by MSX.

Other company resources include communication systems and connections to the internet and the use of such resources is generally limited to business / job related use. Any communication and information sent or received on company equipment and/or received through company resources is company property and the right to privacy does not apply. Please do not store private or personal information on your company issued equipment.

## **Establishing a Whistleblower Policy**

MSX is committed to open communication. Accordingly, MSX has established the MSX Whistleblower Policy – 2023, attached hereto as Exhibit A. This policy provides an avenue for individuals to raise concerns about suspected violations of the Code, fraud against shareholders, violations of the securities laws, or questionable accounting or auditing matters. Individuals may submit such concerns on a confidential basis, with the assurance that they will be protected from any retaliation for whistleblowing in good faith.

## **Maintaining Accurate Books and Records**

MSX may be required by law to file certain reports and make certain disclosures. The information in our reports and disclosures must be complete and accurate. MSX's books, records, accounts, financial statements and disclosures must comply with our accounting policies and must appropriately reflect our transactions and events. The accuracy and integrity of our accounting system, books and records depend on every one of us.

### **Accordingly, we are responsible for maintaining the following standards:**

- » We must record transactions accurately in accordance with generally accepted accounting principles and all standards and laws for accounting and financial reporting.
- » We must never conceal or incompletely record any asset, liability, revenue or expense for any reason.
- » We must always ensure that our books and records are supported by documentation adequate to verify their accuracy.

## **Following Good Records Management Practices**

There are many laws that govern how we maintain MSX's business documents. We are all responsible for ensuring that company records are retained and disposed of in accordance with MSX's record retention policies. MSX's fundamental objective is to retain only those records that are necessary for ongoing business operations, or for compliance with legal, tax or other regulatory requirements.

From time to time, MSX may determine that certain records are subject to a "Hold Order" for litigation, tax issues, government investigations or other reasons. In that case, such records cannot yet be disposed of, even if otherwise required by the ordinary records retention schedule. Failure to comply with Hold Order instructions to preserve documents and other information can result in serious adverse consequences to us, including fines, costs or other penalties.

## **Working Together**

MSX understands that no one person can achieve what a team can. We expect that employees work together respectfully, across functions, levels and countries. We strive to build long-term relationships within MSX, and with our customers and external partners.

We understand the responsibility we have towards our stakeholders, and our Code is guiding us in our daily operations to always remember the way we conduct business – with integrity.



# Whistleblowing Policy

## MSX International

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## 1. PREAMBLES – PURPOSE

MSX International (“MSX”) conducts its business with loyalty, fairness, transparency, honesty, integrity and in accordance with the national and international laws, regulations, rules as well as with standards and guidelines applicable to its activities.

In all its activities, MSX requires ethical and professional integrity, a correct behaviour and full compliance with the laws and regulations of all the countries in which it operates, as well as with honesty, reliability, impartiality, loyalty, transparency, fairness and good faith principles.

MSX promotes the adoption of tools aimed at preventing, identifying and communicating behaviours that are illegal and/or carried out in violation of the ethical principles endorsed by MSX. In this respect, MSX encourages all legal representatives, directors, executives and employees of any Group company and invites any employee as well as any third party who interact with MSX to report any alleged violations that are relevant for the purposes of this Procedure of which they may become aware.

To allow the filing of violations reports, MSX adopted this Whistleblowing procedure (“Policy” or “Procedure”), which regulates:

- » the process whereby any potential violation may be reported and managed accordingly (so-called “whistleblowing”);
- » the modalities for the management of the relevant investigation, in compliance with the legislation on privacy or any other legislation in force applicable to the reporting and the reported people, as well as with this Policy,

all while guaranteeing the anonymity of the whistleblower and shielding him/her from potential retaliatory and/or discriminatory actions resulting from the filing of the violation report.

## 2. SCOPE OF IMPLEMENTATION

This Policy shall apply to Pacific (BC) BidCo Limited and all its direct and indirect subsidiaries (“Group Companies”) as listed in Exhibit B. hereto. [ (note: I suggest that this applies to all Group subsidiaries)

To this purpose, the governing body of any Group Company shall adopt and implement this Policy, without prejudice to the special features imposed by the local regulatory framework and the need for adaptation in relation to the organisational structure, with any amendment, if any, due for compliance with local laws and regulations and their organisational structure, giving an adequate explanation in their corporate acts for any such amendment. The addressees of this Policy are the top management, the members of the corporate bodies, employees, as well as any third party (e.g., customers, suppliers and consultants) in possession of information on violations (or alleged violations) of:

- » Any applicable law, rules, and regulations.
- » Code Of Ethics.
- » the Organisational, Management and Control Model, if approved by MSX International Italy S.r.l. pursuant to the Legislative Decree 231/2001, or any other equivalent organisational/control model adopted by the Group Companies.
- » the MSXI Group corporate regulatory framework (policies, procedures, etc.),

as well as information on events likely to damage the assets, reputation or image of MSX.



### 3. PROCESS AND REPORTING | GENERAL PRINCIPLES

The whistleblowing process consists of the main following stages:

- » receipt of reports.
- » preliminary verification of reports.
- » in-depth investigation over the alleged violations reported.
- » closing of reports.

#### 3.1 Content of violation reports

Violation reports must be filed in good faith, must have merit and, therefore, must be based on precise and concurring elements. To that effect, the whistleblower is invited to:

- a. Describe, as precise as it could be, the alleged violation.
- b. Identify, or provide elements that help to identify, the person(s) thought to be responsible for the alleged violation(s) and any other parties who are involved and/or could provide information about the alleged violation.
- c. describe as accurately as possible the time and place circumstances regarding the occurrence of the event subject of the violation report.
- d. attach any available document, if any, substantiating the alleged violation.
- e. provide any other element deemed useful for retracing the event and ascertain the alleged violation.

#### 3.2 Modalities for filing violation reports

Violation reports can be filed, in writing, using one of the following alternative channels:

- » via email address of the Local HR Manager responsible for the specific market to which the whistleblower belongs;
- » by regular mail (preferably with return receipt) to the registered address of the relevant Group Company, to the attention of the recipient (as below indicated);
- » through the appropriate whistleblowing IT platform, by accessing the “whistleblowing” internet page in the section “Report a concern” of MSX website or by accessing directly through <https://www.msxi.com/en/whistleblower/>.

It is strongly recommended, where possible, to use the IT platform, in order to ensure full traceability of receipt and management of the report over time, as well as to handle the need for dialogue between the recipient (as below identified) and the reporting person.

Although MSX has adopted procedures to ensure in any case the anonymity of the reporting people, the reporting people is encouraged to provide, at his/her sole discretion, his/her contact details for the sake of the speed and effectiveness of investigations. Guarantees and protections for reporting people are set out in Sections 4 and 5 below, to which reference should be made.

#### 3.3 Recipients of violation reports

The recipient of the violation reports under this procedure shall be the Ethics Officer appointed from time to time at Group level (also referred as to the “Recipient”), who will be entitled to conduct the internal investigations. Any Group Company shall give evidence, by means of appropriate organizational directives and through publication on the relevant intranet, that the Ethics Officer shall act as Recipient, according to this Policy.

The Recipient shall be the sole person having access to the violation reports entered through the whistleblowing IT platform. Any person receiving a violation report, irrespective of the channel used, shall immediately channel the received violation report through the whistleblowing IT platform.

To any report shall be assigned an univocal reference code which shall be used to refer to the specific report at any time.

The Recipient shall govern the whistleblowing process from their receipt to the closing of the investigation, with the support of the competent corporate functions and/or external consultants depending on the report, as deemed appropriate.

The Recipient manages the relevant report in compliance with the confidentiality principles detailed in Section 4 and verify their credibility in accordance with the modalities detailed in the Sections that follows.

### **3.4 Investigations and closing of the report.**

Once a violation report has been received, the Recipient shall perform the following activities/:

- a. confirm receipt of the violation report within 7 (seven) days from receipt.
- b. should the report contain sufficiently precise, detailed and verifiable information, initiate the relevant investigation; otherwise,
- c. should the report contain unsubstantiated and/or unverifiable information, and should the whistleblower not be available to provide the necessary additional information, file the report and not pursue the investigation,
- d. should the report relate to matters that do not fall within the scope of application of this Policy (so-called „non-related reports“, such as, by way of example, commercial complaints, commercial proposals, marketing activities), forward the report to the appropriate department responsible for handling the matter.

Once received the report, the Recipient may preliminarily:

- » close reports relating to facts already known and fully ascertained without the report adding or allowing the addition of further elements or aspects to what is already known;
- » refrain from processing reports relating to (i) facts in relation to which investigations are known to be underway by Public Authorities (e.g., judicial authorities and administrative bodies) and (ii) facts that are already known and are the subject of pending litigation between MSX and third parties or employees;
- » pursue more in-depth investigations.

In addition, should the Recipient deem it necessary and/or appropriate for the purpose of ascertaining the reliability of the violation report, he/she may:

- » ask the reporting people to provide additional information, if any such person has opted to make available his contact details.
- » interview any other parties who may have information about the reported events,
- » carry out any other activity deemed appropriate for the purpose of verifying the violation report.

In the case of patently unfounded violation reports, submitted for the sole purpose of discrediting one or more persons or company functions or the relevant Group Company and/or are otherwise vexatious with regard to other company's employees, the Recipient may **Option 1** inform the concerned person or entity of the violation report and provide copy of such violation report or **Option 2** inform MSXI CEO for any

subsequent action he may deem appropriate, in a manner consistent with existing labour laws and the applicable National Collective Bargaining Agreement and adopt all measures deemed appropriate, according to Section 6 below.

In the event that, following the appropriate investigations, the violation report is found to have merit, the Recipient shall also promptly communicate this information to:

- » MSXI CEO;
- » the Compliance and the Anti-Bribery officer(s), if any;

as well as to any other supervisory body which might be interested by the reported violations according to its proper organizational functions.

The Recipient shall record in the abovementioned Violation Report Register the outcome of the review process, as well as the persons or bodies informed of any such violation report.

The Recipient shall consider whether to immediately inform the Administration and Control Bodies and/or the top management of the violations report, having considered the nature and seriousness of the reported violation.

In any case, at least twice a year, the Recipient shall address to the Board of Directors of MSXI Limited a report detailing the violation reports examined and the actions undertaken.

In case a reporting people has communicated his contact details, the Recipient shall inform such reporting people of the outcome of its evaluations and actions no later than the expiration of the third month from receipt of the relating violation report.

### **3.5 General principles concerning the investigations**

Any person involved in reviewing a violation report shall be bound by the same confidentiality obligations and the same responsibilities applicable to the Recipient. All these parties are also obligated to abstain from handling the violation report in the event of a potential conflict of interest.

The Recipient of violation reports is required to draft and retain minutes of any meetings concerning the verification activities carried out independently and/or with the support of the relevant company's functions.

The Recipient shall define the necessary communication flows (if any) within the organisation and/or towards the administration and control bodies of the relevant Group Company.

The Recipient shall take an active part in the process, with the support of the competent corporate functions and/or external consultants depending on the subject of the report.

Violation reports and other reports delivered to the recipient can be accessed only by the Recipient and shall be kept on file for the length of time strictly necessary for handling the violation report. The Recipient shall therefore be responsible, during all phases of the process described above, for the custody of the documents they received and for storing them using modalities that guarantee their integrity and completeness.

## **4. CONFIDENTIALITY OF WHISTLEBLOWERS**

All the staff involved in the handling of reports in any capacity whatsoever shall guarantee confidentiality regarding the existence and content of the report, as well as the identity of the whistleblower (where disclosed) and the reported subjects.

Any communication concerning the existence and content of the report, as well as the identity of the whistleblower (where disclosed) and the reported subjects, shall strictly follow the „need to know“ criterion. Except for situations in which the right to confidentiality cannot be claimed (e.g., criminal, tax related and/or

administrative investigations, inspections by the oversight authorities) the whistleblowers' identity cannot be disclosed to anyone without the consent of the interested party.

Therefore, except for the situations mentioned above, all parties who receive violation reports or are involved in managing them are required to safeguard the whistleblowers' confidentiality and ensure that the information they received, directly and indirectly, regarding the reported events are treated with the utmost confidentiality.

In order to ensure the confidentiality of the report and the whistleblower:

- (I) as to the reports transmitted via the IT platform:
  - » the platform shall be provided by a specialist third party independent from MSXI,
  - » the platform shall adopt a „no-log“ procedure (i.e., it shall not collect in any way, either directly or indirectly, information on how the connection is made, e.g. server, IP address, mac address), thereby guaranteeing complete anonymity,
  - » the platform shall guarantee high standards of security,
  - » no registration shall be required for access to the platform (available to anyone, including employees);
- (II) as to the reports transmitted via paper and electronic mail channels:
  - » paper mail addressed to the Recipient shall be delivered unopened (as delivered by the postal service),
  - » only the Recipient shall have access to the relevant email box; the administrator of the competent Group Company email system may only access the reference box for technical reasons, subject to a justified case-by-case request to be forwarded in writing to the recipient function, and access shall only be granted upon prior written authorisation.

The violation of the confidentiality obligations will result in the imposition of penalties, in addition to any other liabilities imposed under existing laws, according to Section 6 below.

## **5. PROTECTION OF THE WHISTLEBLOWER FROM RETALIATORY AND/OR DISCRIMINATORY ACTIONS**

MSXI does not tolerate threats, retaliatory acts and/or discrimination against anyone who reports in good faith behaviours that are unlawful or however reported according to this Policy.

Retaliatory and/or discriminatory measures shall be understood to mean, for example, unjustified disciplinary actions, arbitrary changes of job description or work location, workplace harassment and/or any other form of “mobbing” directly and/or indirectly related to a violation report that affects the whistleblowers' working conditions.

A whistleblower who believes that he/she is being targeted with a retaliatory and/or discriminatory act due to the reporting of a violation can inform his/her direct superior or the Human Resources Department or the Compliance Officer in order to consider:

- » the need/possibility to reinstate the previous situation and/or remedy the negative effect of the discrimination.
- » whether there are grounds for instituting disciplinary proceedings against the author of the retaliation and/or discrimination.

Whistleblower may also inform the labour union to which they belongs or the union present at the relevant company.



## **6. SANCTIONING SYSTEM**

The Group Company involved in the reporting process shall provide for and impose disciplinary sanctions (where applicable) on its employees:

- » against those who are responsible for any act of retaliation or discrimination or in any case of unlawful prejudice, either direct or indirect, against the whistleblower (or anyone who has cooperated in the investigation of the facts which are the subject of a report) for reasons connected, either directly or indirectly, with the violation report;
- » against the reported person, for the responsibilities ascertained;
- » against anyone who breaches the confidentiality obligations referred to in this Procedure;
- » against anyone, as provided for by law, who have made an unfounded report with fraudulent or malicious intent.

Disciplinary measures shall be proportionate to the extent and seriousness of the unlawful conduct ascertained, and may go as far as termination of employment for the most serious cases.

With regard to third parties (e.g., partners, suppliers, consultants, agents), the remedies and actions provided for by law shall apply, in addition to the contractual clauses on compliance with the Code of Ethics.

## **7. RIGHTS OF THE REPORTED VIOLATOR**

During the activities carried out to verify and ascertain unlawful conduct and reportable violations, the parties subject of violation reports could be involved in these activities but, under no circumstances shall penalty imposing proceedings be initiated against them absent concrete evidence supporting the content of the report. As stated above, actions could be taken based on verified and ascertained evidence based on the violation report at hand.

## **8. UPDATING THE PROCEDURE**

This Policy for the reporting of unlawful conduct and the corresponding whistleblowing platform shall be revised periodically based on the operational experience acquired.

## **9. PUBLICATION OF THE PROCEDURE AND TRAINING**

This Procedure and all of its parts shall be communicated, explained and disseminated among all the Group Companies and relevant functions and department, employees (external associates and/or staff) and any Supervisory Body of the Group Companies, as well as all third parties responsible for complying with its provisions.

This Procedure shall be published in any Group company website along with the link to IT platform enabled to receipt reports of violations and disseminated and implemented within MSXI organization by means of appropriate organizational directives and through publication on the relevant intranet.

The Ethics Officer will assist Human Resources Departments in promoting, over time, the necessary awareness-raising and training actions for the corporate population on the whistleblowing process and, in particular, on the usefulness of the process, the supporting tools and the guarantees and protections for reporting and reported subjects.

## **10. DATA PROTECTION**

In accordance with the minimisation principle set out in Article 5 of (EU) Regulation No. 2016/679 ("GDPR"), only personal data that is relevant and necessary for the purposes of the Procedure may be processed.

Therefore, all personal data (of any natural person) contained in the report or otherwise collected during the investigation phase that is not necessary shall be deleted or anonymised.

On the occasion of each report, the reported subject and other persons involved in the report may not immediately receive a specific privacy notice regarding the processing of their data, in the presence of a risk that providing such a notice would compromise the ability to effectively verify the validity of the report or to collect the necessary feedback.

## EXHIBIT B

Legal entity with more than 50 employees

MSX International RNS LLC
MSX International TechServices, S.L. (Spain)
MSXI RNS Brasil Training and Process Outsourcing Ltda
MSXI UK Limited (UK)
Sewells Group India Private Limited (India)
MSX International Business Services France SAS (France)
MSX International GmbH (Germany)
MSX International Holdings Italia S.R.L. (Italy)
MSX International Czech Republic S.R.O. (Hungary branch)
Ronald Sewells and Ass. South Africa (Pty.) Ltd. (South Africa)
MSX International Limited (Sweden branch)
MSX International Limited (Thailand)
MSX International K.K. (Japan)
MSX International GmbH (Netherlands branch)
MSX International Australian PTY Limited (Australia)
MSX International (China) Ltd