

Yokoy Partner Code of Conduct

1. Vision

Yokoy transforms spend management through artificial intelligence and actionable insights for businesses around the world by eliminating repetitive work and enabling full control in spend management. Yokoy helps to be efficient and make the best decisions.

Yokoy is committed to preserving its high legal, ethical, and moral standards as well as compliance with local and international laws and regulations and expects the same from its Partners.

This Partner Code of Conduct therefore applies to third-party Suppliers, Partners, and their subcontractors (together “Partners”) with Yokoy Switzerland Ltd and all its entities (Yokoy). Partners are also required to ensure that its employees and all direct or indirect subcontractors and agents acknowledge and adhere to the principles and expectations of this Partner Code of Conduct.

Yokoy aims to work with Partners who align with our corporate values and who support our goals. We expect our Partners to adhere to all relevant laws and regulations and to act responsibly, fairly, ethically, and safely always. Our Partner Code of Conduct sets out the behaviors and standards we expect from our Partners. To achieve a common understanding, we have summarized these standards in this Partner Code of Conduct.

2. Business Standards and Ethical Sourcing

To reduce risks of bribery and corruption, Yokoy is committed to following strict rules and to doing business based solely on the quality of the products and services it offers and purchases. Yokoy has also adopted a range of measures to prevent and manage conflicts of interest including, organizational and administrative procedures, training of employees on an ongoing basis, and the implementation of appropriate escalation processes when identifying a conflict of interest. Our processes are ISO 9001:2015 certified by Attesta Schweizerische Zertifizierungsgesellschaft AG.

We expect all our Partners to conduct business with integrity and incorporate ethical and responsible behavior into their processes and governance whilst complying with all relevant laws and regulations.

With regards to data protection and privacy, Yokoy is committed to protecting the confidentiality, integrity, and availability of the information it uses to conduct business and takes all necessary technical and organizational measures according to applicable data protection and secrecy laws, to protect personal data against loss, alteration and against unauthorized collection, processing, and disclosure. Our IT-security is regularly third-party tested and ISO 27001:2015 certified by TÜV Rheinland. Yokoy expects any information received by a Partner from Yokoy to be held securely with the same appropriate measures to safeguard that information and to ensure there is no disclosure of the data to any other party without Yokoy's permission.

3. Environmental Responsibility

Yokoy is committed to using processes that comply with the environmental laws and regulations in force in the countries in which it operates as well as to reduce the environmental impacts of its activities and help to protect the earth and our climate. These efforts have been certified

against the standard of ISO 14001:2015 by Attesta Schweizerische Zertifizierungsgesellschaft AG.

Yokoy recognizes that its dedication to environmental responsibility is only materialized by aligning our products and services, partnerships, and behavior by applying appropriate procurement policies and internal measures reducing the carbon footprint.

We expect Partners of Yokoy to work together with their supply chains to minimize the environmental impact of their operations and ensure business practices meet all applicable environmental laws and regulations.

4. Human Rights

Yokoy is committed to upholding the Universal Declaration of Human rights (enacted by the UN in 1948) and the conventions of the International Labor Organization (ILO) and in doing so is especially committed to no child labor, no forced or compulsory labor, freedom of association and the right to collective bargaining, as well as equal remuneration and non-discrimination. Yokoy requires that its Partners implement and practice the same principles.


5. Compliance and Measurement

Yokoy is committed to upholding its legal, ethical, and moral standards in all its activities.

Included in these efforts is Yokoy's whistleblowing system, which is available for employees as well as persons outside of Yokoy to report any issues, organizational shortfalls, misbehaviors of fellow workers, breaches of internal or external regulations, indications for criminal offences in- and outside the company. Such issues can be sent to whistleblowing@yokoy.ai and will be treated with absolute confidentiality.

In line with our procurement procedures, Suppliers and Partners participating in formal tender processes may be required to provide written acknowledgment of their adherence to this Partner Code of Conduct.

Partners' adherence and commitment to this Partner Code of Conduct forms an integral part of Yokoy's sourcing activity and is used along with all other relevant decision criteria when selecting new Partners or renewing current contractual relationships. In addition, failure to comply with our Partner Code of Conduct and/or local laws and regulations may result in your termination as a Yokoy Partner. Should you have any questions regarding this Partner Code of Conduct please contact us at procurement@yokoy.ai (if you are a Supplier) or partner@yokoy.ai (if you are Partner).


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Dario Paschini
Head of Procurement

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Anti-Bribery and Corruption Policy

Preamble

This policy commits the Yokoy Switzerland Ltd and all its entities and (Yokoy) to conducting business ethically and with the utmost integrity in all its operations throughout the world.

The policy requires compliance with all applicable laws and regulations on bribery and corruption, including, but not limited to, the U.S. Foreign Corrupt Practices Act (FCPA), the UK Bribery Act 2010 (UKBA), and other applicable European or national anti-bribery statutes and implementing rules and regulations.

The purpose of the policy is to outline and explain the prohibitions against bribery and corruption in all Yokoy operations, to highlight the specific compliance requirements relating to these prohibitions, and to reinforce Yokoy's commitment to conducting business globally with the highest level of honesty and integrity. Violating applicable anti-corruption laws potentially exposes Yokoy, its employees, and any third-party intermediaries (regardless of nationality or location of residence) to significant criminal and civil liability, fines, and penalties.

Notwithstanding the above, the rationale for this policy is not just legal compliance: corruption is a major obstacle to poverty reduction and, by endorsing this policy, the entire management reiterates its strong commitment to adhering to the relevant standards set out in the United Nations Convention Against Corruption.

Yokoy must not authorize or tolerate any business practice that does not comply with this policy.

1. Requirements

PROHIBITED AND RESTRICTED PAYMENTS

- Offering, promising, and authorizing the giving of money, or anything else of value, to a government official to secure an improper advantage is prohibited.
- No employee may offer, give, promise, or receive money, or anything else of value, to or from an individual or entity in the private sector to obtain an improper advantage.
- Even the mere act of offering is prohibited, regardless of whether the item of value is accepted by the intended recipient.
- The prohibition covers cash and material payments. In certain circumstances, it also covers otherwise legitimate business expenditures such as unreasonable gifts.

PERMISSIBLE PAYMENTS

- This policy permits employees to provide modest gifts, hospitality, or certain other things of value to government officials and private individuals that are legal and directly related to the promotion or demonstration of the Yokoy's services or the performance of a particular contract with a government or state-owned or state-operated entity.
- When deciding whether a gift is appropriate, employees must consider any past, pending, or future business or administrative matters that are within the recipient's realm of influence as well as local customs. The timing and context of such gifting must be considered to assess whether any gifting could objectively be perceived as bribery.
- Detailed information on the circumstances under which certain things of value may be provided can be found in the Gifts, Entertainment & Donations Specification section.

TRAVEL, EDUCATION AND RELATED EXPENSES INVOLVING GOVERNMENT OFFICIALS

- Yokoy may accept requests to host government officials for training or other business-related purposes either at the Yokoy's facilities or at training events sponsored by outside vendors. Yokoy may also accept requests to host government officials at operational meetings, project meetings or other events.
- The payment of travel expenses to any government official, within or outside their home country, requires the prior written consent of the compliance representative to ensure consistency with this policy and any applicable laws of the official's country.

CHARITABLE DONATIONS AND SPONSORSHIPS

- Yokoy supports the making of contributions to the communities in which it does business and permits reasonable donations to charities and sponsorships. In this respect:
- Reasonable steps must be taken to verify that any such contribution does not constitute an illegal payment to a government body or official or any individual in violation of this policy.
- It may be permissible to make donations directly to a government agency (rather than to an individual government official) as part of a charitable effort or to promote goodwill through actions such as providing free products for a government-sponsored celebration.
- All donations must adhere strictly to the requirements set out in the Gifts, Entertainment & Donations Specification section and may not be used to improperly influence business decisions.

THIRD PARTIES

- Yokoy can be held liable for the actions of third parties, particularly where a third-party intermediary performs services or otherwise conducts dealings, discussions, or negotiations with public or private organizations for or on behalf of Yokoy.
- Yokoy may be held responsible for the actions of third parties in, for example, giving or accepting bribes.
- Yokoy may also be held accountable for failing to take sufficient steps to prevent third parties from participating in bribery or related conduct, whether Yokoy was aware of the alleged improper conduct.
- Third parties must never be asked to engage in or condone any conduct that employees are prohibited from engaging in themselves under this policy.
- Also, an employee must never ignore suspected violations of this policy by third parties or disregard otherwise suspect circumstances and must therefore report any suspicious activity via Yokoy's whistleblowing channel. All third parties conducting business with, for or on behalf of Yokoy are required to act with the highest level of business, professional and legal integrity.
- Yokoy must never enter any relationship with a third-party intermediary who will have substantive interaction with government officials on behalf of the Group without first diligently inquiring into the third party's background, qualifications, and reputation.
- The most important steps the Yokoy can take to protect itself from liability for improper payments made by a third party are to carefully choose its business partners, including agents and consultants, and to be aware of "red flags."
- Any employee seeking to establish a business relationship between Yokoy and a third party must, prior to engaging with the third party, carefully review and follow the due diligence procedure described in Yokoy's due diligence procedure.

FACILITATING PAYMENTS

- Yokoy does not allow the use of facilitating payments. Such payments may be considered a customary way of doing business in some countries, but it is important to understand that the anti-bribery laws of many countries prohibit such payments. Employees and third parties, in particular third-party intermediaries, are prohibited from making facilitating payments on Yokoy's behalf.
- Under exceptional circumstances, i.e., when an employee's safety is at risk, a facilitating payment may be permissible, but such facilitating payment must be discussed at the management level before any such decision is made.
- When a payment has been made as per section 6.2, an incident report must be submitted to the Chief Financial Officer immediately.

BOOKS, RECORDS, ACCOUNTING AND PAYMENT PRACTICES

- To prevent the possibility of bribes and kickbacks being paid or accepted, all Yokoy business and financial records must fairly and accurately reflect each transaction involving Yokoy business and/or the deployment of company assets.
- Secret, unrecorded, or unreported transactions are prohibited. All expenses must be accurately accounted for, include appropriate supporting documentation, and be promptly entered into company records before they are reimbursed. All expenses need to be processed via the Yokoy platform.
- The requirement for expense reimbursements includes, but is not limited to, the accurate identification (in expense reports, related business, and financial records) of all payments to third-party intermediaries acting for or on behalf of Yokoy.

DISCIPLINE

- Yokoy and its employees can be investigated by government regulators in different jurisdictions and, depending on the circumstances, prosecuted administratively, under civil law or under criminal law, which could result in severe fines and penalties, debarment, and imprisonment if a violation of applicable anti-bribery and corruption laws and regulations is established.
- Any employee found to be in violation of this policy will be subject to disciplinary action, up to and including termination of employment, in accordance with applicable laws and company policies.
- Distributors, Suppliers, agents, consultants and other third parties working for Yokoy who are found to be in violation of this policy will be subject to termination of the business relationship as well as --any other legal and remedial actions available to the Group under applicable law.

REPORTING BREACHES OR CONCERNS

- It is the responsibility of all employees to ensure compliance with this policy.
- Any employee who witnesses a breach of this policy is obliged to promptly make a notice via our whistleblowing channel.
- Any employee who is in doubt, suspects that this policy has been breached or has concerns about past or proposed actions by anyone in Yokoy, or any third party working with Yokoy in any capacity, is encouraged to contact Yokoy via whistleblowing@yokoy.ai. All information provided is treated with utmost confidentiality.

3. Roles and Responsibilities

The following roles are key roles for the anti-bribery and anti-corruption adherence; however, all employees are expected to contribute their part.

- CEO: Responsible for policy approval and escalated (suspected) bribery/corruption cases.
- CFO: Deputy of the CEO in this matter.
- Chief Compliance Officer: Policy owner and responsible for global awareness training and controls. First escalation position.

4. Glossary

- Bribery: Anything of value given to affect a person's actions or decisions to gain or retain a business advantage.
- Corruption: The misuse of public office or power for private gain or the misuse of private power in relation to business outside the realm of government.
- Facilitating payment: Any small or nominal payment made to a government official, typically to speed up and/or secure the performance of a non-discretionary "routine governmental action." Activities that constitute "routine governmental actions" are for example: obtaining permits, licenses, or other official documents to qualify a person or entity to do business in a foreign country; processing governmental papers, such as visas and work orders; providing police protection, mail pick-up and delivery, or scheduling inspections; providing telephone services, power, and water, loading cargo, or protecting goods from deterioration. Facilitating payments are different from express payments, used to speed up a process. Express payments are legitimate payments, for which one can receive an invoice or receipt so that the transaction can be duly registered in our books.
- Government official: Any officer or employee of a local, state, regional or national government or any department, agency or ministry of a government; individuals who, although temporarily or without payment, hold a public position, employment or function; employees of a public international organization such as an Olympic Committee; the individuals acting in an official capacity for or on behalf of a government agency, department, ministry or public international organization; political party officials or any candidate for political office; employees of a state-owned or state-controlled entity, as well as entities or individuals that perform a government or public function (such as airports or seaports, utilities, notaries, arbiters etc.); members of a royal family (note that such individuals may lack formal authority but may otherwise be influential in advancing the Yokoy's business interests either through partial ownership or management of state-owned or state-controlled companies).
- Family members of any of the individuals listed above may also qualify as government officials if interactions with them are intended to confer, or have the effect of conferring, anything of value on a government official. Any questions relating to whether an individual or an entity constitutes a "government official" must be directed to the local compliance representative.
- Improper advantage: Paying or giving anything of value directly or indirectly in order to: influence or prevent a government action, or any other action, such as the awarding of a contract, the imposition of a tax or fine, or the cancellation of an existing contract or contractual obligation; obtain a license, permit or other authorization from a government entity or government official to which the Yokoy Group is not otherwise entitled; obtain confidential information about business opportunities, bids or the activities of competitors; influence the awarding of a contract; influence the termination of a contract that is disadvantageous to the Group, influencing the adjudication of lawsuits and enforcement actions and obtaining exceptions to regulations.
- Kickback: The return of a sum already paid or due as a reward for awarding further business.
- Third party intermediary: Any individual or entity engaged (formally or informally) by the Company to act for or on behalf of Yokoy, regardless of the name or title of the individual or entity. This definition includes, but is not limited to, any individual or entity used: to obtain and/or retain business, such as agents, advisors, consultants, subcontractors, sales representatives and joint venture partners; to secure a license, visa, permit or other form of authorization from, or intervene in a regulatory matter with, a government official; to represent the Group or its interests vis-à-vis a government entity or state-controlled company; to represent Yokoy in tax or legal matters, or a customs clearance process; or to provide products or services directly to Yokoy.

5. Gifts, Entertainment & Donations Specifications

Subject to local customs and considerations gifts, entertainment, and donations worth more than 100 € are not accepted. The only exceptions are gifts, entertainment, and donations, which are approved in writing by the Chief Compliance Officer, the CFO, or the CEO.

6. Updates and Availability

This Policy may be amended and updated from time to time in accordance with the Group Chart of Authority. The latest version of this Policy can be obtained upon request from the Partner's Yokoy contact person and is available for internal use on Yokoy's Confluence Page.