



# Code of Business Conduct and Ethics

Policies and procedures that are relevant to all Sagitec work.



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# Code of Business Conduct and Ethics

It is the culture at Sagitec Solutions (Sagitec) that all employees should always act lawfully, ethically, and in the best interests of Sagitec.



Our reputation for integrity is our greatest asset and is directly related to the conduct of our employees. Sagitec adheres to the highest legal and ethical standards applicable in our business. It conducts itself in observance of all applicable laws, with the integrity of each employee as the utmost importance.

This Code of Business Conduct and Ethics (Code) sets out basic guiding principles of how Sagitec uses culture and values to build and preserve trust with our customers, governments, investors, partners, representatives, and as well as each other. Employees must never use their positions with Sagitec, or any of its clients, for private gain, advance personal interests or obtain favors or benefits for themselves, members of their families or any other individuals, corporations, or business entities.

This Code applies to principals, employees, agents, and intercompany subcontractors providing support to Sagitec in any manner. It contains additional policies and procedures that are relevant to all Sagitec work on or providing support to a contract held by Sagitec. This Code shall be periodically reviewed, and the approval of Sagitec's partners shall be sought to make revisions when deemed necessary.

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# Employee Responsibilities

It is the responsibility of each employee to be aware of and abide by this Code, as well as behaving in an ethical manner compliant with all applicable laws and regulations. Sagitec thrives on transparency, and we expect our employees to report potential violations within Sagitec to the appropriate authority.



In addition to the above, managers have an additional responsibility to drive a culture of integrity, honesty, ethical, and law-abiding behavior among other employees in the organization. Managers are expected to be role models of the behaviors expected of employees, reinforce this Code as part of regular employee communication. Managers are to encourage employees to report violations Code and guard against retaliatory action.

All employees are expected to demonstrate respect and trustworthy behavior in their dealings with other employees as well as external stakeholders.

# Sagitec Vision

Sagitec is a global technology solutions company, delivering dynamic, tailor-made IT solutions to leading public and private organizations.



We partner with our clients to create innovative, benefit management solutions that solve unique business problems, and adapt to complex, frequently changing environments. We empower our customers to provide best-in-class service to their members. **We drive vision into action.** This is our mission. And, this is your mission – now that you’ve chosen to accept it.

We execute our mission for clients, and in offices all across the world, including the United States, Canada and India. Sagitec has teams, who are responsible for client delivery, located from the east coast to the west coast in the U.S., India and Canada. As we continue to grow and diversify our services, we are actively pursuing work globally. At this point, the possibilities are endless.



# Sagitec Values

Sagitec upholds six core values. We use these six values as the foundation to our decision-making processes, for both very large decisions, and every day, small decisions. As a member of the Sagitec team, we expect our employees to uphold these values while working with clients, collaborating with other Sagitec teams, and anytime that you are acting as a representative of the Company.



We are a trustworthy partner, for our customers, and our staff.

We live this value every day. We put client objectives first, while being mindful of our staff's needs and interests.

We demonstrate unwavering commitment to each project's success. We are generous with our knowledge and help others to develop and grow their skills. We value the knowledge, contributions, and opinions of others. And, we are loyal and reliable in our professional relationships.



We maintain a healthy and high-functioning work environment.

We engage and reward strong performance, and we trust fellow staff to take initiative and make decisions. Additionally, we promote a healthy work-life balance. Finally, we take accountability for our own actions, while earning the rewards of freedom and flexibility.



We promote an atmosphere of continuous innovation and improvement.

do this by embracing the passion, energy, and insights of staff members. We continuously seek ways to improve our processes, services, and products. We tap into different perspectives and ways of thinking. We respect the power of ideas – regardless of where, or who, they come from. And, we share and respond to feedback productively.



We share the right information, with the right people, at the right time.

We invest in efficient tools for sharing knowledge capital. We enable cross-functionality teams to work together, seamlessly, and create and implement consistent standards and processes for documentation, gathering information, maintaining data, conducting meetings, and involving others. We provide training, to ensure a clear understanding of expectations, and hold people accountable, for sharing information, appropriately.



We are committed to achieving business results in an ethical and honest manner.

We relentlessly work toward our goals without compromising our values. We do work the right way, even if it's more difficult. We don't shy away from hard work or tough choices. We conduct our business with transparency and openness. And, we take the high road and act with integrity.



We are bigger than ourselves.

We challenge ourselves to do more than is expected of us. We make positive contributions to the communities in which we live and work. We try to see things from other perspectives than our own. Each one of us is an advocate and representative for the Company, at large. And we work together towards mutual success.

# Reporting a Concern

Making good decisions and ethical choices builds trust between each of us and the people with whom we interact. Everyone should be encouraged to ask questions regarding this Code and the laws discussed in it. Sagitec encourages reporting of all suspected misconduct, including suspected violations of this Code. Sagitec also understands that not all situations are straightforward, and it can be challenging to make the best choice when facing difficult or unclear circumstances. While this Code cannot exactly describe what to do in every situation, it serves as a guide to make good decisions and navigate complex situations where the answer might not always be clear.

Sagitec offers several reporting options, any of which can be used for reporting a suspected misconduct or compliance concern:

- Inform your immediate supervisor
- Inform a member of the Human Resources team
- Inform Dawn Miller, Sagitec's Risk, Compliance and Privacy Officer, at: dawn.miller@sagitec.com
- Submit an anonymous report to Sagitec's [Compliance Hotline](#).
- Submit an anonymous report from your phone:



# Whistleblower Policy

Sagitec encourages employees to report possible violations and prohibits retaliation because of making a report. Retaliation is treating someone differently, in a negative way, because an employee reported a misconduct, filed a complaint, participated in an investigation, or voiced a concern. Retaliation can take many forms, such as demotion, suspension, or firing; refusal to promote; change of work duties or assignments; threats or verbal abuse; isolation or keeping someone from normal activities. Any Sagitec employee who believes that he or she may have been retaliated against because of making a report should proceed under the procedures described in this Code as well as contact Sagitec's compliance, human resources, and/or leadership teams.

These teams are responsible for:

- Ensuring that reported concerns are investigated;
- Determine what actions will be needed to ensure a fair and robust investigation;
- Ensuring all parties involved in the investigation are provided the utmost confidence and anonymity to the extent possible;
- Ensuring that there will be no retaliation against the person(s) reporting a concern in good faith.



# Conflicts of Interest

It is Sagitec's policy that all business transactions and relationships must be free from impropriety or even the appearance of misconduct. Sagitec employees must act in a fair and impartial manner in all business dealings, place Sagitec's interests over personal interests in matters relating to business, and avoid financial, business or other transactions or situations in which personal interests might conflict with, or be construed to conflict with, the interests of Sagitec.

Conflicts of interest – in practice or in appearance – run counter to the fair treatment to which we are all entitled. Employees must be aware of, and avoid if possible, influence from relationships or activities that might impair, or even appear to impair, the ability to make objective and fair decisions when performing our jobs. Apparent conflicts of interest can arise easily, and any employee who feels that he or she may have a conflict situation, actual or potential, should report all pertinent details immediately.

# Global Compliance

Sagitec operates around the globe and respects laws wherever we do business, building trust with governments and our customers, strengthening our communities where we live and work, and contributing to a fair society where we enjoy the protection of these same laws. We are honest and transparent in our discussions with government representatives and officials, responding truthfully, appropriately, and promptly to government inquiries and requests for information. Sagitec also complies with global trade controls and laws that govern how our technology may be distributed and used internationally.

# Environmental Responsibility

Sagitec is committed to enhancing sustainability into our existing processes and practices as well as setting our sights on future environmental initiatives. We support the importance of environmentally friendly, energy saving, and waste reduction measures. The transition of our operations to a hybrid platform has increased our sustainability efforts. Our business lines inherently receive minimal packing materials. We support the use of reusable materials and follow recycling guidelines. We are a caring and supportive global role model, continuing to look for additional opportunities to increase our sustainability efforts.

# Antitrust and Anti-Competitive Practices

Antitrust laws are designed to ensure fair competition and preserve the free enterprise system. They apply to all domestic and some foreign transactions by U.S. businesses. Because even verbal exchanges can be viewed as an agreement, employees need to exercise attentiveness whenever they communicate with customers or competitors.

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When Sagitec submits a bid or proposal, the price it submits must be determined independently – that is, without collusion with other contractors. Sagitec ensures the prices in its offer have not been and will not be knowingly disclosed, directly or indirectly, to any other offeror or competitor before bid opening or contract award unless otherwise authorized by law. Sagitec also certifies that no attempt has been made or will be made to induce any other concern to submit or not to submit an offer for the purpose of restricting competition. Antitrust laws are vigorously enforced, and violations may result in severe penalties such as significant fines against Sagitec. Because antitrust laws are complex, employees are instructed to take special care in this area and direct any questions on the interpretation of the antitrust laws to Sagitec’s management as well as its compliance team.

# Gifts and Gratuities

Sagitec demonstrates sound judgment and moderation when exchanging business courtesies. Giving and receiving gifts, hospitality, and travel can build strong working relationships and goodwill between those with whom we do business. At the same time, courtesies that are extravagant or lack transparency or a legitimate purpose may be viewed as bribes or as simply inappropriate.

Sagitec develops relationships free of corruption and commercial bribery. When we offer or accept gifts, they are reasonable, appropriate, and have a legitimate business purpose. Sagitec does not give or accept cash. Further, we do not solicit gifts, hospitality, or travel from third parties, or put them in a position where they feel obligated to provide something to do business with us.

Sagitec employees may not bribe anyone for any reason, whether in dealings with governments or the private sector. The U.S. Foreign Corrupt Practices Act, and similar laws in other countries, prohibit offering or giving anything of value, directly or indirectly, to government officials to obtain or retain business. Employees may not make illegal payments to government officials themselves or through a third party. Employees who are conducting business with government officials of any country should contact Sagitec management as well as its compliance team for guidance on the laws governing payments and gifts to governmental officials.

# Anti-Kickback Policy

The Anti-Kickback Act, 41 U.S.C. §§ 8701-07, forbids contractors and subcontractors from offering, soliciting, providing, or accepting anything of value for the purpose of obtaining or rewarding favorable treatment in connection with the award of U.S. Government contracts and subcontracts.

Sagitec and its employees must never provide, or offer to provide, a kickback to receive a contract or subcontract. We are committed to ensuring that all transactions and business dealings with its contractors, subcontractors, and suppliers are in accordance with the provisions of the Anti-Kickback Act. If there is ever a reason to suspect a violation has occurred, concerns should be reported to Sagitec’s compliance team.



# Accuracy of Information Provided to the Government

It is Sagitec's policy to conduct its business with the highest integrity and business ethics. We are committed to providing accurate and complete information to local, state, and national governments with bidding on and performance of government contracts.

When complying with the U.S. Government, Sagitec will not violate any of the following statutes:

- Criminal False Statements, 18 U.S.C. § 1001, is a criminal law that prohibits knowingly and willfully making a false statement concerning a matter within the jurisdiction of the U.S. Government.
- Criminal False Claims, 18 U.S.C. § 287, is a criminal law that prohibits the knowing presentation of false, fictitious, or fraudulent claims for payment to the United States.
- False Claims Act ("FCA"), 31 U.S.C. §§ 3729-33, is a civil law that prohibits knowingly presenting, or causing another to present, a false or fraudulent claim for payment or approval to the Government. The law also prohibits knowingly making or using a false or fraudulent statement or document that is material to the payment of a claim.

If Sagitec discovers a possible fraud or violation, it will investigate in accordance with its investigative procedures. Our contracts with the U.S. Government require us to make a disclosure if there is credible evidence of fraud, conflicts of interest, bribery, gratuity violations, or violations of law. We will timely disclose whenever we have reliable evidence that a principal, employee, agent, and/or subcontractor has violated applicable laws and regulations. Sagitec will also take appropriate disciplinary actions against any employee that violates any law or regulation.

## Political Activity

As an organization, Sagitec's political activities are limited. As individuals, we:

- Are encouraged to participate in personal civic and political activities on our own time and at our own expense.
- Do not engage in partisan political activity using Sagitec funds or resources.
- Do not seek reimbursement from Sagitec for any personal contributions to political organizations or campaigns.
- Do not attempt to influence the decision-making process of governmental bodies or officials by improperly offering any benefit.

# Accurate Records and Contracts

Sagitec's clients rely on accurate and easily comprehensible information to understand our financial results and where we are headed as a company, and to have confidence in that direction. We maintain accurate and complete records, which is critical to maintaining investors' trust, making good business decisions, and meeting our regulatory obligations as a public company.

Sagitec honestly and accurately records and reports financial transactions and business information, following applicable laws, regulations, and accounting practices. We are transparent about our commitments to our partners and customers, and our written contracts reflect true and accurate economic transactions. We execute financial transactions only with appropriate authorization and record them in compliance with Sagitec's accounting practices. As an ethical workplace, Sagitec employees are not to alter, omit, conceal or enter<sup>[1]</sup> false information in any company document. In addition, we will not try to inappropriately influence or manipulate external auditors as they review our data.

Different types of information have different retention requirements - that is, the amount of time that information must be saved. Sagitec only retains information for the appropriate amount of time to meet government rules, contract requirements, industry standards and sound business practices. Sagitec employees are responsible for following the guidelines regarding the creation, use, retention and disposal of records.

# Information Protection and Security

Information and its systems are critical and vitally important assets. Without reliable and properly secured information and information systems, business operations would be severely disrupted. Likewise, the preservation and enhancement of Sagitec's reputation is directly linked to the way in which both information and information systems are managed. Maintaining an adequate level of security is one of several important aspects of both information management and information systems management.

All Sagitec employees play a role in protecting the confidentiality of its data. To prevent unauthorized disclosures, we do not access confidential information or share it with anyone unless there is a legal need to know. Access to data is also granted based on the least privilege principle. Sagitec safeguards and protects all its data according to state, federal, and global privacy requirements.

Upon hire, Sagitec employees are provided its Corporate IT Security Policy. This Policy defines baseline control measures which all employees are expected to be familiar with and to consistently follow. These measures are required to prevent a variety of issues, including fraud and embezzlement, industrial espionage, sabotage, errors, and omissions, as well as system unavailability. It defines the controls necessary to prevent legal exposure such as allegations of negligence, breach of fiduciary duty, privacy violation, and other applicable regulations.



# Data Privacy

Sagitec is committed to ensuring the privacy and security of personal information, and to provide a compliant and consistent approach to data protection. This includes, but is not limited to, personal information of our clients, employees, and partners. We recognize the importance of respecting individuals' rights to privacy and ensuring the confidentiality, integrity, and availability of data.

Sagitec will only collect, use, and store data for legitimate and specified purposes. We remain in compliance with applicable data protection laws and regulations. We have a robust and effective data protection program in place which complies with existing laws and abides by data protection principles. Every member of our organization is responsible for upholding this commitment by adhering to our data privacy policies and practices, securing data, and reporting any concerns or breaches promptly. We are dedicated to maintaining the trust of our stakeholders by prioritizing data privacy in all our operations.



# Confidential Information and Intellectual Property

To be competitive, Sagitec must identify and protect its rights in the inventions, discoveries, and works of authorship that are created or developed by Sagitec employees in the scope of their employment. As such, we preserve our intellectual property rights through copyrights, trademarks, and other forms of intellectual property that protect the value of our products and other innovations. Sagitec must also provide its employees with access to its valuable proprietary, technical, and business information, and to similar information received from other people and companies.

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We protect and respect the business value of information and ideas, whether they belong to Sagitec or any other company. We pride ourselves on protecting confidential information of the companies with whom we do business. Protecting information and ideas, whether our own or those of others, is crucial to our business success and builds our reputation as a trustworthy partner.

Employees with access to Sagitec's confidential and intellectual property are required to maintain and safeguard it in confidence. Such information is only for Sagitec's use and not intended for distribution outside the Company. Employees also must not provide, introduce, produce, or store into Sagitec's premises or its systems, any similar property that represents any other business of a similar nature to the business of Sagitec.

Confidential and proprietary information may also include additional data such as pricing, financial information, and customer data. Employees should not disclose confidential and non-public information without a valid business purpose and proper authorization. Intellectual property or confidential information regarding our clients and/or competitors is not to be included in Sagitec's deliverables or proposals.

Upon hire, Sagitec employees sign a non-solicitation agreement which prohibits employees from utilizing Sagitec's clients, customers, and contract lists for personal gain during duration of employment as well as upon leaving the company.

# Human Rights

Sagitec recognizes the importance of maintaining and promoting fundamental human rights in all our operations and throughout our values, codes, and employments policies. We operate under a program and policies that:

- Provide fair and equitable wages, benefits, and other conditions of employment.
- Are in accordance with local laws.
- Provide humane and safe working conditions.
- Prohibit all forms of forced and compulsory labor, human trafficking, and/or child labor.
- Promote workplace free of discrimination and harassment.

Sagitec expects its vendors, subcontractors, and all it conducts business to uphold these principles and not be complicit in human rights abuse.

# Prohibition of Child Labor

Sagitec strictly prohibits the employment of child labor at any of its offices. All employees at Sagitec are responsible for hiring of staff are required to ensure that this principle is upheld.

# Supplier Diversity

Sagitec is committed to the development of a diverse supplier base. The primary goal of our Diversity Program is to provide opportunities to diverse suppliers that satisfy our procurement and contractual standards, as well as support our customers in achieving their own corporate diversity goals. Sagitec works to create mutually beneficial business relationships with diverse suppliers that strengthen the communities in which we operate. We are committed to developing mutually beneficial relationships with small, minority-owned, women-owned, disadvantaged/disabled, veteran owned, and other minority and disadvantaged groups. We look for opportunities to participate in global, national, regional, and local initiatives to raise and maintain awareness of diverse resources. We encourage diverse suppliers to meet with the Sagitec team to review product/service specifications and qualifications including licenses, certifications, and insurance requirements as appropriate. We expect all suppliers who do business with Sagitec to uphold the human rights, labor, health and safety, environmental, and business ethics practices as described in this Code.

# Working at Sagitec

We are committed to achieving a positive work environment characterized by professional, dignified, courteous, and respectful conduct. Sagitec provides equal opportunity in all aspects of employment and will not tolerate any illegal discrimination or harassment of any kind. It is the policy of Sagitec that our employees enjoy an environment free of discrimination and discriminatory harassment. Our employees come from a variety of backgrounds, and much value is placed on this diversity. As we operate in a multicultural environment, Sagitec employees must consider how our behaviors and/or actions may be perceived by others.

Sagitec prohibits discrimination based on gender, race, religion or belief, nationality, ethnic or social origin, age, sexual orientation, marital status, disability, or other aspects of personal status. Discrimination includes actions, made either directly or indirectly, based on distinctions or prejudices which have the purpose or effect of treating individuals or groups unfairly or unjustly. Sagitec believes that we work better together because of our differences, not despite them.

Complaints regarding discrimination and harassment are investigated promptly and impartially. If it is determined that a violation of Sagitec's policy has occurred, appropriate disciplinary action up to and including termination will be taken. No retaliation will occur because an employee in good faith reported an incident of suspected discriminatory harassment.

Sagitec provides a clean, safe, and healthy work environment. Each employee has responsibility for maintaining a safe and healthy workplace by following safety and health rules and practices and reporting accidents, injuries and unsafe conditions, procedures, or behaviors. We believe a safe workplace inspires trust and allows us all to contribute and succeed. Discrimination, harassment, and unsafe working conditions diminish what we can achieve together.

All employees are expected to maintain an alcohol and drug-free environment and refrain from substance abuse of any form while performing duties within its premises or outside of it. Employees are also prohibited from selling, distributing, possessing, or encouraging others to use banned substances.

Upon joining Sagitec, every employee is given a copy of this Code as well as the Employee Handbook which contains information regarding our employment policies. Employees must acknowledge receipt and are expected to read both carefully, as it is a valuable reference to understanding our culture and how we conduct business.

# Use of Company Resources

Sagitec reserves the right to monitor and/or review all data and information contained on all company issued computers and electronic devices. Sagitec does not tolerate the use of company resources to create, access, store, print, solicit, or send any materials that are harassing, threatening, abusive, sexually explicit, or otherwise offensive or inappropriate.

# Open Door Policy

Sagitec believes that the work environment should be free from any kind of bureaucracy and all employees must have access to other employees regardless of their position or influence in the company. All managers are expected to foster an open-door culture at the workplace.

# Consequences for Proven Violations

Violations of this Code, Company Policy, or the law will attract disciplinary action – up to and including termination. Violations also include any false allegations, regardless of whether they are made anonymously. Legal and ethical misconduct can also subject the individuals involved and Sagitec to fines, penalties, and civil or criminal prosecutions.

# Amendments

Sagitec is committed to continuously reviewing and updating its policies and procedures. Therefore, Sagitec reserves its right to amend, alter, or terminate this Code at any time and for any reason, subject to applicable law. This Code is not exhaustive and lays down only the general principles to be followed by all as covered under the Code. Sagitec may have separate policies formulated for regulating various matters that may be required under the specific laws. The parties shall be responsible for adhering to such additional policies as may be applicable to them.





**Sagitec Solutions**

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