



RISKPOINT GROUP

CODE OF CONDUCT & COMPLIANCE

FOR NON-AMERICAS RISKPOINT GROUP OFFICES

Introduction

This Code of Conduct outlines the main policies, principles, set of rules, norms, and responsibilities or proper practices of our organization in terms of conduct and compliance for the non-Americas based operations of RiskPoint Group, which are governed by their own set of policies and principles. In cases where local laws and the requirements and expectations of this Code of Conduct differ, we strive to follow the higher standards while complying with local laws. In case of a direct conflict between local law and the requirements and expectations in this Code of Conduct, we will adhere to local law while seeking ways to respect the Code of Conduct to the greatest extent possible.

It reflects our Company culture, the way RiskPoint Group commits to perform business at the highest standards and expects its employees to conduct themselves and act as role models towards our internal and external stakeholders at all times.

This document is divided into two sections: The Company Policies and the Company Guiding Principles. The first part describes the imperative requirements for RiskPoint Group to run our business according to our market and regulatory requirements. The second part sets out our Company philosophy and expected behaviors according to our Company culture, values and philosophy.

This Code of Conduct is not meant to provide detailed instructions on every situation you might face but should be your reference point to help guide your decision making. If you are ever in any doubt as to how or whether to proceed with something, speak up and ask for advice.

Non-observance and violation of this Code of Conduct is inconsistent with the Company's business interests which can be viewed by the Company as an act of misconduct and may result in disciplinary action up to and potentially including summary dismissal in the most serious cases.

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PART I - COMPANY POLICIES

1 ANTI-BRIBERY AND CORRUPTION

We have zero tolerance for corruption, including bribery, kickbacks, facilitation payments and fraud. We refuse to accept or retain business through bribery and exercise fairness and transparency in all dealings with business partners.

No one representing the Company may directly or indirectly offer, promise, grant, or authorize the giving of money or anything of value (including travel or hospitality) to someone in order to unduly influence the recipient in the performance of their professional duties or in order to obtain or retain an improper business advantage. We make sure gifts and hospitality always support a clear business objective and are openly disclosed and accurately recorded, of reasonable value, and appropriate to the nature of the business relationship.

We neither ask for, nor accept, improper benefits from others for performance of our duties to the Company.

For more information, see our Anti-Bribery, Corruption and Fraud Policy.

2 ANTI-MONEY LAUNDERING, ANTI-TAX EVASION AND INSIDER TRADING

All employees must be vigilant in order to protect RiskPoint Group from participating in or being used for the purpose of a money laundering transaction or with the purpose of facilitating tax evasion. By knowing who our customers are and making sure that all our financial activities are carried out in ethical and legal ways, we minimize the risk of money laundering or tax evasion transactions occurring. Any suspicious transactions are to be reported in accordance with regulations.

In the course of their duties, employees may become aware of non-public information which could have a material effect on the price or valuation of publicly traded securities. Such “inside information” may include information on a material claim or liability, a material takeover/merger/acquisition/disposal, a significant change in senior management or a material change in the financial performance of another company. Sharing such inside information or trading (or encouraging others to trade) in securities while possessing such inside information is illegal, unethical and is prohibited.

For more information, see our Anti-Money Laundering and Financing of Terrorism Policy.

3 COMPLAINT HANDLING

While it is believed that the vast majority of policyholders will have a positive experience dealing with RiskPoint Group, it is inevitable that some complaints will arise. Where that is the case, complainants should expect to have their complaint dealt with promptly and in a reasonable way. It is therefore important that good procedures are followed to adhere to the requirements set by local regulators as well as given standards set by carriers who delegate complaints handling authority to the RiskPoint Group.

For more information, see our Complaints Handling Procedure.

4 CONFLICTS OF INTEREST

We avoid situations in which our personal interests, or the interests of our family members or others, affect our ability to make business decisions that are in the best interests of the Company. We declare any actual or potential conflict of interest situations to relevant parties so that it can be solved.

For more information see our Conflict of Interest Policy.

5 DATA PROTECTION AND IT SECURITY

We safeguard and take steps to protect the privacy and data of our employees, customers, business partners and others. This includes complying with applicable laws when we process personal data. Personal data is disclosed to third parties only when legitimate grounds to do so have been established and appropriate measures have been taken to protect the information to be transferred.

When accessing, processing and viewing company information, or other information disclosed as part of our day-to-day operations, it is important that such usage is conducted in a confidential manner, and not in violation of this Code of Conduct, our general security policies or applicable law.

For more information, see our Data Protection Policy and IT Policy.

6 SANCTIONS CHECKING

It is vital that we conduct our business in accordance with all relevant international economic or financial sanctions legislation. We shall not in our own right or on behalf of our carriers provide cover, pay any claim or provide benefit hereafter to the extent that the provision of such cover, payment of such claim or provision of such benefit would expose the RiskPoint Group and/or our carriers to any sanction, prohibition or restriction under any applicable international or financial sanctions legislation.

For more information see our Sanctions Policy.

7 TREATING CUSTOMERS FAIRLY

We strive to provide qualitative, transparent and accurate information for our customers. It is our policy to attempt to make all correspondence with customers clear, concise, simple, fair and not misleading.

The RiskPoint Groups primary distribution channel is via professional insurance brokers, expressing the needs of the customer. All sales are on a non-advised basis, as the brokers will specify the customer's needs, which RiskPoint Group will try to meet in full or better.

For more information see our Treating Customers Fairly Policy.

8 WHISTLEBLOWER PROTECTION

The RiskPoint Group seeks to conduct its business honestly and with integrity at all times. It encourages all individuals who identify or suspect misconduct or an improper state of affairs to speak up and report their concerns. The RiskPoint Group will seek to protect such individuals from adverse consequences.

If you suspect a person has violated the Code of Conduct, or engaged in other serious misconduct, and you would prefer to file an anonymous report, you may report a concern through the whistleblowing system. The whistleblowing system can be accessed by the Whistleblowing reporting page on our website.

For more information see our Whistleblower Policy.

9 CONFIDENTIALITY

The employee undertakes not to disclose any confidential information to any third party during the execution of their employment agreement, not to use any confidential information for their own purposes or for any third party purposes (whether for financial gain or not). The employee is expected to, spontaneously, or in the absence thereof, at the first request of the Company, return all confidential information to the Company, regardless of the medium in which this confidential information is contained.

These restrictions on use or disclosure of confidential information will continue to be binding the employee should they leave the Company.

RiskPoint Group regards as confidential all details concerning the business, affairs, finances and services of the Company, its parent Company, subsidiaries, and/or associated companies, the identity and details of its clients and all other information about the Company or its business partners on which it relies to compete independently in the market and which has not been made public.

Examples of confidential information include:

- Company business plans
- Company forecasts
- Information relating to product development
- Future business strategy
- Tenders and any price sensitive information
- Information which the Company is obliged to keep confidential as a consequence of its dealings with clients or other third parties
- Customer information and overviews
- Information that has been notified to you as confidential
- This list is not exhaustive.

10 UNFAIR COMPETITION

The employees undertake to abstain both during the execution and after the termination of their employment agreement with RiskPoint Group, from illegitimately obtaining, using or disclosing Company secrets or disclosing secrets related to personal or confidential matters that they could gain knowledge of during the execution of their employment.

Employees are required to refrain from performing or participating in acts of unfair competition.

The following acts are samples of unfair competition related to local RiskPoint Group entities or to RiskPoint Group:

- Use of any RiskPoint Group name or logo for their own personal benefit or for the benefit of any other natural person or business than RiskPoint Group.
- Any act which would confuse clients or providers of RiskPoint Group regarding to the activities of RiskPoint Group.
- Any attempt to induce or encourage one or more RiskPoint Group employees to leave the Company.
- This list is not exhaustive.

PART II - COMPANY GUIDING PRINCIPLES

The second part is setting out our Company philosophy and expected behaviors according to our Company culture, values and philosophy.

11 GIFT & HOSPITALITY

Business gifts and entertainment are common courtesies in many business circles and differ by culture globally. They can, however, also become inappropriate if the gifts or entertainment (i) are in breach of our Anti-Bribery, Corruption and Fraud Policy or (ii) are inappropriate to a professional business relationship or could be regarded as offensive to, or as sexual or other harassment of, the recipient. We all have an obligation to use RiskPoint Group assets and marketing expenditure appropriately, at work and in the course of business travel and entertainment. Generally, exercising good judgement when giving or accepting gifts or entertainment is key.

Employees are required to behave professionally and respectfully to our guests and to other employees at all business entertainment events. We do not engage in or condone any behavior that is offensive, harassing in any form (including sexual harassment), threatening, inappropriate, abusive, bullying or intimidating.

For more information see our Gift & Hospitality Policy and our Anti-Bribery, Corruption and Fraud Policy.

12 ALCOHOL CONSUMPTION & SUBSTANCE ABUSE

1. Entertainment & Alcohol Consumption

The nature of our business and the required people interaction mean that there are opportunities for internal or external, staff, customer, partner entertainment. During such events, or get-togethers, people attending may be offered food and beverages, including alcohol.

When consuming alcohol when on Company business, all employees are expected to behave properly and professionally and to apply the necessary respect to people to make them feel comfortable and welcomed. We pride ourselves on being professionals and at the same time very people minded, which should be evident from all we do and how we act.

2. Possession/Use/Abuse of Controlled Substances

For the purposes of this section of the policy, a "controlled substance" includes illegal drugs and other substances which may impair reasoning or performance when used.

When on Company business (while working and in the course of business travel and staff and business entertainment), any use, sale or distribution of controlled substances is prohibited and will trigger disciplinary action.

Where required or mandated and where the controlled substance is an illegal drug, any infringement of this policy will be reported to the police. Such violations may be regarded by the Company as gross misconduct.

To avoid any doubt, this policy does not prohibit the legal and proper possession and use of controlled substances prescribed by a physician, dentist, psychiatrist or other person licensed to sell or distribute controlled substances.

3. Drug/Alcohol Addiction

If you have or suspect that you may have a substance abuse or alcohol problem, you are encouraged to come forward and seek help. It is the Company's policy to ensure that any member of staff who informs the Company that they have such problems will be treated sensitively and the matter will be dealt with in confidence, subject to applicable legal requirements.

Where it is discovered that you have an alcohol or substance abuse problem which is supported by medical evidence, the Company will consider offering you support and assistance, with a view to encouraging you to overcome the alcohol or substance abuse problem and resume a substance abuse-free lifestyle and productive work performance.

13 SMOKING

Smoking (including “vaping”) is not permitted on any Company premises. The smoking policy ensures that employees in connection with their work are not exposed to passive smoking against their will.

14 DRESS CODE & APPEARANCE

Employees’ appearance, conduct and the impression they make on colleagues and business contacts should be appropriate for the Company industry at all times. If the employee has contact with clients, potential clients, brokers or agents, they should be especially aware of the need to present an image consistent with their expectations of a successful and professionally run business.

The employee should at all times wear suitable business attire, reflecting local practice and custom and the situation or venue. It is the employee’s responsibility to ensure that appearance remains reasonable in any all circumstances.

15 BUSINESS TRAVEL & EXPENSES

1. Philosophy

It is expected that the employee will treat the Company “money” with due care, and act in a responsible manner when it comes to business expenses. The Company will not impose particular financial nor particular conditions to be strictly respected by type of expense but will expect the employee to incur business expenses deemed to be considered “reasonable” for the needs of the business.

2. Corporate Credit Card

For all fulltime employees, a Company credit card (MasterCard) will be provided. All payments/bookings should be bought using the credit card provided by the Company unless not possible or practical to do so. The Company credit card is issued in the respective employee’s name, and is personal to that employee only. Employees having been issued with a Company credit card must not use the card for personal use. If by an error a Company credit card is used for private use, it should be reported to the Finance department and arrangements made to reimburse the Company. Employees should make all reasonable efforts to safeguard the Company credit card and its pin from inappropriate misuse. Card loss or potential perceived fraud must be immediately reported to the Finance department.

3. Business Travel

The Company will pay the reasonable costs of necessary travel for business purposes subject to submission of the justifying documents related to such expenses.

The following do not count as business travel:

- Travel between home and permanent workplace (commute)
- Other travel which is primarily for private purposes

All trips, abroad or domestic, are subject to approval ideally in advance by the employee’s country and/or Line Manager. Expense receipts, after approval, have to be submitted to the Finance department via the Expense Management application.

4. Business Expenses

Legitimate business expenses may be claimed in accordance with Company guidelines and employment contractual agreements. They must be submitted on the appropriate expense claim form or through the Expense Management application, accompanied by relevant justifying documents related to such expenses. Any outstanding expenses must be reported within 30 (thirty) calendar days following the end of the employment relationship.

The Company reserves the right to require reimbursement of expenses charged to the Company credit card or to refuse to reimburse an employee for expenses paid by the employee where, taking into account their nature or amount, such expenses (i) were manifestly unreasonable, (ii) were for personal use or (iii) required the prior approval of the Company or a relevant Line Manager where such approval was refused. Where any non-compliance has resulted in loss or cost to the Company, the Company may require reimbursement by the employee/refuse to reimburse the employee for any expenses that have not been submitted in accordance with the Company guidelines/practices or time periods.

Any amount paid as a reimbursement of business expenses shall not be considered part of the employee's remuneration.

16 REMOTE & HOME WORKING

1. Purpose

The purpose of the guidelines concerning working from a remote location (including home) in RiskPoint Group is an agile working environment, which ties into and supports our culture. The need for flexibility is recognized, especially in a business growing internationally and in a competitive market. At the same time we do have a need to regularly be physically together in the office, as we are a fast developing Company where the greatest asset is our employees, thus making culture a key priority and foundation for future success.

2. What is Remote Working?

Remote working is an opportunity for the individual employees to work from home or from another location than their regular RiskPoint Group office. This flexibility remains at all times subject to Company, functional, operational and managerial needs.

3. Who can work from a Remote Location?

Employees whose function make this possible while ensuring a good operational efficiency. Some functions, by their nature, do require daily or highly regular physical presence in the office.

4. When can we work from a Remote Location?

- When the nature of the role, the functioning of the team and the organization of the department allow it.
- It always has to be done with the prior agreement of the managers. The managers can approve one-off or ad hoc arrangements or a longer term/regular arrangement. The manager can at any time request that the employee meet physically in the office on a day that was already scheduled for home work, if the manager considers such presence is needed to fulfill the Company's operational or other business needs. They will clearly communicate expectations towards employees in that respect.
- Cultural aspects, teamwork & human contacts are part of our core Company values. Therefore, keeping regular contact with each other in the office is recognized as a key element in our Company culture. All technology available, how efficient it may be, cannot fully replace the regular communication & flow of information between people present in the same premises.

- Remote work should be done in agreement between employee and manager and practice might differ from country to country and from individual to individual according to the local needs and benchmark practices and the needs and role of that individual.
- Some RiskPoint Group locations might introduce some “free seating/hot desks” systems in their offices, so as to allow flexible resourcing and regular hosting of “floating roles” across locations (e.g. visitors/F&O/Renewable/M&A/Group/international roles).

5. The work place at Home

- Internet Connection
 - Working from home is subject to the employee having sufficient internet connection to conduct the work at hand, access relevant systems, hold virtual meetings, etc. Where previously agreed with the Line Manager, RiskPoint Group will compensate the employee for any additional expenses incurred to enable the employee to have sufficient internet access. Such compensation may be taxed through payroll as benefit in kind according to local regulations applicable. Grant of specific internet Company-paid subscription for home or remote work must be requested separately by the employee to their Manager and inform Human Resources. Home/remote-work frequency, business travel frequency and local benchmark practice will be taken into account in the decision. In case of grant, those costs will be reimbursed via the means of the expense report.
- Work Equipment
 - Depending on how often the employee is working from home, RiskPoint Group may, with the prior approval of the Line Manager, make relevant IT equipment available (screens, laptops, docks etc.) for use by the employee at home or other remote working location. IT Policy guidelines will apply for the eligibility and use of such equipment. Provision of such equipment may be taxed through payroll as benefit in kind depending on the local regulations applicable. The employee's laptop, IT-related devices (printers, screens, dock-in stations) and other mobile devices or equipment provided by the Company are the Company's property and may only be used by the Company's employees.
- Data Protection and IT-Security Compliance
 - When working remotely/from home, the procedures and policies issued by RiskPoint Group apply as if the employee was present in the office.
- Well-Being & Health
 - RiskPoint Group cannot supervise the home or other remote working environment of the employee. Hence employees are required to inform their manager of any problems linked to working remotely/from home within 2 business days of identifying any issue.

Some separate guidance is put at the disposal of people managers and employees to help them determine in full fairness the suitability for working from a remote location/home.

RELATED DOCUMENTS

This Code of Conduct should be read in conjunction with the following policies and procedures:

- Anti-Bribery, Corruption and Fraud Policy
- Anti-Money Laundering and Financing of Terrorism Policy
- Complaints Handling Procedure
- Conflict of Interest Policy
- Data Protection Policy
- IT Policy
- Sanctions Policy
- Treating Customers Fairly Policy
- Whistleblower Policy
- Gift & Hospitality Policy

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