

# Diligent Corporation Business Code of Conduct and Ethics

Version	9
Date of last review	5 September 2024
Document Owner(s) and Approver(s)	Avi Dadone, Chief People Officer Warren Allen, Senior Vice President & General Counsel
Document reviewers	Avi Dadone, Chief People Officer Jenn Giangrande, Vice President Human Resources Nicole Baker, Vice President Human Resources Operations Nicole Jude, Vice President Human Resources Allyson Larkin, Senior HR Operations Analyst Beth Gidez, Associate General Counsel Christina Alabi, Associate General Counsel

## Table of Contents

Introduction .....	3
Dissemination and Amendment .....	3
Compliance with Laws, Rules and Regulations .....	3
Compliance with Company Policies .....	4
Conflicts of Interest .....	4
Accessing Customer Data .....	6
Insider Trading .....	6
Solicitation and Distribution .....	6
Antitrust and Fair Competition .....	6
Confidentiality .....	7
Honest and Ethical Conduct and Fair Dealing .....	8
Actions Constituting Fraud .....	8
Anti-Bribery and Anti-Corruption .....	9
Gifts and Favors .....	9
Accuracy of Books and Records and Public Reports .....	10
Concerns Regarding Accounting or Auditing Matters .....	10
Dealings with Independent Auditors .....	10
Media Contacts or Requests from Third Parties .....	11
Reporting and Compliance Procedures .....	11
Anti-Retaliation .....	11
Bullying and Harassment Policy .....	12
Drug and Alcohol Policy .....	12
Weapons .....	12
Violence in the Workplace .....	13
Dating .....	14
Dress Code and Appearance .....	14
Attendance .....	14
Anti-Trafficking Policy .....	15
Equal Employment Opportunity Policy .....	17



## Introduction

This Business Code of Conduct and Ethics (the “Code”) sets forth standards of conduct for employees, officers and directors of Diligent Corporation and its affiliates and subsidiaries (the “Company”). This Code is intended to deter wrongdoing and promote the conduct of all Company business in accordance with high standards of integrity and in compliance with all applicable laws and regulations.

If you have any questions regarding this Code or how it applies to you in any situation, you should contact your manager, HR Business Partner, the Chief Legal and Administrative Officer, General Counsel, or the Legal Department at [legal@diligent.com](mailto:legal@diligent.com).

## Dissemination and Amendment

This Code shall be distributed to each new employee, officer, consultant and director of the Company upon commencement of their employment or other relationship with the Company and shall also be distributed annually to each employee, officer, consultant and director of the Company, and each employee, officer, consultant and director shall certify that they have received, read and understood the Code and have complied with its terms.

The Company reserves the right to amend, alter or terminate this Code at any time for any reason. The most current version of this Code can be found within PolicyManager.

This Code is not an employment contract between the Company and any of its employees, officers, consultants or directors.

## Compliance with Laws, Rules and Regulations

The Company requires that all employees, officers, consultants, directors or any third-party doing business on behalf of the Company (“personnel”) comply with all laws, rules and regulations applicable to the Company wherever it does business. You are expected to use good judgment and common sense in seeking to comply with all applicable laws, rules and regulations and to ask for advice when you are uncertain about them.

If you become aware of the violation of any law, rule or regulation by the Company, whether by its personnel, it is your responsibility to promptly report the matter to your manager, HR Business Partner, the Chief Legal and Administrative Officer, General Counsel, or the Legal Department at [legal@diligent.com](mailto:legal@diligent.com).

Where permitted by law, personnel must report criminal convictions incurred during employment with the Company. Diligent will act on such reports (if any) in a manner consistent with applicable law.

Nothing in this Code prohibits you from reporting any illegal activity, including any violation of the securities laws, antitrust laws, environmental laws or any other federal, state or foreign



law, rule or regulation, to the appropriate regulatory authority. This Code should not be construed to prohibit you from testifying, participating or otherwise assisting in any state or federal administrative, judicial or legislative proceeding or investigation.

#### Anti-Retaliation

Personnel shall not discharge, threaten, harass or in any other manner discriminate or retaliate against a person because they report any such violation. However, if the report was made with knowledge that it was false, the Company may take appropriate disciplinary action up to and including termination.

### Compliance with Company Policies

Personnel is expected to comply with all Company policies and rules as in effect from time to time. You are expected to familiarize yourself with such policies.

### Conflicts of Interest

Personnel must act in the best interests of the Company. You must refrain from engaging in any activity or having a personal interest that presents a “conflict of interest” and should seek to avoid even the appearance of a conflict of interest.

A conflict of interest occurs when your personal interest interferes with the interests of the Company. A conflict of interest can arise whenever you take action or have an interest that prevents you from performing your Company duties and responsibilities honestly, objectively and effectively.

For example:

- Personnel should not perform services as an employee, officer, director, consultant, advisor or in any other capacity for a competitor of the Company, other than services performed at the request of the Company;
- Personnel should not have a financial interest in a competitor of the Company, other than a financial interest representing less than one percent (1%) of the outstanding shares of a publicly-held company; and
- Personnel should not use their position with the Company to influence a transaction with a supplier or customer in which such person has any personal interest, other than a financial interest representing less than one percent (1%) of the outstanding shares of a publicly-held company.

It is your responsibility to disclose any transaction or relationship that reasonably could be expected to give rise to a conflict of interest to the Chief Legal/Administrative Officer, General Counsel, or Legal Department, or, if you are an executive officer or director, to the Board of Directors, who shall be responsible for determining whether such transaction or relationship constitutes a conflict of interest.

Personnel must not:

- perform services as a consultant, employee, officer, director, advisor or in any other capacity, or permit any close relative to perform services as an officer or director, for a significant customer, significant supplier or competitor of the Company, other than at the request of the Company;
- have, or permit any close relative to have, a financial interest in a significant supplier or significant customer of the Company, other than an investment representing less than one percent (1%) of the outstanding shares of a publicly-held company or less than five percent (5%) of the outstanding shares of a privately-held company;
- have, or permit any close relative to have, a financial interest in a competitor of the Company, other than an investment representing less than one percent (1%) of the outstanding shares of a publicly-held company;
- supervise, review or influence the job evaluation or compensation of a member of their immediate family; or
- engage in any other activity or have any other interest that the Board of Directors of the Company determines to constitute a conflict of interest.
- use their position with the Company to influence any decision of the Company relating to a contract or transaction with a supplier or customer of the Company if the Personnel or close relative:
  - performs services as a consultant, employee, officer, director, advisor or in any other capacity for such supplier or customer; or
  - has a financial interest in such supplier or customer, other than an investment representing less than one percent (1%) of the outstanding shares of a publicly-held company.
- supervise, review or influence the job evaluation or compensation of a member of their immediate family; or
- engage in any other activity or have any other interest that the Board of Directors of the Company determines to constitute a conflict of interest.

A “**close relative**” means a spouse, dependent child or any other relative living in the same home with Personnel.

“**Immediate family**” means a close relative and a parent, sibling, child, mother- or father-in-law, son- or daughter-in-law or brother- or sister-in-law.

It is your responsibility to disclose any transaction or relationship that reasonably could be expected to give rise to a conflict of interest to the Legal Department or, if you are an executive officer or director, to the Board of Directors, who shall be responsible for determining whether such transaction or relationship constitutes a conflict of interest.



## Accessing Customer Data

The Company's products enable customers of the Company to store and access personal or business information ("**Customer Data**") on websites maintained by the Company in an encrypted format. Personnel are not permitted to (a) access Customer Data in unencrypted formats or (b) disclose or store Customer Data unless (i) the customer has requested the Company do so in writing and (ii) an authorized person at the Company has granted the officer, director or employee, in writing, the right to access the Customer Data in unencrypted format or disclose or store such information. The policies of Insider Trading and Confidentiality, described below, apply to all Customer Data. There may be additional rules regarding handling of Customer Data that apply to specific products that the Company provides that are not contained herein.

## Insider Trading

Personnel who have material non-public information about the Company or other companies, including our suppliers and customers, because of their relationship with the Company are prohibited by law and Company policy from trading in securities of the Company or such other companies, as well as from communicating such information to others who might trade on the basis of that information.

If you are uncertain about the constraints on your purchase or sale of any Company securities or the securities of any other company that you are familiar with by virtue of your relationship with the Company, you should consult with the Legal Department before making any such purchase or sale.

## Solicitation and Distribution

Persons who are not employed by the Company are prohibited from soliciting and from distributing unauthorized literature or other materials, for any purpose and at any time, within the Company's buildings or property. Employees are also prohibited from soliciting and from distributing unauthorized literature or other materials on behalf of non-employees.

## Antitrust and Fair Competition

Diligent is committed to strict observance of the competition and antitrust laws of the countries in which it does business and to the avoidance of any conduct that could be considered illegal.

Agreements or arrangements may be found illegal even if they are not made in writing, since the conduct of the party involved can be sufficient to establish that a violation occurred. Consequently, we must not take part in any formal or informal discussions, agreements, arrangements, projects or accords with current or potential competitors related to pricing, terms of sale or bids, division of markets, allocation of customers or any other activity that restrains or could restrain free and open competition. The courts may impose large fines and, in certain circumstances, lengthy prison terms for violations of antitrust laws, and these penalties may be imposed on both employees and companies. In view of the serious legal



consequences, at both the civil and criminal levels, to which such violations could expose the Company, the Company will take any steps that may reasonably be warranted against employees who violate these laws. Ignorance, good faith or the argument that time did not permit the advice of the Legal Department to be sought will not be accepted as an excuse. All questions in the competition/antitrust area should be submitted to the Legal Department before any action is taken.

## Confidentiality

Personnel must maintain the confidentiality of confidential information entrusted to them by the Company or other companies, including our suppliers and customers, except when disclosure is authorized by a supervisor or legally permitted in connection with reporting illegal activity to the appropriate regulatory authority. Unauthorized disclosure of any confidential information is prohibited.

Additionally, Personnel should take appropriate precautions to ensure that confidential or sensitive business information, whether it is proprietary to the Company or another company, is not communicated within the Company except to employees who have a need to know such information to perform their responsibilities for the Company.

Third parties may ask you for information concerning the Company. Subject to the exceptions noted in the preceding paragraph, Personnel must not discuss internal Company matters with, or disseminate internal Company information to, anyone outside the Company, except as required in the performance of their Company duties and, if appropriate, after a confidentiality agreement is in place. This prohibition applies particularly to inquiries concerning the Company from the media, market professionals (such as securities analysts, institutional investors, investment advisers, brokers and dealers) and security holders. All responses to inquiries on behalf of the Company must be made only by the Company's authorized spokespersons. If you receive any inquiries of this nature, you must decline to comment and refer the inquirer to your supervisor or one of the Company's authorized spokespersons.

You also must abide by any lawful obligations that you have to your former employer. These obligations may include restrictions on the use and disclosure of confidential information, restrictions on the solicitation of former colleagues to work at the Company and non-competition obligations.

## Honest and Ethical Conduct and Fair Dealing

Personnel should endeavor to deal honestly, ethically and fairly with the Company's suppliers, customers, competitors and employees.

Statements regarding the Company's products and services must not be untrue, misleading, deceptive or fraudulent. You must not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice.

The Company is committed to the highest standards of moral and ethical behavior by its



employees, management team, and others involved with the organization. The Company prohibits dishonest and/or fraudulent activity and fraudulent activities must be reported to Company management.

This applies to any fraud, or suspected fraud, involving employees as well as shareholders, consultants, vendors, contractors, outside agencies doing business with employees of such agencies, and/or any other parties with a business relationship with the Company.

Fraud is defined as the intentional, false representation or concealment of a material fact for the purpose of inducing another to act upon it to their injury. Each member of the management team will be familiar with the types of improprieties that might occur within their area of responsibility and be alert for any indication of irregularity.

Any fraud that is detected or suspected must be reported pursuant to the reporting procedures.

## Actions Constituting Fraud

The term fraud includes but is not limited to:

- Any dishonest or fraudulent act
- Forgery or alteration of any document or account belonging to the Company
- Forgery or alteration of a check, bank draft, or any other financial document
- Misappropriation of funds, securities, supplies, or other assets
- Impropriety in the handling or reporting of money or financial transactions
- Profiteering because of insider knowledge of company activities; and/or
- Any similar or related inappropriate conduct

## Anti-Bribery and Anti-Corruption

The Company strictly prohibits bribes, kickbacks, or any other form of improper payment, direct or indirect, to any representative of government, labor union, client, or supplier to obtain or maintain business, some other commercial benefit, or government action. The Company also prohibits working with vendors or other third parties who divert funds for any corrupt practices, such as bribery, kickbacks, or improper payments.

It is the Company's policy that no employee, officer, consultant or director may make a payment to foreign officials for the purpose of facilitating or expediting routine government action. The Company prohibits making these payments, directly or indirectly (through others), regardless of whether such payments are customary, nominal in amount, or permitted by local law.

## Protection and Proper Use of Corporate Assets

Personnel should seek to protect the Company's assets, including proprietary information.





Theft, carelessness and waste have a direct impact on the Company's financial performance. Personnel must use the Company's assets and services solely for legitimate business purposes of the Company and not for any personal benefit or the personal benefit of anyone else.

Personnel must advance the Company's legitimate interests when the opportunity to do so arises. You must not take for yourself personal opportunities that are discovered through your position with the Company or the use of property or information of the Company.

## Gifts and Favors

No employee shall solicit or accept for personal use, or for the use of others, any gift, favor, loan, gratuity, reward, promise of future employment, or any other thing of monetary value that might influence, or appear to influence, the judgment or conduct of the employee in the performance of their job.

Employees can accept occasional unsolicited courtesy gifts or favors (such as business lunches, tickets to sporting events or cultural events, holiday baskets, flowers, etc.) so long as the gifts or favors have a market value under \$250 (or local currency equivalent), are customary in the industry, and do not influence or appear to influence the judgment or conduct of the employee.

With the approval of an ELT Leader, employees may provide unsolicited courtesy gifts or favors so long as the gifts or favors have a market value under \$250 (or local currency equivalent), are customary in the industry, and do not influence or appear to influence the judgment or conduct of the customers or prospective customers. Otherwise, employees are not to give, offer or promise directly or indirectly anything of value to any representative of a customer, a potential customer, a vendor or potential vendor, financial institution or potential financial institution with whom the Company has or may have a business relationship.

Please discuss any exceptions to this amount with the Legal Department.

## Accuracy of Books and Records and Public Reports

Personnel must honestly and accurately report all business transactions. You are responsible for the accuracy of your records and reports. Accurate information is essential to the Company's ability to meet legal and regulatory obligations.

All Company books, records and accounts shall be maintained in accordance with all applicable regulations and standards and accurately reflect the true nature of the transactions they record. The financial statements of the Company shall conform to generally accepted accounting rules and the Company's accounting policies. No undisclosed or unrecorded account or fund shall be established for any purpose. No false or misleading entries shall be made in the Company's books or records for any reason, and no disbursement of corporate funds or other corporate property shall be made without adequate supporting documentation.



It is the policy of the Company to provide full, fair, accurate, timely and understandable disclosure in reports and documents filed with, or submitted to, the Securities and Exchange Commission and in other public communications.

### Concerns Regarding Accounting or Auditing Matters

If concerns arise regarding questionable accounting or auditing matters or complaints regarding accounting, internal accounting controls or auditing matters, personnel may confidentially, and anonymously if they wish, submit such concerns by following the procedures outlined in the Diligent Whistleblower Policy.

### Dealings with Independent Auditors

Personnel should not, directly or indirectly, make or cause to be made a materially false or misleading statement to an accountant in connection with (or omit to state, or cause another person to omit to state, any material fact necessary in order to make statements made, in light of the circumstances under which such statements were made, not misleading to, an accountant in connection with) any audit, review or examination of the Company's financial statements or the preparation or filing of any document or report with the SEC. Personnel should not, directly or indirectly, take any action to coerce, manipulate, mislead or fraudulently influence any independent public or certified public accountant engaged in the performance of an audit or review of the Company's financial statements.

### Media Contacts or Requests from Third Parties

No personal details of staff members or Directors (telephone numbers, email addresses, etc.) may be given. Direct all media requests to the Marketing Department [marketing@diligent.com](mailto:marketing@diligent.com)

### Reporting and Compliance Procedures

Personnel has the responsibility to ask questions, seek guidance, report suspected violations and express concerns regarding compliance with this Code to the HR and Legal Departments. Any manager who receives a report of a violation of this Code must immediately inform the Legal Department. Please see the Diligent Whistleblower Policy for detailed information on reporting procedures.

### Anti-Retaliation

The Company will not discipline, discriminate against or retaliate against any employee who reports a complaint or concern.

You may report violations of this Code to the Legal Department.

An employee may report complaints confidentially and anonymously by accessing the Company's third-party confidential incident reporting [website \(https://diligent.ethicspoint.com\)](https://diligent.ethicspoint.com)



or contacting the Company's hotline at the applicable number on the website for your country.

Personnel is expected to cooperate fully with any inquiry or investigation by the Company regarding an alleged violation of this Code. Failure to cooperate with any such inquiry or investigation may result in disciplinary action, up to and including discharge.

The Company shall determine whether violations of this Code have occurred and, if so, shall determine the disciplinary measures to be taken against any employee who has violated this Code. Any disputes regarding a determination of whether a Code violation has occurred, or subsequent disciplinary measures taken, may be directed to the Chief Legal/ Administrative Officer and/or General Counsel, who will be deemed the final arbiter of any such dispute. In the event that the alleged violation involves an executive officer or a director, the Chief Executive Officer and the Board of Directors, respectively, shall determine whether a violation of this Code has occurred and, if so, shall determine the disciplinary measures to be taken against such executive officer or director.

Failure to comply with the standards outlined in this Code will result in disciplinary action up to termination. Certain violations of this Code may require the Company to refer the matter to the appropriate governmental or regulatory authorities for investigation or prosecution. Moreover, any supervisor who directs or approves of any conduct in violation of this Code, or who has knowledge of such conduct and does not immediately report it, also will be subject to disciplinary action, up to and including discharge.

## Bullying and Harassment Policy

It is the policy of the Company to maintain a working environment that encourages mutual respect and promotes respectful and congenial relationships between employees that is free from all forms of bullying and harassment by anyone, including managers, co-workers, vendors, contractors or customers. Bullying and harassment, even when not unlawful or directed at a protected category, is expressly prohibited and will not be tolerated by the Company. Accordingly, Company management is committed to addressing complaints of bullying, harassment, sexual harassment and discrimination at all levels within the Company. Any employee who feels harassed or discriminated against must immediately report the conduct to your HR Business Partner or the channel outlined above in the Reporting & Compliance Procedures section.

## Drug and Alcohol Policy

The consumption of alcohol on business premises and offsite during working hours is permitted only at official functions and only with the approval of Management. Employees are expected to consume alcohol responsibly.

Smoking or vaping is not allowed inside any business building or in any business vehicle or in the presence of customers.

The use or consumption of drugs is not permitted. This also applies to any employee believed to be buying or selling drugs, or in possession of prescription drugs without a prescription or illegal drugs.



Drinking at a company sponsored group event will only be approved for reimbursement up until 10 p.m. and within the framework of the expense policy. Those who are hosting a company-sponsored event may only submit for reimbursement up until this stated time unless otherwise approved by a member of the Executive team.

## Weapons

It is the intent of the Company to provide a safe and secure workplace for employees, clients, customers of clients, visitors and others with whom we do business. The Company has “zero tolerance” for, and expressly forbids the possession of, while on Company property, any type of weapon, firearm, explosive and/or ammunition. For purposes of this policy, Company property includes, but is not limited to, all Company facilities, Company-provided parking areas and vehicles and equipment that are either leased or owned by the Company or a Company client. In addition, the Company strictly prohibits the carrying or possession of any weapon in a parking facility or parking area, including in employee-owned vehicles parked on Company property.

The possession of firearms or other weapons on Company property may be cause for discipline, including, but not limited to, immediate termination of employment. In enforcing this policy, the Company reserves the right to request inspections of any employee and their personal effects while on Company property, to the extent allowable under applicable law. Any employee who refuses to allow such an inspection will be subject to the same disciplinary action as having been found in possession of firearms or other weapons.

Employees within the Company share the responsibility of identifying violators of this policy. An employee who either witnesses or suspects another individual of violating this policy should immediately report this information to their onsite manager.

## Violence in the Workplace

It is the intent of the Company to provide a safe workplace for employees and to provide a comfortable and secure atmosphere for customers and others with whom we do business. The Company has zero tolerance for violent acts or threats of violence.

The Company expects all employees to conduct themselves in a non-threatening, non-abusive manner at all times. No direct, conditional or veiled threat of harm to any employee or Company property will be acceptable. Diligent does not tolerate any act of violence or intimidation of others. Any employee who commits or threatens to commit a violent act against any person while on Company premises will be subject to immediate discharge. If an employee, while engaged in Company business off the premises, commits or threatens to commit a violent act, that employee will be subject to immediate discharge.

Employees within the Company share the responsibility in identifying and alleviating threatening or violent behaviors. Any employee who is subjected to or threatened with violence, or who is aware of another individual who has been subjected to or threatened with violence, should immediately report this information to his/her manager or a member of



management or Human Resources. Employees must assume that any threat is serious. If you as an individual feel threatened and need protection, do not hesitate to report the situation to a manager. Any threat reported to a manager should be brought to the attention of management and Human Resources. The Company will thoroughly investigate all reports.

The Company's prohibition against threats and acts of violence applies to all Personnel. Violations of this policy by any individual on Company property will lead to disciplinary action, up to and including termination and/or legal action as appropriate.

## Dating

The Company has adopted this policy in recognition of its responsibility to provide guidelines on romantic and sexual relationships with other employees and to caution employees about the potential problems posed by such relationships. These problems include conflicts of interest, interference with the productivity of co-workers, and potential charges of sexual harassment. They can be particularly serious in situations in which one person has a position of authority over the other, such as in a manager-subordinate relationship.

The Company does not prohibit consensual romantic relationships between employees, but they are permitted subject to the following guidance:

- The Company does not permit managers and directors to engage in romantic or sexual relationships with subordinates;
- Managers and directors are required to take steps to resolve any actual or potential conflict of interest or impropriety created by the relationship, as well as the appearance of such conflict of interest such as the perception of favoritism; and
- All employees must avoid romantic or sexual relationships with other employees that create conflicts of interest, potential charges of sexual harassment, or discord or distractions that interfere with other employees' productivity.

Failure to make required disclosures or comply with a recommendation to resolve a conflict with this policy can result in discipline up to and including termination.

## Dress Code and Appearance

As an employee of the Company, we expect you to present a clean and professional appearance when you represent us, whether you are in or outside of the office. You are, therefore, required to dress in appropriate attire and to behave in a professional, business-like manner.

The current Company dress code is business casual. Please keep in mind, however, that the Company is a professional business office, where clients and others often visit. Generally, clean, neat clothing is acceptable. However, torn jeans or other torn clothing and tee shirts with inappropriate verbiage or pictures are not appropriate casual attire. As always, please use common sense in your choice of attire.

## Attendance

It is important for employees to report to work on time and to avoid unnecessary absences. The Company recognizes that illness or other circumstances beyond your control may cause you to be absent from work from time to time. However, frequent absenteeism or tardiness may result in disciplinary action, up to and including termination. Excessive absenteeism or frequent tardiness puts an unnecessary strain on your co-workers and can have a negative impact on the success of the Company.

In case of illness or other emergency that will delay or prevent your reporting to work, you must notify your manager as soon as reasonably practicable, but within the first thirty (30) minutes of your work shift each day of your absence, unless you are granted leave of absence. In the event of a sickness or accident while performing your duties, notify your manager immediately. If your manager is not available, you must notify the next highest level of management.

## Anti-Trafficking Policy

This Anti-Trafficking Policy reflects the Company's strong condemnation of the practice of human trafficking. Diligent prohibits all Personnel from engaging in human trafficking and related activities. In particular, Diligent and Personnel must not:

- (a) Engage in severe forms of trafficking in persons;
- (b) Procure commercial sex acts;
- (c) Use forced labor;
- (d) Destroy, conceal, confiscate or otherwise deny employees access to identity or immigration documentation, such as passports or drivers' licenses; or
- (e) Engage in misleading/fraudulent practices during recruitment of employees or in offering employment, such as by failing to disclose key terms and conditions of employment like wages, benefits, the location of work, living conditions, housing, or significant costs;
- (f) Use recruiters who do not comply with local labor laws or who charge recruiting fees to employees;
- (g) fail to provide return transportation or pay the reasonable cost of return transportation upon the end of employment for employees who are brought to a country to perform services for Diligent; or
- (h) fail to provide or arrange for housing that fails to meet the host country housing and safety standards, if Diligent provides housing to employees.

Further, where applicable and if required to do so by law or contract, a Diligent Representative must provide an employment contract, recruitment agreement or other required work document in writing at least five days before an employee relocates. Such an employment contract needs to be in a language the employee understands and shall contain details about work description, wages, the prohibition on charging recruitment fees, work



location(s), living accommodations and associated costs, time off, roundtrip transportation arrangements, grievance process, and the content of applicable laws and regulations that prohibit trafficking in persons.

Penalties for a Diligent Representative's noncompliance with this Policy may include removal from assigned work projects, and termination of employment. Diligent also has regulatory and contractual obligations to notify appropriate regulatory bodies of any credible information regarding alleged violations of this Policy by a Diligent Representative. Any Diligent Representative who becomes aware of a breach of this Policy must notify the Diligent Legal Department immediately and must cooperate fully with related investigations. No Diligent Representative shall be retaliated against for reporting a violation of this Policy in good faith.



## Equal Employment Opportunity Policy

The Company is committed to providing a non-discriminatory employment environment for its employees. The policy of the Company is to fully comply with applicable jurisdictional laws, rules and regulations in the area of non-discrimination in employment.

Discrimination against employees and applicants due to race, color, religion, sex (including sexual harassment), gender identity, national origin, disability, age (40 years or older), military and veteran status is prohibited. Violations of this policy will be subject to discipline, up to and including termination. Equal employment opportunity and non-discriminatory commitments include, but are not limited to, the areas of hiring, promotion, demotion or transfer, recruitment, discipline, layoff or termination, rate of compensation and company sponsored training. All employees are expected to comply with this Equal Employment Opportunity Policy.

Managers and supervisors who are responsible for meeting business objectives are expected to cooperate fully in meeting Diligent Corporation's equal employment opportunity objectives. Any employee who believes they have been discriminated against must immediately report any incident to the company's Human Resources Department. The company will not tolerate retaliation against any employee who reports acts of discrimination or provides information in connection with any such complaint. If you have any questions regarding this policy, please contact Avigail Dadone, Chief People Officer at [adadone@diligent.com](mailto:adadone@diligent.com).

[Remainder of page intentionally left blank]





## CERTIFICATION

I, \_\_\_\_\_ do hereby certify that:  
(Print Name Above)

1. I have received and carefully read the Code of Business Conduct and Ethics of the Company
2. I understand the Code of Business Conduct and Ethics.
3. I have complied and will continue to comply with the terms of the Code of Business Conduct and Ethics.
4. Except as noted below, I do not know or believe that any employee or representative of the Company has engaged or is engaging in Company-related conduct that violates applicable law or the Code of Business Conduct and Ethics.

Exceptions (describe, or state "None"):

---

---

---

---

---

\_\_\_\_\_  
Date

\_\_\_\_\_  
Signature

**EACH EMPLOYEE, OFFICER, CONSULTANT AND DIRECTOR IS REQUIRED TO SIGN, DATE AND RETURN THIS CERTIFICATION TO THE HUMAN RESOURCES DEPARTMENT WITHIN FIVE (5) DAYS OF ISSUANCE. FAILURE TO DO SO MAY RESULT IN DISCIPLINARY ACTION.**