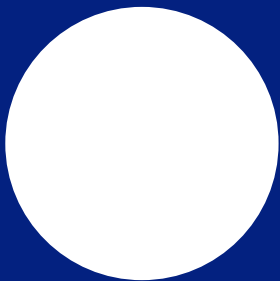


Appier

Appier Global Code of Conduct



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Appier Global Code of Conduct

I. INTRODUCTION

Everyone at Appier is expected to live their professional life in accordance with Appier's Core Values: **Direct Communication**, **Open Mindedness**, and **Ambition**. These Values are the foundation of our unique culture and the spirit behind the standards of business conduct included in this Code.

It is always important to do the right thing. Referring to this Code and following company policies, applicable laws, rules and regulations at all times will help enable employees to make the right choices. Following our core values, this Code describes the basic ethical principles and standards that should guide our actions within Appier. Although it covers a wide range of business practices and procedures, these basic ethical principles and standards cannot and do not cover every issue that may arise, or every situation in which ethical decisions must be made, but rather sets forth key guiding principles that represent Appier policies.

II. DIRECT COMMUNICATION

Direct communication is a critical behavior based on trust and aiming to foster trust. This section articulates the appropriate boundaries and nuances about for which information/ when/ to whom direct communication is appropriate or not, and how to properly manage such situations.

A. Conflict of Interest

Employees are expected to act, from a professional perspective, in Appier's best interests and employees should endeavor to avoid situations that may directly or indirectly create or appear to create a conflict between employees' personal interest and the interests of Appier. Part of Appier's culture is a spirit of direct communication. When employees are open and direct about potential conflicts, it is easier to find a way to minimize the problems.

A conflict of interest is a situation where an opportunity for personal gain is contrary to the company's best interests. It is important to avoid even the appearance of a potential conflict of interest. A conflict of interest may occur in the following cases:

- When employees' personal private interest interferes in any way, or even appears to interfere with the interests of Appier,
- When employees take an action or have an interest that may make it difficult to perform employees' duties objectively and effectively,
- When employees receive improper personal benefits as a result of employees' position within Appier.

If employees believe that they may have a potential conflict of interest, discuss it with their manager and the HR team. Employees may also flag to the dedicated reporting line. It is employees' responsibility to flag it early so that Appier can work with them to review the potential conflict and manage the conflict properly.

1. At Work

While we trust all our employees' professionalism, when family members and people in a romantic relationship interact in the workplace it is easy for it to be perceived as favoritism.

Please be advised to disclose potential conflict of interest early so that Appier can work with employees to review the situation and manage it properly. Addressing these situations proactively can prevent problems.

- A family member is a parent, sibling, spouse, child, in-law, grandparent, grandchild, step-relative, domestic partner, or another person, if they are regularly residing in employees' household.
- For example, if employees' family member or boy/ girlfriend owns or works for a company that does business with Appier, they must disclose this fact. Employees may not manage the relationship with the other company.

2. Outside of Work

All side jobs or personal business activities need to be disclosed to the HR team or the dedicated communication channel for review to ensure there is no potential conflict of interest concern, i.e. the activities that could conflict with Appier's business.

B. Confidential Information Management

1. Company Information

Confidential information generated by and gathered in our business is a key asset of Appier. Many details about how the company operates need to be kept confidential in order for Appier to remain competitive.

Employees may have access to information that is private to Appier and has not been made public and they are responsible for safeguarding all confidential and sensitive data such as:

- Business plans or strategies
- Financial results
- Product designs and concepts
- Sales goals and marketing plans
- Terms and conditions, rates, or fees offered to particular customers
- Other, non-public information that might be of use to competitors

Protecting this information and keeping it confidential is critical to our continued growth and ability to compete, and all proprietary information should be maintained in strict confidence, except when disclosure is authorized by the Company leadership or specifically required by law. Should employees have any questions, they could raise it to the dedicated communication channel.

Employees should be aware that their obligation to protect Appier's confidential information continues even after they stop working at Appier.

2. Third Parties' and Previous Employers' Information

In some cases, employees may be responsible for protecting information that belongs to other people or companies. In the course of doing business, sometimes employees will learn confidential information about customers, suppliers, and other business partners. Protecting the data of these third parties is one of our important responsibilities. Appier respects and protects privacy of internet users in compliance with all applicable laws, rules, and regulations.

Appier takes privacy very seriously. If employees have any doubts or questions about privacy or information management, they should contact the dedicated communication channel. In addition, when a new team member joins Appier, employees have to respect that this person cannot share confidential information about previous employers. Similarly, employees would still be responsible for protecting Appier's information if they left Appier.

3. Employee Personal Information

The personal information provided to Appier must be protected. If employees' job enables them to have access to personal information regarding other employees, including but not limited to home addresses, emergency contacts, medical information, and any other personal identification information, they are responsible for helping to protect it. That means using the information only for legitimate business purposes with explicit consent, and not sharing it with anyone who does not have a work-related need to see it. If employees have any doubts or questions about employee personal information, they should contact the HR team.

C. External Communications

Appier has a direct communication culture yet communicating consistent and accurate information to the public responsibly is vital to Appier's image and is required to meet regulatory and legal obligations.

Employees should not speak on behalf of Appier unless they have been explicitly authorized to do so. Should they have inquiries from investors or the investment community, please consult the IR team. Should they be approached for interviews or comments by any third parties, immediately refer such inquiries to the PR team.

1. Investors and Media

All inquiries from the media must be directed to the PR team. Similarly, inquiries from investors or the investment community must always be directed to the IR team.

2. Social Media

The internet is a public place, so handle yourself accordingly. Employees should apply their best judgment to avoid these situations and be aware that they can be held personally liable for commentary that is considered defamatory, obscene, proprietary or libelous by any offended party, not just Appier. Here are some guidelines for reference:

- Protect Appier's proprietary information.
- Do not comment on legal matters, trade secrets, or disclose confidential information.
- Remember that postings on the internet live forever.
- Employees have no expectation of privacy when they post online and even private comments (oral or written) involving Appier might become public and be interpreted as comments from Appier.
- Check on social media policy for more information.

3. Speaking events

If employees are invited to speak or present at an event, notify the PR team before accepting and have them review and approve any materials they present or discuss.

III. OPEN MINDEDNESS

The essence of open mindedness is to genuinely respect in an inclusive work environment. Diversity and inclusion enables innovation and growth.

A. Diversity & Inclusion

Diversity of opinion, background, and culture makes Appier a more innovative company. Unleashing the potential of a diverse team requires an inclusive workplace. Therefore, employment decisions like hiring, firing, and promoting are never based on legally protected personal characteristics. Appier offers equal opportunities based on merits. While these characteristics may vary by local law, they generally include:

- Race
- Color
- Religion
- Gender
- National origin
- Age
- Medical condition or disability
- Veteran status
- Marital status
- Pregnancy
- Sexual orientation

We live by our “open mindedness” value, we are committed to create an environment where all employees feel a sense of belonging and feel valued for their different perspectives, thoughts and cultures. We strictly forbid any kind of discrimination. Should they have any questions about the principles of diversity and inclusion, they could reach out to the HR team.

B. Harassment

Being conscious of the impact of our actions is very important to create a harassment free work environment. Appier therefore does not tolerate any mistreatment, bullying, or harassment towards fellow colleagues, clients, suppliers, stakeholders, shareholders or any guest of Appier.

Harassment is any unwanted physical, verbal, or non-verbal conduct that has the impact of violating a person's dignity or creating an intimidating, hostile, degrading, humiliating or offensive environment for them. That can range from offensive jokes or comments, slurs, and any act of bullying, or exclusion. It also includes sexual harassment, including unwanted sexual advances, suggestive comments or inappropriate touching. A single incident can amount to harassment.

Unlawful harassment may involve conduct of a sexual nature (sexual harassment), or it may be related to age, disability, gender, marital or civil partner status, pregnancy or maternity, race, color, nationality, ethnic or national origin, religion or belief, sex or sexual orientation. Harassment is unacceptable even if it does not fall within any of these categories. If employees have any questions, please contact the HR team. If they have any concerns, please raise them to the dedicated reporting line.

C. Health & Safety

Working in a risk-free environment is crucial to our employees as well as all our guests. Violence and threats of violence are not acceptable at Appier. The use of illegal drugs and inappropriate or excessive use of alcohol are not permitted in the workplace. If employees have any questions, please contact the HR team. If they have any concerns, please raise them to the dedicated communication channel. If you believe someone is in immediate danger, contact the local authorities right away.

IV. AMBITION

While we have great passion for winning, we are expected to follow the competition laws throughout the world that ensure a level playing field for all businesses.

Appier conducts its business and we expect employees to conduct themselves, in a manner that is fair, honest, and ethical in accordance with all laws governing free and fair competition.

No one should seek to obtain an advantage for Appier's business through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice.

A. Gifts, Business Courtesy & Entertainment

Gifts are usually goods or services, but can be any item of value, including entertainment. Exchanging gifts and entertainment are meant to reflect goodwill and help build strong working relationships with customers and other business partners, not to gain unfair or unethical advantage with customers or suppliers. In some cases, however, gifts and entertainment may create a conflict of interest or unfair bias that could influence business decisions or be seen as bribes. Neither employees nor any family member of theirs may offer, give or accept any gift or entertainment that:

- Is a cash gift or a cash equivalent such as e-money, gift cards, or vouchers;
- Is inconsistent with customary ethical business practices;
- Is excessive in value;
- Could be construed as a bribe or payoff;
- Violates law or regulation.

It is generally accepted that business practice and common business courtesy may require Appier to offer hospitality and small gifts to prospects and customers. Before offering any such gifts or entertainment, employees must personally ensure that it is appropriate to do this. This means three things:

- Checking that it is proper for the prospect or customer to receive the gift or entertainment. It is important that employees do not put anyone in a difficult position where they feel embarrassed at having to turn down an inappropriate gift.
- Checking that the offer of a gift or entertainment could not reasonably be construed as an attempt by employees to secure favorable treatment; and
- Checking that the offer of a gift or entertainment is not in violation of an applicable law, rule and regulation in the jurisdictions where we do business.

If employees interact with government officials on the company's behalf, be particularly careful about gifts, meals, and entertainment. A government official can be a national or local government employee, a political candidate, a party official, a member of a royal family or an employee of a government-controlled entity. Before making any gift or business courtesy to a government official, for any reason, please consult and obtain the prior written approval from COO.

B. Anti-corruption and Anti-bribery

Appier conducts its business honestly and fairly in full compliance with all applicable anti-corruption laws. Never resort to bribery, facilitation payments, kickbacks, or corrupt practices. Under anti-corruption laws, offering or payment of anything of value (including but not limited to gifts, meals/ entertainment, securities, money, services etc.) directly or indirectly to a foreign government official, political party, party official, or a candidate for political office for the purpose of influencing official acts, obtaining or retaining business or to secure any improper advanceable is illegal.

Bribery is offering or giving something of value in order to improperly influence the recipient's actions. Bribery is illegal in every jurisdiction in which Appier does business. The consequence is severe, including jail sentences.

It is not acceptable for employees (or someone on their behalf) to:

- Give, promise to give, or offer anything with the expectation or hope that a business advantage will be received, or to reward a business advantage already given;
- Give or accept anything during any commercial negotiations or tender process, if this could be perceived as intended or likely to influence the outcome;
- Accept anything from a third party that employees know or suspect is offered with the expectation that it we will provide a business advantage of them or anything else in return;

We do not make, and will not accept, facilitation payments or “kickbacks” of any kind. Facilitation payments, also known as “back-handers” or “grease payments”, are typically small, unofficial payments made to a government official in order to secure or expedite a routine or necessary action, such as issuing a permit or providing utility service.

Kickbacks are typically a return of a sum paid (or due to be paid) as a reward for a business favor or advantage.

Employees must avoid any activity that might lead to a facilitation payment or kickback being made or accepted by us or on our behalf, or that might suggest that such a payment will be made or accepted. If employees are asked to make a payment on our behalf, they should always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided. Employees should always ask for a receipt which details the reason for the payment. If they have any suspicions, concerns, or questions regarding the payment, they should raise these with the dedicated reporting line.

C. Insider Trading

Information that is material and is not available to the public is called inside information. It can be positive or negative information and can relate to virtually any aspect of a company's business or to any type of security, debt, or equity. Common examples of inside information include news of a pending or proposed company transaction, key changes in management, mergers and acquisitions, other major business plans, and financial results that have not been released outside the company.

Trading while in possession of material information that is not known to the public is strictly prohibited and is illegal, whether it is information about Appier or another company if employees have knowledge of material, non-public information about them.

Employees cannot “tip” a family member, friend, or any other person by sharing inside information with them. This is also illegal. Consequences for violations are severe.

V. ADMINISTRATION

A. Waiver

It is rare for anyone to be exempted from any part of this Code. Waivers may only be granted in a manner permitted by law, with review and approval by the Company leadership, and, if required under applicable regulations, review and approval by the Board of Directors or a committee of the board.

B. This Code & Employees' Responsibility

This Code is based on our core values and the legal requirements placed upon Appier and our employees. Employees are expected to use their judgment and ask themselves the right questions. In the event of tricky cases or issues, please discuss with the manager and the HR team in the first instance. Questions concerning the content of this Code or its application should be directed to the appropriate department (generally HR, PR, or Legal departments depending on the subject matter.)

Employees first responsibility is a moral responsibility towards Appier, their colleagues, and their partners. Employees' responsibility is also legal and it is, in most situations, a shared responsibility with their colleagues. Employees are personally responsible for ensuring their actions are always in line with our core values and this Code. Failing to comply with the Code and failing to report violations of the Code in accordance with the **Whistleblowing Policy** could lead to disciplinary action up to and including termination of employment.

This Code cannot anticipate every situation that might occur. When faced with a situation that is not explicitly covered in this Code, employees should always use their common sense and consider their own conduct in light of the following questions:

- Is it ethical?
- Is it legal?
- Is it consistent with Appier's core values?
- Am I comfortable if this were known by the public?
- Am I putting myself or the Company at risk?

C. Reporting

No matter how small the issue is, the company wants to hear from employees. The company cannot fix issues that it does not know about.

- Questions - Since none of us can anticipate every situation that will arise, should employees have any question on a principle set out in this Code, please do not hesitate to ask specific policy owners indicated in each section or contact the HR team.
- Concerns - If employees have any concern or suspicions regarding a breach of this Code or any other Appier policy, or any illegal or unethical behaviors, speak up! Employees may raise it to their manager, a member of senior management, or raise it to the dedicated reporting line. Employees should also refer to the Appier **Whistleblowing Policy** about the process of handling such concerns.
- Suggestions - If employees have any suggestions to make Appier happier, please do not hesitate to email the dedicated communication channel. Let's build a great organization together.

D. Investigations

Reports will be investigated in a respectful, professional manner as promptly and confidentially as possible. If employees are asked to participate in an investigation, they are required to prioritize and cooperate fully. Well-informed, principle-based recommendations will be made after a thorough fact-finding process.

E. Violation of the Code and Disciplinary Action

Any assessed violation of a provision of this Code, or non-compliance with any provision of this Code or related applicable legal requirement are taken seriously. There are consequences for violating this Code or other company policies, which may be subject to disciplinary action, up to and including termination of employment.

F. No Retaliation

Open communication of professional issues and concerns by Employees, officers and directors without fear of retaliation is vital to the successful implementation of this Code.

Appier will not tolerate any kind of retaliation, and will support any individual who in good faith raises concerns about a possible violation of this Code. Retaliating against someone who has made a report or participated in an investigation is not tolerated.