

# BUSINESS CONDUCT

## The Way We Do Business

FEBRUARY 2023

A vertical digital display mounted on a bridge railing. The screen shows a promotional graphic for 'WALKWAY ON THE HUDSON' featuring an American flag. Below the image, the text reads: 'Flag Changing Ceremonies Every 3rd Sunday at 12pm'. A smaller paragraph of text follows: 'Every third Sunday at 12 p.m. The American Legion Post 739 organizes and presents monthly Flag Changing Ceremonies on the Walkway to honor our region's veterans and their service to our country.'

WALKWAY  
ON THE HUDSON



**Flag Changing Ceremonies**  
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Every third Sunday at 12 p.m. The American Legion Post 739 organizes and presents monthly Flag Changing Ceremonies on the Walkway to honor our region's veterans and their service to our country.

# Table of Contents

## 1 Introduction

## 2 Your Responsibilities and Obligation to Take Action

2 Reporting a Cause

2 No Retaliation

3 Your Rights as an Employee

3 Human Rights

## 4 Workplace Behaviours

4 Drugs and Alcohol

4 Environment, Health and Safety

4 Harassment and Discrimination

## 5 Protecting Eflyn

5 Protecting Eflyn's Assets and Information

5 Eflyn Confidential Information

5 Non-Disclosure/Confidentiality Agreements

5 Customer and Third-Party Information

6 Accuracy of Records and Reports

6 Accuracy of Business Expenses

6 Records and Information Management

6 Side Deals or Side Letters

6 The Eflyn Identity and Trademarks

7 Third-Party and Intellectual Property

7 Copyright-Protected Content

7 Activities Related to Open Source Software

7 Public Speaking and Press Inquiries

7 Publishing Activities

## 8 Business Integrity

8 Governments as Customers

8 Hiring Government Employees

8 Bribery and Competition

9 Money Laundering

9 Competition and Trade Practices

9 Obtaining and Using Business Intelligence



# Introduction

At Eflyn, we are committed to building a culture of integrity, innovation, and responsibility. This Code of Conduct and Ethics Policy outlines the fundamental principles and standards that guide our actions as employees, contractors, partners, and representatives of the company.

Eflyn conducts business ethically, honestly, and in full compliance with applicable laws and regulations. This applies to every business decision in every area of the company worldwide.

The following principles guide Eflyn's business practices:

- **Honesty**—Demonstrate honesty and high ethical standards in all business dealings.
- **Respect**—Treat customers, partners, suppliers, employees, and others with respect and courtesy.
- **Confidentiality**—Protect Eflyn's confidential information and the information of our customers, partners, suppliers, and employees.
- **Compliance**—Ensure that business decisions comply with applicable laws and regulations.

The Business Conduct Policy applies to all full and part-time employees of Eflyn and its subsidiaries, and provides a standard guide for what is required of everyone at Eflyn. Relevant sections also apply to members of Eflyn's Board of Directors. The Business Conduct Policy also provides information on additional resources available to employees.

# Your Responsibilities and Obligation to Take Action

Everything we do is a reflection of Eflyn. We expect you to:

- **Follow the Policy.** Comply with the letter and spirit of Eflyn’s Business Conduct Policy and all applicable legal requirements.
- **Speak up.** If you see or hear of any violation of Eflyn’s Business Conduct Policy, other Eflyn policies, or legal or regulatory requirements, you must notify your manager.
- **Use good judgment and ask questions.** Apply Eflyn’s principles of business conduct, and review our policies and legal requirements. When in doubt about how to proceed, discuss it with your manager. Any failure to comply with Eflyn’s Business Conduct Policy—or failure to report a violation—may result in disciplinary action, up to and including termination of employment.

You are also required to fully cooperate in any Eflyn investigation, and keep any information shared with you confidential to safeguard the integrity of the investigation.

## Reporting a Concern

To report a concern or ask a question about Eflyn’s Business Conduct Policy, you can contact Human Resources by phone or email. The Human Resource team is available to support all employees and answer questions on business conduct issues, policies, regulations, and compliance with legal requirements.

## No Retaliation

Eflyn will not retaliate—and will not tolerate retaliation—against any individual for reporting a good-faith concern or complaint to a manager, People or Legal, or for participating in the investigation of a concern or complaint.



## Your Rights as an Employee

You are permitted to speak freely about your wages, hours, and working conditions, including information about harassment, discrimination, or any other conduct you have reason to believe is unlawful, and nothing in this Policy, or any Eflyn policy, should be interpreted as being restrictive of your right to do so.

## Human Rights

Eflyn is committed to respecting internationally recognized human rights. Eflyn's approach to respecting human rights is based on the United Nations Guiding Principles on Business and Human Rights, the global standard on business and human rights. For more information, see the [Human Rights Policy](#).

# Workplace Behaviours

## Drugs and Alcohol

Eflyn cares about the health and safety of our employees. You are expected to comply with Eflyn's guidelines regarding alcohol, drugs, and smoking, whether it is in the workplace, at Eflyn-sponsored events, or while conducting Eflyn business. You are not permitted to be under the influence of any legal or illegal drug that impairs your ability to perform your job, and employees are prohibited from manufacturing, soliciting, distributing, possessing, or using any illegal drugs or substances in the workplace, or while working. Use good judgment and keep in mind that you are expected to perform to your full ability at work.

## Environment, Health, and Safety (EH&S)

Eflyn is committed to protecting the environment, health, and safety of our employees, customers, and the global communities where we operate. Use good judgment and always put the environment, health, and safety first. Work proactively with the EH&S team to anticipate and manage EH&S risks in a timely manner.

## Harassment and Discrimination

Eflyn is dedicated to maintaining a creative, diverse, inclusive, and supportive work environment, and does not tolerate discrimination or harassment of employees or non-employees with whom we have a business, service, or professional relationship. This applies to all interactions where you represent Eflyn, including interactions with employees, customers, suppliers, and applicants for employment.

If you believe you have been harassed or discriminated against, or have witnessed such behavior, we encourage you to report the incident using any avenue with which you feel most comfortable, including your manager, Human Resources or providing an anonymous note. We do not tolerate workplace violence of any kind.



# Protecting Eflyn

## Protecting Eflyn's Assets and Information

You play a key role in helping us protect Eflyn. Assets include Eflyn's proprietary information (such as intellectual property, confidential business plans, unannounced product plans, sales and marketing strategies, and other trade secrets), as well as physical assets such as cash, equipment, supplies and product inventory.

- **Watch what you say.** Being aware of where you are, who is around you, and what they might see or overhear is an important way we all protect Eflyn's secrets.
- **Protect our assets.** Keep track of the assets and information Eflyn has entrusted to you, and prevent loss, misuse, waste, or theft.
- **Set an example.** Model behavior that protects our assets and information at all times.

## Eflyn Confidential Information

One of our greatest assets is information about our products and services, including future product offerings. Never disclose confidential, operational, financial, trade-secret, or other business information without verifying with your manager whether such disclosure is appropriate. We are very selective when disclosing this type of information to vendors, suppliers, or other third parties, and only do so once a non-disclosure agreement is in place. Even within Eflyn, confidential information should only be shared on a need-to-know basis. The Intellectual Property Agreement that you signed when you joined Eflyn outlines your duty to protect our information.

## Non-Disclosure/Confidentiality Agreements

Never share confidential information about Eflyn's products or services without your manager's approval. When there is a business need to share confidential information with a supplier, vendor, or other third party, never volunteer more than what is necessary to address the business at hand. Any confidential information shared outside Eflyn should be covered by a non-disclosure/confidentiality agreement (NDA). Contact Legal in your region to obtain an NDA.

## Customer and Third-Party Information

Customers, partners, suppliers, and other third parties may disclose confidential information to Eflyn during the course of business. We are all responsible for protecting and maintaining the confidentiality of any information entrusted to us by our partners. Compromising that trust may damage relations with our partners and can also result in legal liability. For more information, see the Eflyn Customer Privacy Policy.

## Accuracy of Records and Reports

Accurate and honest records are critical to meeting our legal, financial, and management obligations. You should ensure that all records and reports, including timecards, customer information, technical and product information, correspondence, and public communications are comprehensive, fair, accurate, timely, and understandable. Do not misstate facts, omit critical information, or modify records or reports in any way to mislead others, and never assist others in doing so. Intentional manipulation of Eflyn records is a form of fraud.

## Accuracy of Business Expenses

You are responsible for observing all policies and procedures regarding business expenses, including meal and travel expenses, and for submitting accurate expense reimbursement reports. Guidelines on daily meal expenses vary worldwide. For more information, see the Travel and Expense Policy.

## Records and Information Management

Eflyn owns all records and information in any form, such as electronic or paper, that is created or received in the course of doing Eflyn's business. Records are a type of information that must be kept because the information meets certain criteria, and are identified in the Global Records Retention Schedule. Examples include corporate tax documents, financial statements, design documents, and personnel records. Employees are responsible for managing and protecting information and records. Privacy laws may dictate how long these records can be retained. At times, Eflyn will need to retain records and information beyond the normal retention period for legal reasons or audits. If you have records and information that are categorized as under a "legal hold" you should not alter, destroy, or delete them in any way. Legal will notify you of any legal holds you may be subjected to and what is required.

## Side Deals or Side Letters

Eflyn formally documents all terms and conditions of the agreements into which it enters. Contractual terms and conditions define Eflyn's rights, obligations, liabilities, and accounting treatments. We do not accept business commitments outside of the formal contracting process managed by Legal. Side deals, side letters, or other informal documentation created by employees without Legal oversight are impermissible. You should not make any oral or written commitments that create a new agreement or modify an existing agreement without securing approval through the formal contracting process.

## The Eflyn Identity and Trademarks

The Eflyn name, names of products (such as the V8 Kiosk), names of services (such as E Suite) and logos collectively create the Eflyn identity. Before using these assets, you should check with your manager.



## **Third-Party Intellectual Property**

Eflyn respects third-party intellectual property. Never use the intellectual property of any third party without permission or legal right. If you are told or suspect that Eflyn may be infringing on third-party intellectual property, including patents, copyrights, trademarks, or trade secrets, contact Legal.

## **Copyright-Protected Content**

Never use or copy software, music, videos, publications, or other copyright-protected content at work or for business purposes unless you or Eflyn are legally permitted to use or make copies of the protected content. You should never use Eflyn facilities or equipment to make or store unauthorized copies.

## **Activities Related to Open Source Software**

Open source software is usually collectively developed software with its source code made available under an open source license. Before using, modifying, or distributing any open source software for Eflyn infrastructure, or as part of an Eflyn product or service development effort, you must receive management and Legal approval.

## **Public Speaking and Press Inquiries**

All public or outside speaking engagements that relate to Eflyn's business or products must be pre-approved by your manager and Corporate Communications. If your request is approved, you may not request or accept any form of personal compensation from the organization that requested your participation, but you may accept reimbursement for incurred expenses. All inquiries from the media, industry, or financial analyst community must be referred to Corporate Communications or Investor Relations.

## **Publishing Articles**

If you want to contribute an article or other type of submission to a publication or blog on a topic that relates to Eflyn's business or products or could be seen as a conflict of interest, you must first request approval from Corporate Communications. If your contribution is technical or academic and relates to Eflyn, you must get senior approval.

# Business Integrity

## Governments as Customers

Governments are unique customers for Eflyn. They often have unique bidding, pricing, disclosure, and certification requirements. When dealing with government customers, make sure to partner with Legal when bidding for business, and contact Business Conduct with questions relating to compliance requirements.

## Hiring Government Employees

Laws often limit the duties and types of services that former government, military, or other public sector employees may perform as employees or consultants of Eflyn, especially in regard to matters they were involved in while with the government. Employment negotiations with government employees may be subject to legal restrictions and disclosure requirements, particularly if the government employee is involved in a matter involving Eflyn's interests. Contact Political Compliance before entering such negotiations. You may never hire any individual in exchange for securing or retaining business, or securing an improper advantage. We also prohibit hiring preference being given to anyone in return for special treatment of any kind.

## Bribery and Corruption

At Eflyn, we do not tolerate corruption in connection with any of our business dealings. Corruption can take many forms, but most often it occurs through bribery. A bribe is offering or giving anything of value, including cash, cash equivalents such as gift cards, gifts, meals, travel and entertainment, to any person for the purpose of obtaining or retaining business, or securing an improper advantage. You cannot offer or receive bribes from any individual, regardless of whether that individual is a public official or a private party. Kickbacks are a type of bribery, and occur when a person is offered money or something of value in exchange for providing something, such as information, a discount or a favor, to a third party. Kickbacks are not permissible and are strictly prohibited by Eflyn.

Facilitating payments are a type of bribe generally used to facilitate or expedite the performance of routine, nondiscretionary government action. These payments are not permissible and are strictly prohibited by Eflyn. Exceptions may be made in circumstances that involve an imminent threat to health or safety, and such situations must be immediately reported to Business Conduct. Eflyn can be found responsible for bribes, kickbacks, and/or facilitating payments made by third parties in connection with Eflyn's business. Before engaging a third party that will be interacting with the government or public officials on Eflyn's behalf, contact Business Conduct to evaluate whether we need to conduct additional due diligence.

## Money Laundering

Money laundering occurs when individuals or organizations try to conceal illicit funds or make those funds look legitimate. Money laundering is illegal and strictly prohibited by Eflyn. In certain countries, we are required to report suspicious activity. If you deal directly with customers or vendors, the following examples may signal potential money laundering:

- Attempts to make large payments in cash
- Payments by someone who is not a party to the contract
- Requests to pay more than provided for in the contract
- Payments made in currencies other than those specified in the contract
- Payments from an unusual, nonbusiness account
- Transactions forming an unusual pattern such as bulk purchases of products or gift cards or repetitive cash payments

## Competition and Trade Practices

Competition and innovation are at the core of Eflyn's DNA. We vigorously compete to develop and create the very best products for our customers. Eflyn will never seek to eliminate or reduce competition through illegal agreements with competitors. Agreements with competitors are subject to rigorous scrutiny in all countries. Agreements with our resellers, distributors, and suppliers can also give rise to scrutiny, particularly if Eflyn has a leading position in the market. You should never:

- Agree with or exchange information with competitors regarding price, policies, contract terms, costs, inventories, marketing plans, capacity plans, or other competitively significant data.
- Agree with competitors to divide or assign sales territories, products, or dedicate customers.
- Agree with resellers on the resale pricing of Eflyn products without legal approval. Resellers are free to determine their own resale pricing.
- Violate fair bidding practices, including bidding quiet periods, or provide information to benefit one vendor over other vendors.
- Remember: Always consult the Competition Law Team whenever you have a question.

## Obtaining and Using Business Intelligence

Gathering information about customers, competitors, and markets in which we operate is a common business practice, but you must always do so with integrity. You may generally obtain information from public sources, surveys, and competitive research. Personal information shall not be obtained from third parties without confirming with Privacy. We do not seek business intelligence by illegal or unethical means. It is never appropriate to engage in theft, espionage, or breach of a non-disclosure agreement.



## **EFLYN USA**

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