



# Code of Business Conduct & Ethics

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# Purpose

Quorum Software (“Quorum” or the “Company”) is committed to conducting business with integrity and honesty. The Company’s Code of Business Conduct & Ethics (the “Code”) goes far beyond compliance with applicable laws. We hold ourselves to the highest standards of ethics and professional conduct. People are our primary asset and the professional, honest, and respectful relationships we have with each other and the outside world are foundational to our success. It is critical that we demonstrate these standards every day in the way we treat co-workers, clients, vendors, and competitors alike.

The Code of Conduct and Quorum policies set out guidance for legally and ethically required behavior. If you are part of our team, you acknowledge, understand, and commit to complying with this Code as well as all related Quorum policies and procedures.

This Code cannot cover every possible situation that may pose a legal or ethical concern. Use your sound judgment in all situations and seek guidance if necessary. Where more restrictive local laws or requirements exist, those take precedence over contrary Code provisions. For additional guidance about the Code, see the “Advice & Assistance” section below.

Policies, and procedures may be updated with time. They may require clarifying, amending, and/or supplementing. Quorum reserves the right to modify, suspend, supersede, or revoke any policies and procedures in this Code. The Company will advise team members when changes occur, and changes shall become effective immediately unless otherwise noted. Quorum further reserves the right to interpret the provisions of this Code of Conduct as it deems appropriate.

## Responsibility

Quorum expects its officers, directors, employees, contractors, temporary workers, and anyone else conducting business on behalf of the Company (collectively “team members”) to act with integrity, fairness, and in accordance with the highest ethical standards at all times. Team members are expected to be familiar with the Code and to adhere to its principles, as well as all related Company policies and procedures.

Violation of the Code and Quorum policies have the potential to adversely affect the Company’s business and reputation, resulting in serious consequences for stakeholders, other team members, investors, customers, business partners, and communities.

If a violation of the Code or related policy is discovered or reported, Quorum will take appropriate steps to address the matter and help prevent a similar issue from happening again. These steps may include training, counseling, and disciplinary action. Anyone who violates the Code, Company policies, or the law, may be subject to disciplinary action, up to and including termination.

Team members are encouraged and obligated to promptly report any violations of the Code, Company policies, and/or laws to a human resources representative or through Quorum’s Whistleblower System per the [Whistleblower Policy](#).

## Advice and Assistance

If you have questions or concerns about this Code, the applicable law or any of Quorum’s ethics and compliance-related policies or procedures, we want to hear from you. The purpose is not to

invade anyone's privacy or create an oppressive environment, but to help us identify and remedy problems. We can't address issues of which we aren't aware

When in doubt about the propriety of a particular course of action, team members are encouraged to contact their manager, another Quorum manager, a HR representative, or the EVP of Global Human Resources.

## Section 1 - Workplace Guidelines



### Respectful Workplace

The Company is committed to providing a workplace in which all team members are treated with respect and dignity, free of discrimination, harassment, and violence. Discrimination, harassment, and violence in the workplace, in any form, and from any person will not be tolerated by Quorum.

### General Standards of Conduct

Quorum expects team members to comply with its standards of conduct that protect the interests and safety of individuals and Quorum when interacting with customers, vendors, other team members, and any other persons while on the Company's premises or when representing Quorum. While it is not possible to list every type of behavior that is unacceptable in the workplace, the following are examples of behavior that may result in disciplinary action up to and including termination of employment:

- Refusal or failure to follow directives from a supervisor, manager, or Quorum officer
- Endangering the safety of self or a fellow worker

- Criminal, immoral or indecent conduct on Quorum or customer premises
- Fighting or engaging in disorderly conduct on Quorum or customer's premises
- Dishonesty
- Providing false or misleading information to any Quorum representative or on any Quorum records including the employment application, benefit forms, expense reimbursement, etc.
- Unauthorized possession of property belonging to Quorum, a customer, or another team member
- Altering, damaging, or destroying property or records belonging to Quorum, a customer, or another team member
- Discourteous, disrespectful, or un-businesslike treatment of customers, team members, or members of the public

## Anti-Harassment

Quorum has a zero-tolerance policy for any kind of harassment.

Harassment is unwelcome conduct as it relates to age, race, color, national origin, ethnicity, religion, sex, pregnancy, gender (including gender identity or expression), sexual orientation, marital status, disability, veteran status, genetic information, or any other protected characteristic.

Harassment includes language or conduct that may be derogatory, intimidating, or offensive to others.

Harassment in the form of unwelcome sexual advances, requests for sexual favors, and other verbal or physical conduct of a sexual nature are prohibited where submission to such conduct is made, either explicitly or implicitly, a term or condition of employment or a basis for employment decisions. Work-related functions outside of the workplace are also subject to Quorum policies.

## Workplace Violence

All team members are entitled to feel safe at work and are responsible for maintaining a workplace free of weapons and dangerous devices unless authorized by the Company or applicable law. Quorum does not tolerate acts or statements that could threaten the safety or security of other team members or anyone else, cause damage to Company or personal property of another, or create fear. Team members must promptly report any behavior that could threaten or harm others.

## Substance Abuse

Quorum is committed to maintaining a safe workplace. Substance abuse poses a threat to all of us in many aspects of our lives, including the workplace. For the protection of all, it is imperative that the workplace be free from substance abuse, including use or possession of illegal drugs and the abuse of alcohol or medications.

Team members may not use, possess, manufacture, distribute, transport, promote, or sell illegal drugs or drug paraphernalia while conducting Company business or on Quorum premises.

Team members are prohibited from being at work or conducting Quorum business while under the influence of or impaired by alcohol, medications, or illegal drugs.

## Workplace Safety

The Company is committed to protecting the health and safety of its team members. Each of us is responsible for our own safety and the safety of team members while at work.

### Team members are responsible for the following:

- Complying with local laws and your office's health and safety procedures
- Understanding the safety requirements for your job
- Attending all mandatory safety trainings
- Undertaking appropriate preventative measures proportionate to occupation hazards and risks
- Intervening if you observe safety hazards or team members at risk
- Notifying management about safety concerns or hazardous conditions associated with your job
- Never instructing others to disregard health and safety procedures
- Reporting work-related injuries to your manager
- Suggesting improvements to the Company's health and safety procedure

## Diversity & Inclusion Commitment

Quorum is committed to equal opportunity in employment and to fostering diversity in our work force. Our hiring policies and practices require that there be no discrimination on the basis of age, race, color, national origin, ethnicity, religion, sex, pregnancy, gender (including gender identity or expression), sexual orientation, marital status, disability, veteran status, genetic information, or any other factors that may be covered by local law. This commitment extends throughout our business beyond hiring, including recruiting, compensation, promotions, benefits, transfers, training, education, terminations, and social and recreational programs.

We recognize that diversity in our work force is an invaluable asset, and we strive to provide an inclusive work environment in which different ideas, perspectives, and beliefs are respected.

## Disabilities and Reasonable Accommodations

The Company is committed to the fair and equal employment of individuals with disabilities under the American Disabilities Act and the Alberta Human Rights Act. The Company's policy is to provide reasonable accommodations in the workplace to qualified individuals with disabilities to enable them to perform the essential functions of their jobs and enjoy the equal benefits and privileges of employment, unless doing so would impose an undue hardship on its business operations. This policy applies to all applicants for employment and all team members. The Company prohibits any harassment of, or discriminatory treatment of team members on the basis of a disability or because a team member has requested a reasonable accommodation. Team members who may require a reasonable accommodation should contact Human Resources.

## Social Media Use

We understand that social media can be a fun and rewarding way to share your life and opinions with family, friends, and coworkers around the world. However, the use of social media also presents certain risks and carries with it certain responsibilities. To assist you in making responsible decisions about your use of social media, we have established guidelines for the



appropriate use of social media. All team members are expected to be familiar with the guidelines set out in the Acceptable Use Policy.

## Media Relations

The Company generally cooperates and responds to news and other media inquiries. Only the Chief Marketing Officer (“CMO”) or other designated spokespersons may speak on behalf of the Company or represent the Company’s position to the media.

All media inquiries, verbal or written, should be directed and immediately reported to the CMO.

## Section 2 - Ethics and Integrity



### Business Ethics and Conduct

The success of Quorum Software’s business operations and its reputation is built upon the principles of fair dealing and ethical conduct of our team members. Our reputation for integrity and excellence requires careful observance of the spirit and letter of all applicable laws and regulations, as well as a scrupulous regard for the highest standards of conduct and personal integrity.

The continued success of the Company is dependent upon the trust of our customers, partners, investors, and communities, and we are dedicated to preserving that trust. The Company’s team members owe a duty to the Company to act in a way that will merit the continued trust and confidence of the public and its various stakeholders. Improper or inappropriate conduct outside of the office by any team member, at any level, can reflect poorly on the Company and will not be tolerated.

The Company strives to comply with all applicable laws and regulations and expects its team members to conduct business in accordance with the letter, spirit, and intent of all relevant laws and to refrain from any illegal, dishonest, or unethical conduct.

In general, the use of good judgment, based on high ethical principles, will guide you with respect to lines of acceptable conduct. If a situation arises, where it is difficult to determine the proper course of action, the matter should be discussed openly with your immediate manager and, if necessary, with department leadership for advice and consultation.

Compliance with this Code is the responsibility of every team member.

## Modern Slavery

The Company is committed to ethical labor practices in accordance with all applicable laws and regulations. The Company does not tolerate forced labor or modern slavery anywhere in its supply chain. This includes slavery, servitude, and forced or compulsory labor. Team members should refer to the [Modern Slavery Policy](#) for further guidance.

## Conflict of Interest

A conflict of interest is a divided loyalty between the interests of Quorum and the personal or business interests of a team member, a member of the team member's family, or a close personal friend of the team member. A conflict of interest affects your judgment, objectivity, or loyalty to the Company. It is important that your decisions and actions be based on Quorum's business needs, and not what serves your own personal interests or those of a third party.

Every team member has the obligation to avoid situations that may give rise to a conflict of interest, or would create the appearance of a conflict of interest. To ensure team members act in Quorum's best interest, they are required to disclose any actual or potential conflict of interest.

Team members should examine their investments, relationships, and activities periodically to avoid becoming involved in a conflict of interest or a situation that gives the appearance of a conflict. If there is doubt concerning the propriety of any activity, or if a situation arises where there is even the appearance of a conflict, team members are obliged to promptly seek guidance from their manager, or a human resources representative.

### **The following activities constitute conflicts of interest and are strictly prohibited:**

1. Simultaneous employment by another firm that is a competitor of or supplier to the Company.
2. Carrying on business with a firm in which the team member, or a close relative of the team member, has a substantial ownership or interest.
3. Holding a substantial interest in, or participating in the management of, a firm to which Quorum makes sales or from which it makes purchases.
4. Borrowing money or accepting advances from customers or firms, other than recognized loan institutions, from which the Company buys services, materials, equipment, or supplies.
5. Accepting substantial gifts or excessive entertainment from an outside organization or agency.
6. Speculating or dealing in materials, equipment, supplies, services, or property purchased by Quorum.
7. Participating in civic or professional organization activities in a manner that divulges the Company's confidential information.



8. Misusing privileged information or revealing confidential data to outsiders.
9. Using one's position in Quorum or knowledge of its affairs for personal gains.
10. Engaging in practices or procedures that violate competition laws; bribery and corruption laws, including commercial bribery laws; copyright laws; human rights laws; election finance laws; or other laws regulating the Company's business.

## Anti-Bribery & Corruption

In accordance with anti-bribery and corruption laws, the Company prohibits bribery and other improper payments to anyone including government personnel, individuals purporting to represent a government, and individuals at other companies. The [Anti-Bribery & Corruption Policy](#) sets forth the Company's expectations and guidelines with respect to anti-bribery and corruption compliance and the conduct, and team member must comply with the policy.

## Gifts, Meals and Other Benefits

Quorum's Anti-Bribery & Corruption Policy addresses the provision and receipt of gift, meals, and other benefits. Gifts may include material goods, services, discounts, non-business-related meals or entertainment, personal travel or lodging, or any other non-commercial benefit for an individual or organization.

Quorum does not encourage the practice of giving or receiving gifts given its vendor status. However, modest, and appropriate meals and entertainment may be provided to or accepted from persons who have or potentially may have business with Quorum. Team members must comply with the [Anti-Bribery & Corruption Policy](#) and should refer to the policy for detailed guidance.

## Recordkeeping & Reporting

The Company must maintain books and records that accurately and fairly reflect all transactions and maintain a system of internal controls. All payments and transactions must be accurately recorded in the Company's corporate books and records in a timely manner and in reasonable detail. Quorum's recordkeeping and reporting guidelines are contained in the [Anti-Bribery & Corruption Policy](#) and team members must act in accordance with the policy.

## Anti-Money Laundering

The Company complies with all applicable rules and laws pertaining to the handling and transfers of currency and other monetary instruments, including currency and monetary instruments reports.

Quorum prohibits conducting, or facilitating, a financial transaction knowing or suspecting that (1) the funds in the transaction are proceeds of an unlawful activity, in whole or in part; (2) that the transaction is intended to promote unlawful activity; (3) that the transaction is designed to conceal or disguise the source, origin, or control of the funds; or (4) the transaction is meant to avoid reporting to governmental authorities. Team members must comply with the [Anti-Bribery & Corruption Policy](#) and should refer to the policy for additional guidance.

## Charitable Donations

Quorum may provide donations to legitimate charitable organizations from time to time. The provision of charitable donations must be for legitimate philanthropic purposes and must never be made for the purpose of securing any improper business advantage or opportunity for the Company. Please refer to the [Anti-Bribery & Corruption Policy](#) for further guidance.

## Political Activities

Neither Quorum Software nor any team member may make any political contribution on behalf of the Company, for the benefit of the Company, or with Company assets to a Government Official or political party without the prior written approval of the VP Controller. Team members should refer to the [Anti-Bribery & Corruption Policy](#) for additional guidance on political activities.

## Insider Trading

While working for the Company, team members may have access to or learn information about the Company, or the business information of other companies, that has not yet been made available to the general public that could affect an investor's decision on whether to buy or sell the stock of that company at the price offered. This information is known as material non-public information, or "inside information."

The Company's policies and legal standards prohibit the use of such information for your own financial gain, or the disclosure of such information to others outside of the Company for their financial gain. Specifically, team members may not buy or sell the Company's stock or any other kind of public security such as bonds or options based on insider information. It is also illegal and unethical to provide inside information to individuals outside of the company—including families and friends—for their financial gain, and to trade in the securities of the Company's customers and partners based on the inside information.

Examples of material non-public information include but are not limited to: potential acquisitions or mergers; earnings estimates, material changes in sales, liquidity issues, or other financial information; significant changes in production schedules; significant changes in operations; government investigations; significant lawsuits or settlements; and changes in senior management.

## Confidentiality of the Company Information

All team members must commit to keeping matters related to the business and affairs of Quorum confidential, unless they are authorized to disclose the information, or the information is available to the public. Team members are prohibited from using confidential information received by them from the Company to further their own interests, or the interests of others, until that information is made public.

## Confidentiality of Customer Information

All team members commit to keeping matters related to customers' business and the affairs of customer corporations confidential, unless they are authorized to disclose the information, or the information is already in the public domain.

## Fair Competition

The Company is committed to complying with competition laws, also known as antitrust laws. These laws exist in nearly all of the countries in which the Company does business, are intended to protect open and fair competition from improper, collusive, or anticompetitive restraints. The Company must compete vigorously, aggressively, and fairly, and without any anticompetitive agreements with its competitors. Violations of competition laws, such as agreements among competitors to fix prices, may be prosecuted as serious crimes.

### Team members must never agree with a competitor to:

- Set or control prices, terms, or conditions of sales, discounts, credit terms, or other financial terms;
- Divide markets or orders;
- Set quantities of products and services to be produced or provided;
- Set terms or fix the outcome of a bidding process;
- Boycott suppliers or customers; or
- Set quantities or types of products to be produced or sold.

### Team members are also prohibited from:

- Making false or misleading statements disparaging competitors' products or services;
- Violating valid, enforceable non-competition or non-solicitation agreements with a prior employer;
- Gain competitive intelligence through deceit, theft, or unfairly obtaining confidential information, including confidential information learned through prior employment;
- Participate in organizations with competitors that discuss pricing, markets, or other prohibited topics; and
- Discuss pricing, sales terms, markets, customers, or territories with competitors at trade shows or meetings.

## Trade & Sanctions Compliance

Quorum is committed to conducting business in compliance with all applicable trade laws, including all applicable global economic sanctions and export control laws (collectively, "trade control laws"). As Quorum has a legal presence in the U.K., the European Union, Canada, the U.S., and other countries, it is subject to the sanctions and export control laws of multiple jurisdictions, and as such must comply at all times with such sanctions and export control prohibitions and restrictions as applicable. All team members share a responsibility for compliance with applicable trade control laws and regulations and should refer to the [Global Trade Controls Compliance Policy](#) for more information.

## Reporting Violations

Quorum is committed to conduct business with maximum integrity and strives to achieve full compliance with all applicable laws, rules, and regulations. In line with this commitment, Quorum provides an avenue for its team members to raise any concerns they may have about violations of the Code, Company policies, and the law. Guidelines for reporting violations are contained in the [Whistleblower Policy](#).

All reports should be promptly escalated to a human resources representative or through [Quorum's Whistleblower System](#). Reports will be treated as confidential to the extent allowed by law and consistent with a reasonable investigation.

## No Retaliation Tolerated

Quorum does not discriminate or retaliate against any person who asks questions or makes a good faith report of a suspected violation of law, a court order, this Code or any ethics and compliance related policy or procedure. Likewise, retaliation against anyone who participates in an investigation will not be tolerated. A team member who believes that he or she has experienced retaliation for making a report or assisting in an investigation must report this as soon as possible using any of the reporting mechanisms described above. The concern will be promptly investigated and appropriate corrective action taken. No team member who in good faith reports a violation shall be subject to harassment, retaliation, or adverse employment consequences.

## Section 3 - Acceptable Use of Assets & Information Security



### Intellectual Property

Quorum's intellectual property is embodied in our software, hardware and network-based technology, inventions and innovations, confidential business processes, customer lists, and other confidential business ideas and information. All team members are responsible for protecting our intellectual property.

Quorum is also committed to respecting the valid intellectual property rights of others. The unauthorized use of others' intellectual property can expose the Company and individual team members to lawsuits and even criminal penalties.

### Care of Company Property, Equipment, and Facilities

The Company will furnish all necessary tools and equipment for team member to complete job assignments. Each team member is reminded that all items purchased by Quorum are the property of the Company and represent a very valuable asset of the Company. Vehicles, desks, workstations, office equipment, hardware, stationary, files, computer files, lockers, and tools of the trade are Company property.

Team members are expected to demonstrate the proper care and safe use of Quorum equipment and facilities. Good housekeeping is expected of every team member. It is the responsibility of the team member to whom tools and equipment are assigned to maintain and safeguard these assets as if the assets were their personal property. Team members may not utilize Company property for personal use or remove its property from the premises without prior and proper

authorization of management. The Company property may not be loaned or removed from the premises for personal use. All tools and equipment must be locked up and stored in a secure location when it is not in the immediate possession of the authorized user. Additionally, tools and equipment must be returned immediately upon the Company request. No equipment should be left in a vehicle overnight.

Lost, stolen, or damaged items should be reported to a manager immediately. Damage to or defacing of any Company equipment or property may subject team members to disciplinary action.

## Employee Privacy

The Company is committed to protecting our team members' personal information. Team members have a right to the protection of their information, and a responsibility to protect such personal information if they collect and manage personal information.

### The personal information must be:

- Used lawfully, fairly, and in a transparent way,
- Collected only for valid purposes and not used in any way that is incompatible with those purposes,
- Relevant and limited to what is necessary in relation to the purposes for which they are processed,
- Accurate and where necessary kept up to date,
- Kept only as long as necessary for the purposes which the personal data is processed, and
- Processed in a manner that ensures appropriate security of the personal data.

Team members must comply with the [Quorum Employee Privacy Policy](#) and should refer to the policy for detailed guidance.



## Document Control

<b>Version</b>	1.1
<b>Approved By</b>	Jemima Bowden
<b>Approved Date</b>	Sep 19, 2022
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<b>Target Audience</b>	Quorum Employees and Contractors
<b>Issue Date</b>	Sep 19, 2022

## Version History

<b>Version</b>	<b>Date Issued</b>	<b>Brief Summary of Change</b>
1.0	July 2021	New Document
1.1	July 2022	Removed section: "No Expectation of Privacy" to reflect regional right privacy regulations. Removed reference to TRACE training.

Quorum Software is a leading provider of energy software worldwide, serving more than 1,800 customers across the entire energy value chain in 55 countries. Quorum's solutions power growth and profitability for energy businesses by connecting people, workflows, and systems with decision-ready data. Twenty-five years ago, we delivered the industry's first software for gas plant accountants, and today our solutions streamline business operations with industry forward data standards and integrations. The global energy industry trusts Quorum's experts and applications to successfully navigate the energy transition while delivering value today and into the future.

