



COGNITE



# Code of Conduct

2022



# Contents

<b>Understanding the Code .....</b>	<b>3</b>
Purpose .....	3
Scope .....	3
Our vision.....	3
Our mission.....	3
Our values.....	3
Compliance with laws and regulations .....	3
Responsibility and Implementation .....	4
Personal responsibility.....	4
Managers' responsibility.....	4
Board of Directors and CEOs' responsibility .....	4
<b>Caring about People .....</b>	<b>5</b>
Personal data and privacy.....	5
Working environment (Human rights and workers' rights?) .....	5
<b>Acting with Integrity .....</b>	<b>6</b>
Conflict of interest .....	6
Corruption and bribery.....	6
Gifts and Hospitality .....	6
Export controls and sanctions .....	7
Fair competition.....	7
Insider trading.....	7
Money laundering.....	7
Safeguarding of IP and assets .....	7
Sensitive information and confidentiality .....	8
<b>Protecting the Environment.....</b>	<b>9</b>
<b>Promoting Transparency .....</b>	<b>9</b>
Accurate and timely information and financial reporting.....	9
Political contributions and activities.....	9
Relations to business partners.....	9
Sponsorships.....	9
<b>Where to seek guidance and report breaches .....</b>	<b>10</b>



# Understanding the Code



## Purpose

This Code of Conduct describes the ethical commitments of Cognite AS, including its affiliated companies and subsidiaries ("Cognite"). In order to develop a company culture that meets our vision, mission and core values, the Code of Conduct sets out expectations to the personal conduct and business practice of our employees.

## Scope

This Code of Conduct applies to all employees (including officers/directors and hired-in personnel), commercial partners, customers and suppliers (together referred to as "we"). Anyone acting on behalf of Cognite are expected to adhere to standards that are consistent with this Code of Conduct and applicable laws and regulations.

## Our vision

Our vision is to create an industrial world powered by data and algorithms, freeing human creativity to shape a safer,

more efficient, more sustainable industrial future.

## Our mission

Our mission is to provide a digital representation of industrial reality, and make it accessible and meaningful for humans and machines.

## Our values

We are a vibrant, diverse company and our commitment to shape the industrial future with our customers brings us together. Together, we have defined a set of common values to inspire our work life.

**Impact** – Go big or go home. We fundamentally change the industrial world and make it more sustainable. What we do matters to our customers, changing the way they work and showing up on their bottom lines.

**Velocity** – We move fast and try new things, and we don't stop moving forward. Our exciting mission keeps us aligned

and motivated. Execution is everything.

**Openness** – Data must be open to create value. That's how we work with our customers, partners, and teammates alike. Within our company, we share as much as possible by default. And we hold each other accountable.

**Curiosity** – We love learning. We seek out what we don't know yet by asking good questions, challenging assumptions, and listening to one another. We're willing to challenge each other on the way.

**Togetherness** – We innovate through building on our ideas and strengths. This means supporting and challenging one another. On good days and bad, we stand shoulder-to-shoulder, and we have fun... together!

## Compliance with laws and regulations

We shall all comply with all applicable laws and regulations, and respect cultures and rights of individuals everywhere we

operate. If there are differences between laws/regulations and the standards set out in this Code of Conduct, we shall follow the highest standards that are consistent with applicable local laws.

This Code of Conduct is the main governing document in Cognite. We also have other, more detailed policies for expected business conduct. If you think someone is violating any of our governance policies or applicable laws or regulations, don't be bashful - let your manager or other appropriate authority know about it.

## Responsibility and Implementation

### Personal responsibility

We shall all strive to exercise good judgment, care and consideration. Get familiar with and perform your

duties in line with the principles of this Code of Conduct. If you need advice in handling a specific or possible ethical dilemma, or have questions about the Code of Conduct, consult with your manager or Cognite's Compliance Officer.

## Managers' responsibility

Managers are responsible for communicating the requirements in the Code of Conduct to all their direct reports, and for promoting and monitoring compliance with the Code of Conduct within their respective area of responsibility.

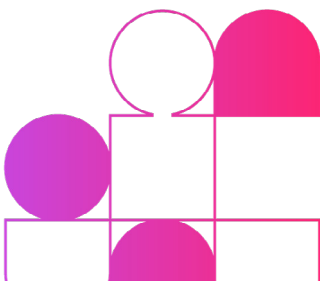
## Board of Directors and CEOs' responsibility

Cognite's Board of Directors is responsible for implementing the Code of Conduct. The CEO shall

ensure that employees are aware of and comply with this Code of Conduct, that annual Code of Conduct training is mandatory for employees and that all employees sign off to confirm they have read and understood the Code of Conduct on an annual basis.

## Cognite Commercial Partners, Customers and Suppliers

Cognite expects all their commercial partners, customers and suppliers to follow Cognite's Code of Conduct or have their own equivalent policy in place. If you have any questions about the Code of Conduct or any of our other Policies, you may direct your inquiries to our Compliance Officer. You can also report any concerns or suspicions anonymously to our whistleblower channel [Here](#).



# ↘ Caring About People

Cognite prides itself in having an inclusive work culture that values diversity and equality. We want our employees, customers, suppliers, and commercial partners to be proud to be associated with us and to promote our values by behaving ethically and in accordance with this policy.

## Personal data and privacy

Cognite is committed to protect all individuals' personal data while performing our business and delivering our services. We only collect, process and store personal data in line with applicable data protection laws and regulations. To learn more about this, read our Privacy Notice or GDPR Policy.

## Working environment (Human rights and workers' rights)

Cognite respects, supports and acknowledges the fundamental principles of human rights as defined in the United Nations Guiding Principles for Business and Human Rights, the ILO Declaration on Fundamental

Principles and Rights at Work (including the ILO core conventions), and the OECD Guidelines for Multinational Enterprises, as well as the new Norwegian Transparency Act 2022 (Åpenhetsloven).

Cognite acknowledges employees' right to form and join trade unions. We involve employees in decision-making processes and believe this improves the grounds for decision-making.

Cognite values diversity and wants every employee to be able to develop individual skills and talents. We oppose harassment, discrimination based on age, gender, sexual orientation, disability, race, nationality, political opinions, religion, philosophical belief or any other basis prohibited by law, and other degrading treatments in any form, by or towards employees. To learn more about this, read our Anti-Harassment Policy.

We are all committed to the following:

- Providing minimum wage, decent standard for working condition and workers health and safety

- We have a zero tolerance for modern slavery, child labour and human rights violations

- Respect the personal dignity, privacy and rights of all people we interact with and those affected by Cognite's business

Cognite expects the same high standard of respect for human rights and working conditions from all our commercial partners, customers and third-party suppliers.

For more detailed information about how to behave at work, read the Employee Handbook.

Cognite takes all human rights concerns seriously. Please reach out to our Compliance Officer in writing, if you become aware of breach of Cognite's human and labor rights standards. You can also report any concerns or suspicions anonymously to our whistleblower channel [here](#).



# ↘ Acting with Integrity

Act with integrity in the course of your work – follow your moral and ethical convictions, do the right thing even if no one is watching you, be true to yourself and the Code of Conduct, and don't dishonor yourself or the Code of Conduct.

## Conflict of interest

Conflict of interest is when you have a personal or outside interest that conflicts with the best interest of Cognite. A personal interest can be a financial interest in another company or a transaction, a relationship, including but not limited to immediate family, or any interest or relationship that may improperly affect our judgment and decision-making.

We are all committed to the following:

- never take action or get involved in relationships that in fact or appearance can give rise to a conflict of interest, and ensure that transactions with related parties adhere to relevant principles for such transactions;
- if a conflict of interest arises or something appears to be a conflict of interest, notify your manager or the Compliance Officer;
- seek pre-approval from your manager for directorships or assignments held/carried out in other companies; and
- never let engagement in duties or assignments outside Cognite negatively impact our working relationship with Cognite and always ensure that such activities

do not conflict with Cognite's business interests.

## Corruption and bribery

Cognite has zero tolerance for all forms of corruption, and we make active efforts to ensure that it does not occur in our business activities. Corruption, as defined in Cognite's Anti-Corruption and Appointment of Third Party Representatives Policy, is when a person or organization offers, gives, receives, or solicits something of value for the purpose of influencing - directly or indirectly - officials or private parties for an improper purpose, including to obtain or retain business or any business advantage.

When engaging with public officials, we must be extra cautious of the corruption risk and act in a transparent manner.

We are all committed to the following:

- never, directly or indirectly, offer anything of value to influence the actions or decisions of, or otherwise obtain any improper advantage from:
  - any official person, including any person in public or legal duty,
  - any person acting on behalf of customers or subcontractors/suppliers, or
  - any other third party; in selling goods and services, conducting financial transactions or representing the company's interests;

- never give nor encourage facilitation payments unless an employee is a victim of extortion and his or her health and safety is in danger (such incidents shall immediately be reported to your manager and Cognite's CEO or Compliance Officer); and
- ensure that all payments comply with Cognite's accounting and financial procedures for the approval and recording of payments, and that they are submitted to the appropriate level of management.
- if you or your colleague end up in a serious situation, report immediately to your manager and Cognite's CEO or Compliance Officer

## Gifts and Hospitality

Cognite does not accept the offer or acceptance of business courtesies where they could constitute, or appear to constitute, an undue influence. Hospitality, such as social events, meals or entertainment, may be acceptable for a clear business reason, provided that the cost is reasonable. Local laws may restrict or prohibit offering of gifts and entertainment to public officials. For more information about gifts and hospitality, see the Gifts and Hospitality Policy.

We are all committed to the following:

- never offer, promise, give or receive gifts, hospitality or other advantage to or from a public official without specific, written pre-approval from Cognite's

Compliance Officer;

- never, directly or indirectly, accept gifts or other remuneration if there is reason to believe its purpose is to influence business decisions; and
- never solicit a gift or favor for personal benefit from any of Cognite's stakeholders.

## Export controls and sanctions

Export controls and economic sanctions laws restrict the sale, shipment, electronic transfer, provision and disclosure of information, software, goods, assets, funds and services across national borders or involving parties subject to economic sanctions. Exports are not limited to traditional shipping methods and include electronically transfer, through discussions or visual inspections.

We are all committed to the following:

- carefully consider potential impact of export control laws and sanctions before transfer of goods, technology, software or services across national borders; and
- be cautious if dealing with parties from sanctioned countries or otherwise designated for financial sanctions.

## Fair competition

Cognite shall protect fair and open competition and comply with antitrust and competition laws and regulations.

We are all committed to the following:

- meet competition in a professional and transparent manner;
- never take part in or support illegal cooperation on pricing, illegal market sharing or any other activity that constitute breach of applicable competition laws; and
- consult the Compliance Officer in all matters involving risk of antitrust exposure for Cognite, yourself, or any of your reports.

## Insider trading

With a main shareholder that is a publicly listed company, Cognite is subject to laws concerning insider trading. Insider trading is defined as trading, either directly or indirectly, in publicly traded shares or other securities while in possession of specific information capable of affecting the price of the shares or securities and that is not publicly available or generally known in the market, or disclosure of such information to someone or influence someone who then trades in those shares or other securities.

We are all committed to the following:

- refrain from trading securities while in possession of material, non-public information relating to Cognite's shareholders or customers that are publicly listed (this applies to our close family members as well); and
- seek advice from the Compliance Officer in all matters involving risk of insider trading.

## Money laundering

Money laundering occurs when

the criminal origin or nature of money or assets is hidden in legitimate business dealings or when legitimate funds are used to support criminal activities. Cognite is firmly opposed to all forms of money laundering.

We are all committed to the following:

- seek to prevent that Cognite's financial transactions and business activities are used to launder money;
- ensure that all business activities are legitimate and involve legitimate funds deriving from legitimate sources;
- consult the finance department or the Compliance Officer if there are irregularities relating to payments, such as offshore bank accounts or accounts not normally used by the party in question; and
- consult the finance department or the Compliance Officer if in doubt about the origin and destination of money and property.

## Safeguarding of IP and assets

Only authorized employees can use our property and assets, and only for legitimate business purposes. This goes for both tangible property (such as equipment), and intangible property (such as intellectual property and confidential information). Information produced and stored on our IT systems is the property of Cognite. We shall never process or download information that may be illegal or inappropriate.

Our intellectual property, such as

logos, copyrights, trade secrets, “know-how” and patents are Cognite’s most valuable assets. Unauthorized use can lead to loss of value. Inappropriate use of others’ intellectual property, including violation of license requirements under which open source software is distributed, may expose Cognite and you to criminal and civil fines and penalties.

We are all committed to the following:

- only use Cognite’s logos and marks for necessary business purposes;
- prevent unauthorized use of Cognite’s intellectual property;
- respect others’ intellectual property;
- report suspected misuse of trademarks, logos, or other Cognite intellectual property to the legal department;

■ consult with the legal department before

- authorizing access to or use of Cognite proprietary information,
  - soliciting, acceptance or use of proprietary information from outside Cognite, and
  - incorporating open source code or other content not belonging to Cognite into a product, service, or internal project;
- use IT systems and particularly internet services carefully, and only for business purposes, not personal interests.

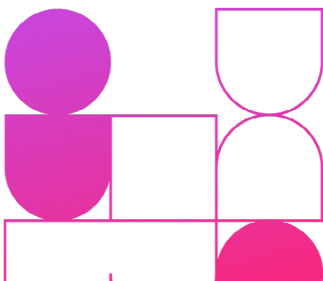
## Sensitive information and confidentiality

We shall protect sensitive or confidential information, and not misuse information belonging to Cognite or a partner.

We are all committed to the following:

- comply with statutory and contractual confidentiality obligations, which may apply as long as the information is considered sensitive or confidential, and after conclusion of the employment or contractual relationships with Cognite; and
- always carefully consider how, where and with whom Cognite-related matters are discussed.

To learn more about this, read our Information Classification Policy.





# ↘ Protecting the Environment

We shall act responsibly and aim to reduce direct and indirect negative influences on the external environment. We shall follow relevant international and local laws and standards, and seek to minimize our environmental impact. For more information please see Cognites sustainability report.

# ↘ Promoting Transparency

## Accurate and timely information and financial reporting

Cognite is committed to providing our stakeholders with quality information that enables them to maintain a correct picture of our financial standing.

We are committed to the following:

- communicate relevant business information on a timely basis to our stakeholders; and
- accurately register and present accounting and financial information, and other disclosure information in accordance with

laws, regulations and relevant accounting standards.

## Political contributions and activities

Cognite maintains a neutral position on party politics and does not in any way support any political party or their candidates. Cognite may participate in public debates if this is in the company's interest.

## Relations to business partners

We are dependent on our partners

and shall deal honestly, ethically, impartially and fairly with our stakeholders. Cognite expects the same high standard of business ethic from all our partners, customers and suppliers.

## Sponsorships

Cognite may promote its business through sponsors that reflect Cognite's values, quality and profile. No religious or political groups or organizations may be sponsored. All sponsorships shall be structured as 'win - win situations'. Charitable donations to organizations must not be mutually beneficial.

# ↘ Where to seek guidance and report breaches

Violation of the Code of Conduct will not be tolerated and may lead to internal disciplinary action, dismissal, criminal prosecution or termination of contract. Please contact our Compliance Officer if you have questions about the Code of Conduct or any of our other policies.

If you are aware or have suspicions concerning unprofessional conduct or breaches of this Code

of Conduct, report this to your manager or our Compliance Officer immediately. Alternatively, you can report your concern through Cognite's online [whistleblowing channel](#). To learn more about this, read our Whistleblower Procedure. You may remain anonymous if so desired. There will be no retaliations nor any impact on your professional career for reporting violations in good faith. Failure to report is

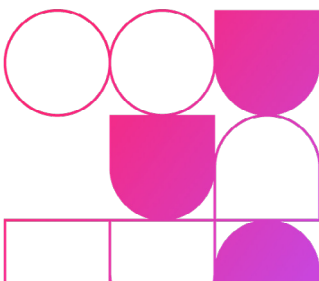
considered a breach of this Code of Conduct

Contact Details:  
[compliance@cognite.com](mailto:compliance@cognite.com)

## ↘ Revisions

Version	Date released	Revisions made
1.0	September 21, 2017	Published
2.0	November 18, 2020	Revision to adjust the code to Cognite's profile
3.0	August 31, 2021	Updated Cognite's values
4.0	April 26, 2022	Updated for the Transparency Act

**Preparer:** Compliance Officer  
**Owner:** Chief Executive Officer  
**Approver:** Board of Directors  
**Valid from:** April 26, 2022





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