



Code of business Conduct and ethics

DEC 2020

speeki

MESSAGE FROM THE CEO

As one of the Speeki Founders, it gives me great pleasure to welcome all of our associates, suppliers, vendors and partners to our Code of Business Conduct and Ethics (the “Code”).

The Code sets out the approach that we take to ethics, integrity and compliance. It sets out the way that we do things and the Standards that we set out for ourselves and our business partners.

Our approach is always conservative, always errs on the side of ‘doing the right thing’, even if it means that the company or its investors end up worse off than simply following the law and doing strictly what is expected. We will always take the view that running a business with Integrity is in our soul, it is embedded in our products and it is the very basis of our existence.

The Code applies to everyone that does business with the Company. It sets out the rules and the guidelines around our approach and our behaviour. It is what we do when no one is looking. It is more than just words, it is what we believe.

On behalf of my co-founders, the Board and management, please absorb the contents of the Code, practice them each and every day and encourage everyone to reach out if they need further guidance.



Scott A. Lane
CEO Speeki



OVERVIEW

This “Code of Business Conduct and Ethics” (the “Code”) is Speeki’s set of principles and standards that affirm our commitment to corporate responsibility. The Code encapsulates our commitment to conducting business with the highest levels of integrity. It requires the strongest adherence to compliance and corporate governance, and the maintenance of this stance no matter where we are operating.

The Code applies to all Speeki employees, as well as contractors, temporary workers, Directors and consultants that perform functions on our behalf. References to ‘employees’ within this document will also refer to these contractors, temporary workers, Directors and consultants where the context permits.

The Code will apply at all times when you are conducting Speeki business, while working on any Speeki premises, at offsite locations where Speeki business is being conducted, at Speeki sponsored events, or at any other place where you are a representative of Speeki. The Code is to be applied globally and interpreted harmoniously, taking into consideration any differences in values and cultural expectations.

Your compliance with the provisions of The Code forms an essential part of your role. We are all required to have a comprehensive understanding of The Code and its underlying values.



speeki 



OUR RESPONSIBILITIES TO SPEEKI

Act with integrity, honesty and transparency

Speeki's reputation for honesty and integrity is paramount and must be protected at all costs. It is our policy to carry out our business ethically. We must be clear, concise, honest and fair in our dealings with clients, suppliers, business partners, governments and each other.

Making the right choices

We each make decisions on behalf of Speeki every day. These decisions, whether large or small, define our values and our business, and may have a direct impact on our financial results, our co-workers, our business partners, the community we work in and our reputation. It is critical that we have a shared understanding of, and commitment to, ethical conduct, especially given the complexity and variety of issues that can arise. We also need to ensure our suppliers and business partners comply with the same high standard of ethical conduct. Our continued success depends on your ability to make decisions that are consistent with our core values. Regardless of the situation, exercise total honesty and integrity in everything you do.

The responsibilities of our managers

If you are a manager at Speeki, you have an additional responsibility to ensure The Code is followed. You hold a position of influence and must lead by example. You must maintain awareness of the operations of your team and ensure that all of your direct reports understand and follow The Code at all times. It is important to create an environment where all employees are comfortable to ask questions and discuss concerns without the fear of retaliation. You must take concerns of your direct reports seriously and not dismiss or downplay their concerns. You should also understand when to escalate these issues.



FOLLOWING THE LAW

What laws do we need to follow?

Speeki has expanded rapidly in recent years, and has plans for continued expansion. We have offices in over a dozen countries and supply products and services to clients all around the world. This means that we are subject to an increasing number of laws and regulations. We follow the laws of every country that apply to our operations worldwide. All employees should have a working knowledge of permissible activities involved in their work and should check with their manager or with the Legal and Compliance department if they have any questions.

What happens if we don't follow the law?

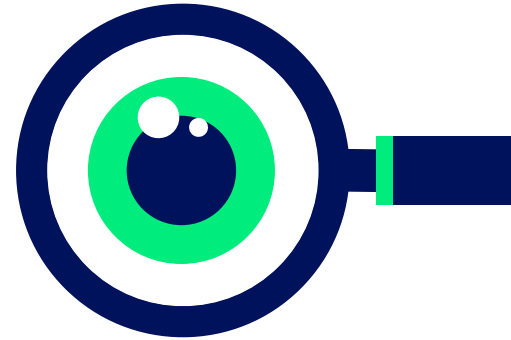
Violations of laws, regulations and rules don't just expose Speeki to penalties, but may also give rise to your own individual criminal or civil liability. You could also be subjected to disciplinary actions by Speeki and potentially lose your job.



CONFLICTS OF INTERESTS

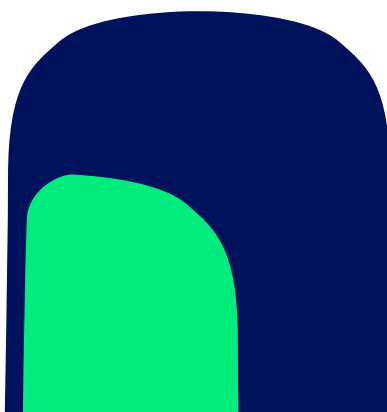
Avoiding conflicts of interest

A conflict of interest arises when your personal interests are inconsistent with the interests of Speeki. Conflicts of interest cast doubt on your loyalty, ethical judgment and objectivity. This may, in turn, give rise to concerns from our clients about the accuracy and reliability of Speeki's advice, and will undermine the confidence our clients have in us. Even where no conflict exists, the appearance of conflicts of interest can be damaging to our reputation.



Disclosing all potential conflicts of interest

You must disclose all potential conflicts of interest. If an actual or potential conflict of interest does arise, then transparency (that is, making sure your actions are disclosed and visible) is essential. You must disclose any potential or actual conflict to the Legal and Compliance department as soon as possible after you have identified the conflict.



PROTECTING IP AND CONFIDENTIAL INFORMATION

During your work with Speeki, you will use and possibly develop Intellectual Property. You will also access and use information, owned by both Speeki and our clients, that is highly confidential. Intellectual Property and Confidential Information are the lifeblood of Speeki, and one of our most important obligations is to ensure it is protected, used correctly and handled responsibly.

Speeki's intellectual property

The Intellectual Property rights in all work that you develop during your employment belongs to Speeki from the moment it is created. You must only use this Intellectual Property for Speeki's business purposes, and may never incorporate Speeki's Intellectual Property into any work that is not performed for Speeki.

What are examples of confidential information?

Much of the information accessible to you as an employee will qualify as Confidential Information. Confidential Information can include:

- Business information (such as plans, projections, client lists, budgets, customised pricing schedules, and market data).
- Technical information (such as designs, formulas, procedures and "know how").
- Any information provided by a client or business partner.
- Personal Information.
- Financial information of Speeki or our clients.



HANDLING CONFIDENTIAL INFORMATION

You must adhere to the following to protect the Confidential Information of our clients and Speeki.

- Use Confidential Information for Speeki business purposes only.
- Protect Confidential Information from theft, disclosure and any inappropriate use. Release Confidential Information only to those fellow employees with a genuine need to know.
- Never provide Speeki-owned Confidential Information to third parties without a valid nondisclosure agreement in place.
- Never provide client-owned Confidential Information to a third party without a valid non-disclosure agreement in place, as well as approval from your manager or the Legal and Compliance department.
- Store Confidential Information in a safe place and follow computer security procedures.
- Exercise caution when discussing business, and using portable communications devices, in public places.
- Even in social situations, you must remember that you represent Speeki and your obligation to protect Confidential Information continues. Do not share Confidential Information with friends, family or former colleagues.

Speeki's policies on Confidential Information apply during your employment with Speeki and after you leave. This means that you have a continuing obligation not to disclose Confidential Information you learned while working at Speeki, and you must return any documents containing Confidential Information before you leave.

“Intellectual Property” is any intangible property, whether registered or unregistered, such as patents, copyrights, registered designs, trademarks, know-how and inventions.

“Confidential Information” is generally any information that is private and should not be disclosed without proper authorisation.

INFORMATION SECURITY

Information security

One of the key ways that we protect Confidential Information is by adhering to the principles of information security. At Speeki, we are committed to protecting, maintaining and promoting information security. Speeki provides effective information security training and has put protective measures in place. Each of us must adopt and enforce safe information handling and processing practices, and comply with all applicable laws and regulations. Speeki policies are in place to ensure those protective measures are effective and that we maintain a safe information handling and processing environment.

Maintaining privacy of personal information

During your employment with Speeki, you will be exposed to large volumes of Personal Information. This Personal Information may be that of our colleagues, our clients, our suppliers, our business partners and business associates of our clients. It is critical that you exercise care when handling this Personal Information, and that you use Personal Information only for the legitimate purpose for which it has been provided to you.

Speeki takes individuals' rights to the privacy of their Personal Information very seriously. Many countries have implemented strict laws on the appropriate use, handling, storage, disclosure and transfer of Personal Information. The penalties of non-compliance with these laws are severe. The expectations of our clients, and of the public, are extremely high when it comes to access and use of Personal Information. We are committed to protecting the privacy of everyone we do business with, including our clients, suppliers and fellow colleagues. Safeguarding Personal Information is critical in maintaining trust in the Speeki brand.

Each of us therefore has a responsibility to comply with information security and privacy requirements when Personal Information is collected, used, processed, transmitted and shared. We must process Personal Information at all times in accordance with all applicable laws, contracts, and best practice.



USING COMPANY ASSETS

We have a responsibility to protect Speeki Assets at all times. You must also use Speeki Assets as efficiently as possible and remain alert to opportunities to improve performance and reduce costs.

Your use of speeki assets

Speeki Assets are supplied to you so that you may perform your responsibilities to Speeki as part of your employment. You must not remove or borrow Speeki Assets without permission from your manager. While Speeki Assets must be used primarily for business purposes, you may also use Speeki Assets to send and receive occasional and incidental personal communications, or to prepare and store incidental personal data (such as personal calendars, address lists, etc.), so long as such use:

- Does not interfere with work duties.
- Is not illegal.
- Is not done for monetary or personal gain.
- Does not involve “spamming” or other mass or excessive distributions. Does not conflict with Speeki interests.
- Does not violate Speeki policies or procedures.

You must not use Speeki Assets to create, distribute, store, access or display messages or materials that are threatening, harassing or unprofessional.



BUSINESS ETHICS

Never bribe or make illegal payments

Speeki takes a zero-tolerance approach to bribery and corruption, both within our organisation and throughout our supplier network. We never give anything of value, directly or indirectly, for the purpose of obtaining or retaining business, or to secure improper advantage for either Speeki or one of our clients.

Why is this so important to speeki?

Corruption and bribery is a global problem and its impact is devastating. All companies, both public and private, are responsible for implementing systems and adopting practices to eliminate bribery and corruption from their operations.

Speeki is in the Compliance space. Our core business is providing clients with innovative apps to monitor their compliance and integrity risks.

For this reason, it is critical that we lead by example and adopt best practice measures to eliminate bribery and corruption. We must demonstrate what it takes to truly foster a culture of compliance and integrity at Speeki. Everyone is responsible for ensuring that Speeki is not associated with any corrupt behaviour.

Unless the health, liberty or safety of you, your colleagues or your family are threatened, bribes must never be paid.

Facilitation payments

Although facilitation payments may be acceptable in certain countries, as Speeki upholds the highest of standards of ethics and compliance we do not distinguish between bribes and facilitation payments.

If you have any doubt about the legitimacy of a payment that you have been asked to make, you should consult the Legal and Compliance department.

“Bribery and corruption” means the offering, promising, giving, soliciting or receiving of anything of value, through direct or indirect means, to or from any party in order to obtain, retain or direct business or to secure any other improper advantage.

Examples of such parties include:

- Public officials;
- Political candidates or party officials;
- Any person in a position of public trust; or
- Any person who directs or works for a private sector enterprise in any capacity.

What about gifts and entertainment?

Gifts given by Speeki to clients or suppliers (including both corporate and government clients and suppliers) are never appropriate, given the nature of the services we provide. The only exception to this rule is where the gift is a company branded souvenir of nominal value. If a client or supplier invites you to lunch or dinner, you must insist on paying for your share.

If you receive a gift or are offered a gift, and you are concerned that refusal will cause offence, please accept the gift and immediately notify the Legal and Compliance department to determine the best course of action.

Always act in a manner that builds a relationship on trust and integrity.

Complying with sanctions and export controls

We must comply with all applicable laws on trade restrictions in all the countries where we operate. We should pay particular attention not to conduct business with sanctioned parties or any parties that operate in sanctioned countries.

GOVERNMENT RELATIONSHIPS

We at Speeki are committed to fully cooperating with the governments of the countries in which we operate. At the same time, we must also protect the legitimate interest of Speeki and our clients.

NEVER:

- ✗ Provide falsified information or attempt to obstruct investigation by destroying relevant information, data, testimony or records.
- ✗ Attempt to mislead any government or regulatory officials.
- ✗ Attempt to prevent or hinder any employee of Speeki from providing accurate information or testimony.
- ✗ Retaliate against anyone who has cooperated with government or regulatory agencies.



OUR RESPONSIBILITIES TO FELLOW COLLEAGUES

Treating our colleagues fairly and with respect

We all contribute to Speeki's success. We work together as a diverse team across the globe to produce products and services of the highest quality. Speeki is committed to providing all employees with a safe and fair workplace environment. In doing so, Speeki is committed to hiring, promoting and compensating employees based on their qualifications and demonstrated ability to perform job responsibilities.

We will not tolerate discrimination or harassment of any form. This applies to all workforce-related decisions and actions, including but not limited to recruitment, hiring, training, compensation, benefits, promotion, project and task allocation, and social and recreational programmes.

ALWAYS:



Treat others with dignity. Respect each other's privacy and cultural diversity.

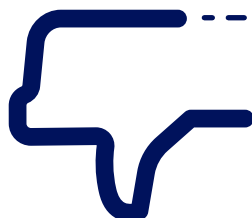
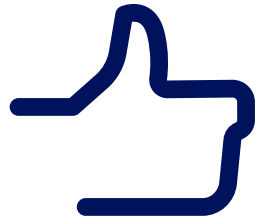


Work together in a safe manner and bring all hazards in the workplace to the attention of management. Take your role seriously and strive to continually learn and develop your skills to maximise your potential.

NEVER:



Harass another person physically or sexually. Discriminate against others based on race, colour, nationality, ancestry, religion, age, sexual orientation, gender identity, pregnancy, marital status, physical disability, mental disability, medical condition, genetic information, family care leave status or any other basis prohibited by law.



OUR RESPONSIBILITIES TO CLIENTS, PARTNERS AND COMPETITORS

Protecting our client and business partner relationships

If your job puts you in contact with any clients or business partners (either actual or prospective), it is critical to remember that you represent Speeki. Act in a manner that creates value for our clients and business partners and helps to build a relationship based upon trust. To create an environment where our partners have an incentive to work with Speeki, they must be confident that they will be treated lawfully and in an ethical manner.





Antitrust and unfair competition

It is our policy to compete fairly and in compliance with all applicable antitrust laws. We must adopt fair sales and marketing practices. We must always be truthful when dealing with clients and prospects. To ensure that we are complying with antitrust laws worldwide, it is critical that you do not engage in any of the following practices:

- Entering into an agreement, understanding or arrangement (whether formal, informal, written, verbal, express or implied) with one or more competitors regarding any of the following:
 - prices, price-related sales terms (e.g. discounts, credits or trade-in allowances), timing or announcement of price changes, or any other terms and conditions of sale;
 - sharing, dividing or otherwise allocating geographic or product markets, sales territories, clients or bids;
 - controlling or limiting sales volumes, production, capacity, investment or research and development;
 - prices, terms and conditions to be submitted in response to a bid request, or discussion of bid strategy; or jointly refusing to do business with or boycotting clients, suppliers or distributors.
- Discussing or even being present while competitors are discussing prices, terms of sale, and the like at trade association, at a conference or other professional meetings.
- Exchanging confidential or competitively sensitive information with a competitor, including:
 - list prices and profit margins;
 - terms and conditions of sale, bid or purchase (including credit terms);
 - or sales, marketing and product strategy.

OUR RESPONSIBILITIES FOR ACCURATE FINANCIAL REPORTING

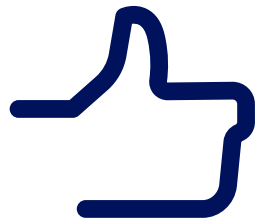
Fair and accurate accounting

Records are a vital component in maintaining our high standard of ethical business conduct. We must ensure that all transactions are fully and accurately recorded in Speeki's books and records, in compliance with all applicable laws. False or misleading entries, unrecorded funds or assets, or payments without appropriate supporting documentation are strictly prohibited. Accurate and reliable preparation of financial records is of critical importance to proper management decisions and the fulfilment of Speeki's financial, legal, and reporting obligations.

ALWAYS:

All company records and transactions must:

- ✓ Be kept and presented in accordance with the laws of each applicable jurisdiction. Fairly and accurately reflect the transactions or occurrences to which they relate.
- ✓ Fairly and accurately reflect in reasonable detail Speeki's assets, liabilities, revenues and expenses.
- ✓ Not contain any false or intentionally misleading entries.
- ✓ Not be intentionally misclassified as to accounts, departments, accounting periods or in any other manner.
- ✓ Be supported by accurate documentation in reasonable detail.



NEVER:

- ✗ Make payments without supporting documentation, or for a purpose other than that described in supporting documentation.
- ✗ Establish undisclosed or unrecorded Speeki funds, assets or liabilities.
- ✗ Make false or misleading entries in, or omitting important information from Speeki's records.
- ✗ Seek reimbursement of personal expenses that are not reasonable business expenses or using Speeki's assets or opportunities for personal financial gain.



OUR DEDICATION TO BE A RESPONSIBLE CORPORATE CITIZEN

Speeki is uniquely positioned to derive business value from our work in improving the standards and practices adopted by businesses across the world, promoting corporate responsibility in various industries and, ultimately, making the world a greater place. We are therefore fully dedicated to being a responsible corporate citizen.

Engaging local communities

We are committed to the wellbeing of the communities where we live and work. We strongly encourage and support everyone at Speeki to individually participate in volunteerism and initiatives with a worthy cause.

Sustainable development

We understand that resources are precious and limited. For this reason, we always strive to reduce waste and are eager in reusing and recycling resources wherever possible. We are conscious about reducing our carbon footprint. Unless face-to-face interaction is necessary,

we should conduct meetings using alternate methods – such as online meetings, conference calls and videoconference calls – to avoid unnecessary travel. We encourage you to walk, car-pool or take a public transport whenever practicable to commute to your place of work. Finally, we encourage you to promote the efficient use of energy in all aspects of your work for Speeki.



SPEAKING UP

Ethical business conduct is critical to Speeki. We each have a responsibility to help enforce this Code. If you suspect that an employee, contractor, temporary worker, Director or consultant has violated the Code or

broken any law, we expect you to speak up and follow the below procedure to report the potential violation. It may seem easier to say nothing or 'look the other way', but taking no action is, in itself, an action that can have serious consequences. By speaking up, you will be helping to further our mission while preserving our core values.

How do i report a violation?

You should report the violation directly to your manager or to the Legal and Compliance department. You may make a report anonymously if you wish, however, we recommend that you report in confidence so that we may contact you for any follow-up actions and update you on the progress of the investigation. We are dedicated to protecting people that raise concerns in good faith, even if no misconduct is ultimately found upon investigation.

Non-retaliation

Speeki forbids retaliation against any internal or external parties for reporting, in good faith, a possible violation of the law, the Code or any other Speeki policies. We also forbid retaliation for initiating or testifying, assisting, or participating in any manner in any investigation, proceeding or hearing. You should not be afraid to report any misconduct, ask questions about your ethical responsibilities, or raise concerns about potentially unethical or questionable behaviour. Employees who retaliate or attempt to retaliate will face disciplinary action, up to and including termination of employment.



