



# CODE OF CONDUCT & BUSINESS ETHICS



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## A Note From Our CEO, Nishat Mehta

Hello,

I am proud to introduce our new Code of Conduct and Business Ethics, a pivotal document that defines how we work, lead, and succeed together. This Code is more than a set of guidelines; it was developed with input from many of you making it a reflection of who we are and what we stand for as a company.

At the heart of this document are our SPIRITED values, which serve as the foundation of our culture and guide our decision-making at every level. These values remind us of the principles that unite us and shape the way we interact with each other, our clients, and the world at large.

**Service Excellence** inspires us to deliver remarkable experiences and build lasting relationships.

**Positivity** fuels our determination to overcome challenges and remain energized as we tackle opportunities.

**Innovation** drives us to continuously improve, setting new standards in how we serve.

**Respect** ensures that every interaction reflects professionalism, trust, and inclusivity.

**Integrity** safeguards our reputation and strengthens the trust our clients and stakeholders place in us.

**Teamwork** underscores that together, we are greater than the sum of our parts.

**Entrepreneurship** honors our origins and keeps us business-savvy and adaptable.

**Diversity** broadens our perspectives and fosters a sense of belonging across all our teams.

The Code of Business Conduct and Ethics captures these values in action. It serves as a guide for every decision you make and every interaction you have. It enables us to hold ourselves accountable to the highest standards while protecting the trust and respect we’ve earned from clients, partners, and one another.

I encourage you to familiarize yourself with this document and view it not just as a set of rules, but as a roadmap that ensures we continue to grow together in a way that aligns with our shared purpose. By living out our SPIRITED values every day, we can ensure that our work consistently reflects the integrity, innovation, and respect that define us.

If you have questions or encounter something that doesn’t align with our values, don’t hesitate to speak up. Reach out to your manager, HR, Legal, or use our confidential reporting channels outlined in the Code. At Lexitas, raising a concern is not only welcomed but fully supported and safeguarded.

Thank you for your dedication to our mission, our values, our clients, our partners and to one another. I am confident that, together, we will continue to set the standard for excellence in everything we do.

Sincerely,

*Nishat Mehta*

Nishat Mehta, CEO



## Section 1: INTRODUCTION TO THE CODE OF CONDUCT

Our Code of Conduct and Business Ethics applies to all directors, officers, employees, and agents of Lexitas and its affiliates. We must strive to follow this Code and do the right thing under all circumstances.

It covers ethical scenarios and laws but also emphasizes sound judgment and adherence to applicable regulations. A separate Government Contracting Policy applies to work with government clients. Review the Government Contracting Policy if your work involves interacting with a government entity.

### Discipline.

Employees at all levels within the Company may face disciplinary actions, up to and including immediate termination of employment, for non-compliance with the provisions of this Code or the terms of their employment agreement. This includes refusal to cooperate with the Company during investigations into alleged violations of the Code, as well as engaging in retaliatory behavior.

### Questions or Concerns?

Please read this Code carefully. Should you have any questions or need to report a concern, please contact one of the following:

- Your supervisor;
- Your human resources representative or Chief Human Resources Officer;
- The Legal Team, Attention:
  - Chief Legal & Compliance Officer
  - Telephone: +1 (346) 444-8884
  - Email: [Legal.Compliance@LexitasLegal.com](mailto:Legal.Compliance@LexitasLegal.com)
- The Ethics and Compliance Helpline, available by phone or email, allows anonymous reporting where permitted by law. Employees in India should follow the local whistleblower policy for sexual harassment concerns.
  - Employees can call the toll-free compliance helpline at:
  - 1-833-740-5434
  - 022-5016-9904 (India)
  - Online at [LexitasLegal.EthicsPoint.com](https://LexitasLegal.EthicsPoint.com)

We will keep the identity of reporting employees confidential to the extent legally possible. Retaliation against employees who report violations in good faith or participate in investigations is not tolerated.

### YOUR RESPONSIBILITIES: FOLLOWING THE CODE OF CONDUCT

- Read and understand the Code.
- Take compliance training when it is required or offered.
- Be sure to ask if there is anything in the Code that you do not understand.
- Remember that it is your obligation to report suspected wrongdoing and cooperate in any compliance investigation.

## Section 2: SAFE & RESPECTFUL WORKPLACE

We are committed to providing a work environment that fosters respect for all employees, customers, suppliers, contractors, consultants and other business partners by focusing on merit-based decision making.

We follow all applicable laws that:

- (a) forbid unlawful employment discrimination based on factors including, but not limited to, an individual’s race, creed, color, sex, sex stereotyping, pregnancy, sexual orientation, gender identity or expression, religion, religious or philosophical beliefs, national origin, ethnic origin, ancestry, marital status, age, mental or physical disability, political belief or activity, trade union membership, military or veteran status, citizenship, genetic information, medical condition or any other protected status;
- (b) prohibit unlawful bullying and harassment, including racial and sexual harassment; and
- (c) protect the occupational health and safety of our employees.

**Sexual harassment** occurs when decisions affecting an individual — such as hiring, firing, promotions, awards, and transfers or disciplinary action — are influenced by the submission to or rejection of unwelcome sexual advances. It can also include actions that create a hostile or offensive environment for members of a given gender, regardless of whether the act is perpetrated by a supervisor or coworker. We should all strive for interactions with our fellow employees that are courteous, mutually respectful, pleasant and non-coercive.

### YOUR RESPONSIBILITIES: SAFE & RESPECTFUL WORKPLACE

- Make decisions based solely on job-related qualifications and abilities without regard to non-job-related characteristics.
- Create an atmosphere free of any suggestion of illegal discrimination, bullying or harassment. Do not make or tolerate jokes, comments or remarks based on a person’s age, color, disability, race, religion, sex, veteran status or any other protected group status.
- Never make or tolerate an unwelcomed advance toward a coworker or suggestion that someone’s job will be affected by anything other than merit.
- Do not make or tolerate sexual jokes, comments about a person’s body or graphic statements about sexual matters or engage in other offensive behavior of a sexual nature.
- Immediately notify supervisory personnel and/or the Human Resources or Legal Department of any discrimination or harassment.
- Observe all safety policies and procedures implemented locally and flag any safety issues you see.

### Section 3: CONFLICT OF INTEREST

Our ongoing success relies on the trust and confidence of our clients in our work, which must be impartial at all times. Although it has taken years to establish our reputation, this trust can be undermined quickly. Therefore, it is important to understand that even the *appearance* of a conflict of interest can be as damaging to the Company’s reputation as an actual conflict.

You should therefore avoid any relationships with individuals, businesses, associations, or political movements that may impair your job performance or appear to do so. Refrain from actions or business relationships that could affect your independent judgment regarding interactions with any of our clients, operations, or other business entities. You should not engage in profit-generating activities outside your regular duties with the Company if this outside employment interferes with your ability to fully dedicate your efforts to the Company.

You are expressly prohibited from holding any investment in any competing business organization or any supplier, subcontractor or client of the Company, except where such investment consists of no more than five percent (5%) of the securities of a publicly owned corporation where permitted under local laws.

Additionally, you must not enter leases or other business transactions with a Lexitas business nor directly or indirectly benefit personally from any purchase of goods or services made by a Lexitas business without prior written approval of a member of the Executive Leadership Team. You must not participate in the selection, award or administration of a contract or purchase order if a conflict of interest, real or apparent, would be involved.

In short, you should not do anything that might create dual loyalties without first clearing such activities with the Company.

#### YOUR RESPONSIBILITIES: CONFLICT OF INTEREST

- Do not have a position with or financial interest in another business that interferes with Company duties or responsibilities.
- Disclose any financial interest in or position with any competitor (including work as a consultant or advisor), except where such interest consists of no more than 5% of the securities of a publicly owned corporation where permitted under local laws.
- Do not conduct/transact Company business with a relative or a family member unless it is approved in writing at the Executive Level.
- Inform your supervisor and your business division’s Human Resources representative of any outside business position (other than charitable, civic, educational or religious) that might be viewed as conflicting with Company duties or responsibilities.

## Section 4: BRIBES, KICKBACKS & UNLAWFUL PAYMENTS

We can never offer, give, receive or arrange a bribe or kickback. Taking such action could cause the recipient to act in a way that is in their own interests and not in the best interests of their company or government. This type of behavior may violate the recipient's policies, state, federal or international laws, including the Foreign Corrupt Practices Act ("FCPA").

In certain countries, you may be told that it is necessary to make a facilitating payment ("grease" payment) or give gifts to government employees to induce them to do what they are supposed to do. If you are asked to make this type of payment or if this subject is brought up in any way, contact the Legal Department as soon as possible.

In addition to not making or arranging bribes or other illegal payments, you must always be certain that invoices for which you are responsible accurately reflect the actual products or services purchased or sold and the true usual and customary prices and terms of the transactions.

Unless the Legal Department authorizes a different procedure in writing, payments due to the Company must be made directly to the Company and payments due to others must be made directly to the person or entity providing goods or services to the Company.

## Section 5: INTERNATIONAL ACTIVITIES

We apply the same high standards of business and personal ethics in every country where we do business. In countries where common trading or negotiating practices are based on less stringent standards of conduct than Lexitas customarily follows, we should continue to follow our more stringent Code. If the applicable law in a foreign country is more stringent than the law in the United States, we must follow the foreign law — unless complying with the foreign law will result in a violation of U.S. law. In the case of a conflict between foreign law and U.S. law, you should immediately contact the Legal Department for advice.

### YOUR RESPONSIBILITIES: UNLAWFUL PAYMENTS & INTERNATIONAL ACTIVITIES

- Just say "No!" if you are told to make a payment, provide entertainment, pay for travel or give gifts to government officials.
- Bribes and kickbacks can be anything of value – including a job offer or winning an RFP - given to improperly influence a procurement decision can constitute an illegal payment.
- Apply the same high standards of business conduct throughout the world.
- Comply with the applicable local and national laws of the country in which you are doing business.
- Strictly comply with the prohibitions of the Foreign Corrupt Practices Act and similar antibribery laws.
- Consult with supervisory personnel and/or the Legal Department whenever you are unsure about the permissibility of conduct in a foreign country.

## Section 6: GIFTS, GRATUITIES AND ENTERTAINMENT

Although modest business entertainment or gifts of nominal value are generally customary and proper, to maintain our reputation, you must avoid even the appearance of an improper relationship with current or prospective customers, vendors and consultants. Accordingly, you must not give or accept, directly or indirectly, any gift that could reasonably be perceived, due to its nature or size, to influence business decisions or that exceed local and/or business custom.

Giving gifts for referrals for, the purchase of, arranging for, or recommending the purchase of any item or service for which payment maybe made in whole or in part under a government program or by a government agency is illegal. Please refer to the Government Contractor Policy when dealing with any client who is, or who provides services to, a government agency.

You must not give or accept **gifts of cash** from anyone with whom Lexitas has a business relationship. Non-cash gifts, including gift cards, must be in line with customary business practices and of “inconsiderable” value (i.e., no more than US \$150.00) unless permitted in writing by the Chief Legal Officer. Gifts of more than inconsiderable value could influence, or be reasonably perceived to influence, your judgment and must not be accepted.

Accepting or giving the gift of an entertainment event at which the giver is present, such as a lunch, dinner, theatrical performance, sporting event or other customary business entertainment, is appropriate if it is reasonable in nature and as part of a meeting, or to foster better business relations.

You must use sound judgment when deciding whether to attend any event, keeping in mind how your attendance may be viewed by others within and outside the Company and ensuring that you do not give the impression that the receipt of the hospitality influences any business decision. **Accepting or providing entertainment that is of a sexual or inappropriate nature is prohibited.**

YOUR RESPONSIBILITIES: GIFTS, GRATUITIES AND ENTERTAINMENT

- Exercise good judgment in offering and accepting gifts, travel and/or entertainment. Excessive use of such items can be viewed as an illegal bribe or kickback.
- Return or politely decline any items that violate our policies.
- Respect the limitations and/or prohibitions on such items established by or applicable to our clients and our vendors, and the special rules that apply to government employees.
- Consult with supervisory personnel and the Legal department whenever you are unsure about the permissibility of offering or accepting a gift, travel and/or entertainment.
- If giving gift cards, loyalty rewards, or anything of value to a client, make sure you understand and follow our internal policies and procedures.

## Section 7: ACCURACY OF BOOKS, RECORDS AND REPRESENTATIONS

You are responsible for properly recording and reporting all material information with respect to your employment and areas of responsibility. You must not record entries that intentionally conceal or disguise the true nature of a transaction.

All **timesheets and expense reports** must be completed in an accurate and timely manner. Your signature, or electronic acknowledgement, on a timesheet or expense report is your certification that the information contained in these documents is a true representation of the hours worked, the expenses incurred, and the accounts for which those hours and expenses were incurred.

**Submitting a proposal, quotation, status report, financial report or other document that is false, incomplete or misleading to a government client or a government agency** can result in civil and/or criminal liability for the Company, the involved employee and the supervisors who permit such practices.

### YOUR RESPONSIBILITIES: ACCURACY OF BOOKS, RECORDS AND REPRESENTATIONS

- Do not make an inaccurate, false or misleading entry in Company books.
- Do not make inaccurate, false or misleading statements to other employees, to government officials or to third parties doing business with us.
- Accurately complete all timesheets and expense reports.
- Know and follow our accounting policies and internal control procedures if you participate in the preparation of financial reports.
- Immediately report any inaccurate, false or misleading records to supervisory personnel and/or the Finance or Legal Department.

## Section 8: PROPER USE OF CORPORATE ASSETS

You must never appropriate or divert Company or client monies, property, equipment or employee services for your own personal benefit. Additionally, you should not retain any Company property that is in your possession upon termination of your employment.

The **integrity of the computer programs and data** that compose the information assets of the Company must not be compromised. As such, when using these assets, you should always exercise care and protect them against intentional or unintentional corruption or disclosure outside of the Company.

When you use property that is subject to limitations on its use, such as license restrictions, you must comply with those limitations. For example, it is improper to make or install unlicensed copies of computer software.

**Section 8 continued to next page....**

### YOUR RESPONSIBILITIES: PROPER USE OF CORPORATE ASSETS

- Follow all policies related to the use of Company or client systems.
- Do not retain Company or client property upon termination of your employment.
- Exercise care in using the Company's computer systems.
- Comply with the limitations applicable to photocopying copyrighted materials and installing software on Company computers.
- Immediately notify supervisory personnel and the Finance Department if you become aware of the improper use of assets.

## Section 9: UNFAIR COMPETITION LAWS

Unfair competition laws and antitrust laws generally prohibit us from entering into anticompetitive agreements or understandings with competitors, even if they are oral or informal. These types of agreements could be related to:

- Prices, costs, profits, or terms and conditions of sale
- Territories and market share
- Limitations on services
- Marketing and product plans or market surveys and studies
- Customer or supplier allocation or selection
- Production capabilities
- Any action that affects, limits or restricts competition

Unlawful agreements do not need to be in a written document signed by the parties involved. If you commit to a common course of anticompetitive action with our competitors, you could cause Lexitas to be in violation of antitrust laws. If a competitor raises any of these subjects, even lightly or with apparent innocence, you should object, **stop the conversation immediately** and tell the competitor firmly that under no circumstances can you discuss these matters.

Before entering into any agreement with a competitor, discuss the proposal in detail with the Legal Department. If you receive a request from a competitor or a third party acting on behalf of a competitor that you believe is improper, **immediately report it** to the Legal Department.

### YOUR RESPONSIBILITIES: UNFAIR COMPETITION

- Compete aggressively and fairly.
- Never agree with competitors to fix prices or allocate customers or geographic territories.
- Without the approval of the Legal Department, never enter an understanding with a competitor that restricts either party's discretion to provide any service or that limits selling to or buying from a third party.
- Contact the Legal Department for prior approval before any meeting or entering into an agreement with a competitor.

## Section 10: FALSE STATEMENTS; DECEPTIVE ADVERTISING

We emphasize the quality of our services and products and do **not make false or deceptive comments** about our competitors or their services and products. Any oral or written statements concerning a competitor must be **fair and factual**.

- Do not make comments about a competitor's character or allege improper business practices.
- Try to sell based on our capabilities, know-how and benefits to the client and not based on a competitor's deficiencies.
- Do not make any statement about the specifications, quality, utility or value of a competitor's service or product unless the statement is based on the competitor's current published information or other factual data.

## Section 11: PROPER USE OF INFORMATION

The information generated during your employment is an asset of the Company and is likely considered proprietary. Although daily tasks and the use of information may seem routine, they are crucial to Lexitas' ability to compete and grow effectively. Proprietary, confidential, and classified information (referred to as "confidential information") may include strategic business plans, client lists, client pricing, operating results, contract terms, marketing strategies, personnel records, company-developed intellectual property, and any policies, procedures, or presentations designated as confidential.

This confidential information remains the Company's property even after you leave the Company and, therefore, **may not be disclosed to a new employer** or any other unauthorized individual. Similarly, you are expected to protect all confidential information you learned or obtained from previous employers. **You should never use such confidential information on the job at Lexitas and cannot disclose this information to Lexitas for any purpose.**

In the normal course of business, we collect business information, including information on competitors, from a variety of legitimate sources to evaluate the relative merits of our own services, products and marketing methods. However, we should gather this type of information **only through legal means**, whether we do it directly or use a third party.

Neither Lexitas nor our contractors may use **deception** to obtain information by concealing who we are. We do not ask employees or any other individuals to violate confidentiality agreements they may have with prior employers or other third parties. We do not use techniques such as **"garbage picking"** or **electronic eavesdropping** to obtain information.

Lastly, you may **never use material, nonpublic ("insider") information** about the Company or its clients for your own personal financial benefit or the financial benefit of any other person. This behavior is **unethical and a violation of the law**. It is equally unethical and unlawful to use for personal benefit any inside information about unrelated companies obtained in the course of your employment.

Section 11 continued to next page...

### YOUR RESPONSIBILITIES: PROTECTING CONFIDENTIAL INFORMATION

- Use secure means of communication when discussing or transmitting confidential information.
- Carefully safeguard our confidential information.
- Be familiar with and follow the terms of the Employee Confidentiality Agreement you signed when you were hired.
- Label sensitive and proprietary information as confidential and keep it in secure offices or cabinets when not in use.
- Properly return or destroy proprietary and confidential documents and follow the terms of our Document Retention Policy.
- Do not hire a competitor's employees for the purpose of getting confidential information and respect any confidentiality obligations they may have.
- Never buy or sell or recommend that somebody buy or sell the stock of any company based on confidential information that you have obtained in the course of your employment and that has not been released to the public.

## Section 12: RETENTION AND USE OF CONSULTANTS, AGENTS, REPRESENTATIVES, GOVERNMENT EMPLOYEES AND LAWYERS

There are legitimate and appropriate reasons to use consultants in connection with many of our business processes, including the pursuit of new business opportunities. However, you should **never use consultants to engage in activities that violate our standards of business conduct** or to avoid hiring an individual as an employee of Lexitas (to avoid adding to headcount).

We employ only **reputable, qualified individuals or firms** as agents, representatives and consultants. We do not hire or otherwise employ consultants, agents or other persons whose employment or retention by the Company would be **barred by applicable law or would create an actual or apparent conflict of interest**.

All commission or fee arrangements with third parties require written agreements and only with firms or persons serving as bona fide commercial sales representatives, agents or consultants. All such arrangements must comply with Company policies and applicable laws.

The **Chief Legal Officer** must approve all vendor and consultant arrangements involving:

- The engagement of any law firm to do work on behalf of Lexitas.
- All lobbying engagements.
- Any agreement involving the retention or employment of a person who also is or will be an employee or official of any government agency.

## Section 13: RELATIONS WITH THIRD PARTIES

**Vendors.** We should always use **common sense, good judgment and standards of integrity** consistent with this Code when dealing with our suppliers. Outside vendors are essential business partners and should be treated with courtesy and fairness consistently.

In deciding among competing suppliers, we should weigh all the facts impartially. We should select subcontractors and suppliers based on **objective criteria**, such as quality, experience, and cost. If you are in a position to make or influence procurement decisions, be aware that vendors may try to influence you with gifts or entertainment that could violate our gift policy.

When negotiating with vendors, it is appropriate to try to get a better price or more services, but in so doing, we must **never misstate or misrepresent facts** regarding what other vendors are offering. For example, it is appropriate to push back on a quote by saying that you think you can get better pricing elsewhere, but a violation of our policies to lie and say that you have a lower quote from a potential vendor’s competitor.

### YOUR RESPONSIBILITIES: RETENTION AND USE OF THIRD PARTIES & VENDORS

- Never retain or use a third party to:
  - Pay or receive bribes or kickbacks
  - Make political campaign contributions on behalf of Lexitas
  - Engage in industrial espionage or wrongfully obtain the confidential and proprietary information of a third party
  - Obtain inside information that would give the Company an unfair competitive advantage in government procurement
  - Circumvent or evade applicable laws
- Ensure that all commission and fee arrangements with third parties are **reasonable and in writing**
- Obtain **written approval** before retaining a third party who will:
  - Receive a contingent or success fee
  - Engage in lobbying or business development activities
  - Also be a government employee
- Do not hire an outside lawyer to represent the Company without **prior approval of the Legal Department**
- Do not hire a third party as an independent contractor to avoid hiring them as an employee
- **Immediately report** actual or suspected misconduct by any third parties working for us to supervisory personnel and the Legal Department
- Use objective criteria in selecting vendors.
- Do not accept business courtesies from a vendor if doing so will create the **appearance of impropriety or favoritism**.
- Immediately report the offering of any bribes or kickbacks to supervisory personnel and the Legal Department.

## Section 14: RELATIONS WITH GOVERNMENT REPRESENTATIVES AND AGENCIES

If your work for Lexitas includes interacting with government agencies your conduct with those agencies is governed by the Company’s Government Contractor Policy found on the Lexitas Legal Team’s SharePoint site.

## Section 15: RELATIONS WITH MEDIA

**Media Relations.** While we strive for **openness and honesty**, we must also protect the **privacy** of our employees and clients and the **confidentiality** of our business relationships and strategies. Any **inappropriate comments to the media** could undermine our market advantage and breach a confidentiality agreement with a client or third party.

All information provided to the media should come only from Company public relations professionals or other authorized representatives of the Company. If you are contacted by the media, contact our Chief Marketing Officer immediately.

**Political Speech.** We are all encouraged to be part of the political process, including making personal contributions to candidates or political parties and causes you consider important. However:

- **Personal contributions** must never be made **in the name of the Company**
- You must not **state, suggest or imply** that Lexitas has endorsed, supported or encouraged any political candidate or cause.
- Avoid creating any **actual or apparent conflict of interest** between your political activities and your duties to the Company.

You **cannot use Company funds** to make contributions to any political candidate **without prior approval** of the **Chief Legal Officer**.

From time to time, the Company may engage in activities to influence legislation or regulation. These activities may include communication with lawmakers, government agencies, or the public and participation through trade or industry organizations.

Such activities **require**:

- Prior approval of the **Chief Legal Officer**
- Review by the **Legal Department** of any arrangement with third parties
- Full compliance with laws governing **lobbying activities**

### YOUR RESPONSIBILITIES: POLITICAL CONTRIBUTIONS/ACTIVITIES

- Do not conduct political activities on Company time or using Company property or equipment.
- Comply with legal restrictions on corporate political participation.
- Make it clear that your political views are **your own** and not those of Lexitas.
- Discuss with the Legal Department if you wish to engage in lobbying on behalf of the Company.

## Misc.

This Code is:

- **Not an employment contract,**
- **Not a promise of continued employment, and**
- **Not a substitute for applicable laws or employment agreements.**

However, the Code may be expressly incorporated into your employment agreement, if you have one, depending on local law. Lexitas may amend this Code in whole or in part at its sole discretion, except where unilateral amendment is prohibited by local law.

This edition of the Code supersedes all prior codes of ethics and any other Company policies to the extent those policies are inconsistent with this Code. Employees should also refer to other documents — such as the employee handbook — for supplemental policies and procedures.