



Code of conduct





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A letter from our CEO

Tricentis is rapidly approaching our goal of becoming the #1 leader in software testing, and we are further expanding our scope to cover ALL aspects of software quality. Our future is bright, and I have no doubt that we will continue to deliver many more new and innovative solutions to help our customers achieve better business outcomes.

As we grow, it is incredibly important for us to focus not only on what we accomplish, but also on how we accomplish it. Each of us has a great responsibility to our coworkers, our shareholders, our customers, our partners, our vendors, and the communities we serve to keep our commitments and conduct ourselves with the utmost integrity.

We hold each other to the highest standards, and we believe we are better for it. Transparency and honesty, as well as respectful, open communication with our employees and business partners are the foundation of who we are and the basis of our daily work. Our Code of Conduct reflects our promise to always do the right thing. We will compete fiercely, but always fairly. We will strive to be the best in everything we do, but we will not take shortcuts. We will hold each other and ourselves accountable not only for results, but also for how we achieve those results.

We know who we are and what is important to us. The strength of Tricentis lies in our people and our shared values. I recognize that great companies are built by great people, and I thank you for all that you do to make Tricentis a company that puts integrity first.

Kevin Thompson,
Chief Executive Officer

Our culture – our values

Our shared values are at the core of everything we do.



Our code of conduct

A Code of Conduct is the foundation of good corporate governance. Building on our mission and core values, our Code of Conduct provides an overview of some of the legal and ethical standards we are each expected to follow every day. We count on every employee and Board member to follow our Code and make decisions that will preserve the trust that others have placed in us. We expect nothing less from our business partners, including our consultants and suppliers.

Read, and re-read, the Code. It matters.

Your responsibilities under the code

You are expected to comply with this Code any time you perform work for Tricentis, represent the company, or participate in company-sponsored events, whether you are on or off Tricentis' premises.

The Code cannot cover every legal or ethical issue that you may face on the job – rather, it is meant to guide your actions. It is important to use good judgment and ask for help if you are ever unsure about the right course of action.

Speak up

Follow our Code and policies as well as the laws and regulations of the country (or countries) where you work and speak up if you see or suspect anything illegal or unethical. Your report will be handled with discretion and kept in confidence to the greatest extent possible.

There are several ways that you can raise a question or concern when you suspect a violation of law, this Code, or any other Tricentis policy. You may:

- Discuss the matter with your manager
- Speak with a Tricentis legal representative
- Inform the Tricentis compliance department

If you don't feel comfortable using the normal procedures and protocols, you can make an anonymous report via the [Tricentis Global Ethics Hotline](#) powered by our third-party provider, Convercent™. This anonymous and confidential issue reporting solution is not affiliated with Tricentis. We want you to know that you can report your concerns anonymously and without fear of reprisal through the [Tricentis Global Ethics Hotline](#).

The [Tricentis Global Ethics Hotline](#) offers two easy options for you to anonymously report issues. The services are available 24 hours a day, seven days a week.

Report issues via the internet at www.convercent.com/report. Options are available to display the report form in your preferred language.

For those in the United States, call toll free 1-800-461-9330 to report the issue with the help of a Convercent call center representative.

For those outside the United States, place a collect call to +1-720-514-4400 to report the issue with the help of a call center representative and language interpreter. The call center supports more than 300+ languages. Additional international dialing instructions can be displayed in your preferred language at the Tricentis Global Ethics Hotline report page.

Once your report has been submitted, it will be immediately forwarded to the appropriate individuals within Tricentis for review.

Your prompt disclosure enables Tricentis to handle the matter in the best way possible and provide a thorough and timely resolution.

In addition, you may, of course, exercise your legal rights to report possible violations of law to the appropriate governmental authorities at any time.

No retaliation

We know it takes courage to come forward and share your concerns. We won't retaliate or permit retaliation against anyone who reports concerns or potential violations of Tricentis policies, including this Code of Conduct, that are believed in good faith to be true. We do not take this lightly, and anyone who retaliates may be subject to civil, criminal, and administrative penalties, as well as disciplinary action, up to and including termination of employment or affiliation with Tricentis.

Principles of ethical conduct

Full compliance with the applicable laws of the countries in which we operate is a matter of course and goes without saying. Tricentis is fully committed to international standards such as the principles of the United Nations Global Compact and the documents it is based on, including the ILO's Declaration on Fundamental Principles and Rights at Work, the Rio Declaration on Environment and Development, the UN Convention against Corruption, and the United Nations Universal Declaration of Human Rights.

Diversity and engagement

Through diverse backgrounds, perspectives, and experiences, we gain the benefit of different ways of looking at our company. Promoting inclusion leads to innovative breakthroughs for our customers and a more engaging employee experience for our people. Our goals can only be achieved by bringing forward a truly diverse, inclusive, and equitable workforce and by cultivating a culture of belonging, one where each employee feels heard, valued, and empowered to contribute fully every day.

Our commitment to inclusion, diversity, and equity begins at the top. Our entire leadership team encourages colleagues to expand their knowledge and gain new experiences. We aspire to boldly embrace the power of inclusion, diversity, and equity to enrich the lives of our employees and strengthen the performance of our company, while advancing equity. Our values will guide us as we take action to make our ID&E vision a reality.

We follow principles of equal employment opportunity and are committed to providing a safe, creative, and productive work environment for all our employees.

Human rights

At Tricentis, it is our conviction that respect for human and civil rights needs to be the foundation of society in general – and of corporate life. We support the principles established under the United Nations Universal Declaration of Human Rights and do not knowingly conduct business with any individual or company that participates in the exploitation of children (including child labor), physical punishment, forced or prison labor, or human trafficking. As a company, we respect the rights of every individual and abide by the employment laws in the markets where we operate.

Protecting against discrimination and harassment

We believe that everyone has the right to be treated with dignity and fairness. We do not tolerate discrimination or harassment against anyone based on race, color, religion, gender, gender identity or expression, marital status, age, disability, veteran status, sexual orientation, national origin, citizenship, or other classification protected by applicable law.

We will always seek to protect our employees from harassment and any other conduct that may foster an offensive or hostile work environment. This includes unwelcome or unsolicited sexual advances, threats of physical harm or violent behavior, and the use of discriminatory slurs or inappropriate remarks or jokes. This protection applies whether the conduct occurs on Tricentis' premises, at off-site business meetings, or through email, voicemail, text, instant message, or other types of communication.

Know that we will immediately investigate any reports of harassment, discrimination, or workplace violence and take corrective action.

Health and safety

We follow our safety procedures and promote a culture of safety because we know that our people are our greatest asset.

We observe a zero-tolerance policy when it comes to acts or threats of violence. Be alert to what is going on around you, observe good security practices, and speak up about any threats of potential violence. We prohibit weapons on all the company's properties consistent with local law.

Having, using, or distributing alcohol or illegal drugs while conducting company business is also prohibited by our policies because substance abuse can impair your judgment, your performance, and the safety of your co-workers. There may be instances where drinking alcoholic beverages at company events is permitted, but make sure you comply with all laws and company policies, and always exercise both moderation and good judgment.

Fair business dealing

As a company, we strongly believe in these basic principles:

- We act with integrity and we comply with all applicable laws and regulations.
- We communicate honestly with each other, with our customers, business partners, shareholders, and the public in general.
- We do not misuse the intellectual property of Tricentis or anyone else.
- We respect others and do not take advantage of anyone through manipulation, concealment, abuse of confidential or privileged information, or misrepresentation of material facts.
- We require all sales and other commercial transactions to be supported with documents that accurately represent the transaction. We do not omit or misrepresent any material facts in our records.
- We provide accurate reports and statements to our employees, customers, business partners, shareholders, and creditors, as well as government agencies and officials.

Open and fair competition

We are a firm advocate of open and fair competition. We believe that competition leads to a vibrant marketplace where customers have access to more choices and better products and services. We do not participate in activities that have the effect or intent of reducing or destroying competition, such as agreeing with competitors to charge certain prices to customers (price-fixing), coordinating with competitors during competitive bidding processes (bid-rigging), or dividing up markets by region, product, or customer (market allocation).

We do not enter into illegal agreements with our competitors, whether formal or informal, written, or oral.

Although we compete vigorously, we play by the rules:

- We communicate honestly, and we do not make false claims or comparisons about our competitors or their products or services.
- We gather competitive intelligence lawfully and without the use of deception.
- We do not seek to acquire, use, or disclose a competitor's trade secrets or confidential information. If you receive confidential information about a competitor accidentally or from an unknown source, you should immediately contact your manager to determine how to proceed.
- You are expected to conduct all interactions with competitors, including social activities, as if they were entirely out in the public view. Remember that your interactions may later be subject to examination and unfavorable interpretation.

Anti-bribery

Tricentis believes in conducting business with the highest level of integrity. Under no circumstances do we allow our employees, or any third parties acting on our behalf, to give or receive bribes or kickbacks to influence a business outcome or obtain favorable treatment. Remember, a bribe can be something other than cash. A gift, a favor, even an offer of a loan or a job could be considered a bribe if it is offered in exchange for a decision. Even the appearance of an undue influence must be avoided at all costs. Before offering anything of value, check our policies and ask questions about what's okay (and what's not).

It gets more complicated when government officials are involved, but for us, it is simple: bribery – in any form – of anyone, at any organization, at any level – is always wrong.

Gifts and entertainment

You need to exercise caution when giving or receiving gifts or hospitality from any outside entity that conducts business or seeks to conduct business with Tricentis. Tricentis recognizes that business gifts and hospitality can establish goodwill, but they can also create conflicts of interest, violate procurement laws, or constitute illegal bribery if they are excessive, frequent, or appear to be used for improper influence. Gifts and hospitality may only be exchanged in accordance with Tricentis policies and the policies of the outside entity.

Specifically, all gifts and entertainment offered or received by Tricentis employees must meet the following requirements:

- It directly relates to the promotion or demonstration of Tricentis products and services;
- It is not lavish or extravagant, but is rather of modest value;
- It is provided or received on an infrequent basis;
- It is fully documented and supported by receipts and corresponding paperwork;
- It is timely and accurately recorded in Tricentis' books and records;
- It is provided openly and transparently; and
- It is consistent with good business practices and compliant with applicable laws and regulations.

Conducting business with government customers

Be aware that specific requirements apply when performing work for a government entity, be it directly or as a subcontractor, and make sure you are familiar with what these responsibilities entail. A violation of these requirements can lead to serious financial and reputational harm and may result in Tricentis being prohibited from doing business with the government. If you are unclear about what is required, ask your manager, or contact the Tricentis compliance department or Tricentis legal department.

Trade compliance laws

Tricentis is subject to a wide range of trade control laws in the countries where we do business. Many countries, and supranational bodies like the United Nations or the European Union have enacted laws and regulations to fight against terrorism, violation of human rights, human and drug trafficking, organized crime, and money laundering. At the center of these laws are sanctions and restrictions against countries, organizations, companies, and individuals, import and export restrictions for certain goods and technologies, as well as prohibitions of certain services and financial transactions. These controls affect a vast array of activities, ranging from hiring people, financial transactions, to electronic transfers of software or information, and even visitors who come to Tricentis' premises.

Tricentis adheres to all applicable trade control and anti-money laundering regulations. We expect you to be aware of the basic trade control concepts that affect your role and job duties. If you have any questions, or if you know or suspect any activity that may raise a concern, you should promptly notify your manager, the Tricentis compliance department, or Tricentis legal department for additional guidance.

Maintaining accurate books and records

Tricentis is required by law to keep books and records that accurately reflect the true nature of our operations and finances. And we take this obligation very seriously:

Tricentis' business records must always be accurately prepared, recorded, and properly maintained in accordance with GAAP or prevailing accounting standards. It is a violation of this Code and our company policies to intentionally omit, hide, or disguise the nature of any transaction or liability in Tricentis' books and records. Falsification of business documents, whether or not it results in personal or commercial gain, is never permitted and may result in termination of your employment or business relationship with Tricentis. Cash or other assets may never be maintained for any purpose in any unrecorded or "off-the-books" accounts.

You are never permitted to misclassify the account or accounting period of any transaction, or to misrepresent the nature of a transaction. You may not knowingly circumvent Tricentis' internal financial and accounting controls or engage in any conduct that is inconsistent with these controls. You must obtain appropriate authorization for all Tricentis business transactions and provide all necessary supporting documentation in a thorough and timely manner. All transaction documents must be properly recorded and reflected in Tricentis' books and records. In addition, all expenses must be accurately accounted for and promptly entered into company records before they are reimbursed. This includes expenses related to charitable donations, gifts, meals, entertainment, or other hospitality involving Tricentis customers and business partners.

Financial reporting

Also, Tricentis is obliged by applicable law to file public reports and communications with governmental bodies that provide full, accurate, and understandable disclosure of our financial condition and results of our business operations. Tricentis relies on its financial records and other business records in preparing these reports.

Tricentis' financial disclosures must be accurate and transparent and reflect the high quality and integrity of our accounting practices and records. Anyone who contributes to preparing or verifying these reports is responsible for ensuring that the reports contain all relevant and important information to enable shareholders and potential investors to assess the soundness and risks of our business and finances.

Your full cooperation with any investigation or review is expected to help ensure that Tricentis' books and records, as well as our financial reports filed with governmental bodies, are accurate and complete.

Document retention

If there is an actual or potential litigation or investigation, Tricentis may determine that it is necessary to preserve information regarding the matter, such as emails and other documents that might otherwise be deleted.

If you become aware of any internal or external complaint, demand letter, lawsuit, or other legal proceeding involving Tricentis, you should notify the Tricentis legal department immediately. We expect you to comply with any document retention or preservation instruction that you may receive from the legal department.

Data protection and privacy

We value the privacy of our employees, customers, users of our services and platforms, vendors, and other business partners. We handle personal data in accordance with our internal and external privacy policies in a transparent manner and for legitimate and limited purpose only, and we comply with applicable global data protection laws to protect personal data entrusted to us as part of our business operations.

We ensure that the collection, processing, cross-border transfer and use of personal data are carried out exclusively within the legally permitted and operationally necessary scope, and we will take appropriate technical and organizational measures to protect such data from unauthorized disclosure, use or modification.

We have to practice good cybersecurity, too. Make sure you follow the processes and practices we have in place to protect our networks, computers, programs and data from attack, damage, or unauthorized access.

Proper use and protection of company resources

We expect all employees to protect Tricentis' assets and use company resources only to perform legitimate business functions (and for reasonable personal purposes, as permitted by Tricentis' policies). This means you may not use Tricentis' assets for any function that you are not authorized to perform, for any illegal purpose, or for any matter that violates the letter or spirit of this Code and the applicable other Tricentis policies.

Tricentis' assets include tangible assets (such as office equipment) and intangible assets (such as software programs; patents, trademarks, and copyrights; and proprietary and confidential information).

You are responsible for any Tricentis assets that are under your control. It is important that you avoid any unauthorized use, alteration, destruction, disclosure, distribution, theft, waste, or other carelessness when handling Tricentis' assets. The improper use of Tricentis' assets may expose both you and Tricentis to legal liability and damaged reputation, and result in disciplinary action, up to and including termination of your employment or affiliation with Tricentis.

Company Funds: If you are authorized to use Tricentis funds, you are expected to spend wisely and follow all applicable procedures. You should avoid waste and verify that Tricentis gets proper value for any services or products that you purchase. For example, if you have a company credit card for business travel and expenses, you may only use it for the types of expenses permitted by Tricentis policies and you are responsible for submitting proper documentation for reimbursement.

Intellectual property

Intellectual property includes patents, trademarks, copyrights, and trade secrets. Tricentis' policy is to establish, protect, maintain, and defend its rights in all intellectual property and to use those rights in responsible ways. We protect the confidentiality of trade secrets – ours, and those of our business partners, competitors and other third parties. We respect the intellectual property rights of others and do not infringe, violate or misappropriate their intellectual property rights. We are careful to always obtain permission to reproduce or distribute books, articles, software, or other copyrighted material. The Tricentis legal department can assist with obtaining the necessary rights.

Protecting confidential information

Information represents an essential success factor in everyday operations and in competition. For Tricentis, the protection of personal and business-related data, functionality and integrity of our information and communication systems are top priorities.

All data and information created, stored, or sent within the context of working with Tricentis are the property of the company. All such data and information, both physically and electronically, must be treated as confidential. All information is considered for internal use only and must not be disclosed to third parties. You must protect all confidential information concerning Tricentis, as well as any confidential information entrusted to Tricentis by third parties.

You should never disclose confidential information unless you are authorized by Tricentis or providing information to governmental authorities in accordance with law. Your duty to safeguard confidential information also applies to communications with your family members and friends and continues even after your employment relationship with Tricentis ends.

If you have a legitimate business need to disclose confidential information, you should first get approval from your manager and ensure that a non-disclosure agreement (NDA) is signed by the party receiving the information. Do not disclose any more confidential information than is necessary for your business purpose.

Conflicts of interest

Tricentis takes an active role in managing conflicts of interest. A conflict of interest can arise from any personal activities or relationships that influence, or appear to influence, your ability to act in the best interests of Tricentis.

You are encouraged to be transparent so that potential conflicts can be identified early, and appropriate precautions can be taken to protect both you and Tricentis. If you have a circumstance that potentially conflicts with Tricentis' interests, you must disclose it to your manager and follow any controls deemed necessary for Tricentis to ensure that individuals who make decisions or are otherwise involved can exercise independent business judgment in Tricentis' best interest.

The following scenarios are among those that may give rise to potential conflicts of interest:

Performing outside work, whether paid or unpaid, that is related to Tricentis' business or the work you perform for Tricentis. Outside work may include consulting, speaking engagements, authoring publications, and developing software or apps for non-personal use. Outside work may be permitted if it is limited in scope, does not interfere with your work at Tricentis, and does not utilize Tricentis' resources. Performing work for a Tricentis competitor is not permissible.

Conducting Tricentis business with related parties, such as a family member, person sharing your household, or anyone else with whom you have a significant personal relationship. You are responsible for avoiding situations where your personal relationships may create the appearance of a conflict of interest. For example, you may be required to follow specific controls to avoid participating in or having influence over any business relationship between your related party (or their employer) and Tricentis. Similarly, significant personal relationships within a reporting structure may create a potential conflict or the appearance of a conflict and need to be disclosed for evaluation.

Taking personal advantage of corporate opportunities that are presented to you or discovered by you through your position with Tricentis or through your use of Tricentis property or information. You may only pursue such opportunities if you have received authorization from Tricentis, or if appropriate, the Tricentis Board of Directors or a committee of the Board.

Communicating with the public

Tricentis expects honest and respectful behavior in all forms of internal and external communication, regardless of form and media used. We do not tolerate any offensive content, discriminatory or harassing text or picture, derogatory references to age, disability, ethnic origin, marital status, national origin, color, religion, gender, or sexual orientation.

Tricentis supports the appropriate use of social media both personally and, if authorized, on behalf of the company. If you engage in social media, you are expected to protect Tricentis' brand and adhere to Tricentis' key social principles of being authentic, involved, responsible, and respectful.

All social media accounts created by employees that leverage Tricentis' brands or trademarks, or that are created using a Tricentis business email address, are considered Tricentis property. You must be authorized by the Tricentis marketing department before you create or manage these accounts.

Whether through social media or other forms of public speaking, you may not represent that you are speaking on behalf of Tricentis unless you are authorized to do so. At all times, you must protect against any unauthorized disclosure of confidential information belonging to Tricentis, our customers, or any third parties with whom we do business.

Sustainability and protection of the environment

Tricentis is committed to managing the impact of our business through operational excellence in water conservation, energy efficiency, and waste reduction. We foster a culture of environmental sustainability at all our locations worldwide.

Communities

Tricentis operates in many diverse communities and we strive to reflect the communities that we serve. We treat diversity and inclusion as a business imperative. Through sponsorships, contributions, and participation in diverse communities we demonstrate our commitment to inclusion and celebrating difference.

Public policy engagement and political contributions

Tricentis believes that public policy engagement is an important and appropriate role for employees when conducted in a legal and transparent manner.

Political involvement is governed by specific laws and is often a highly regulated area. If you are considering becoming politically involved, you are encouraged to contact Tricentis.



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