

SOUL MACHINES GROUP

CODE OF CONDUCT POLICY

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Document Control

Version Control

Version	Date	Description of Changes	Author
1	May 2019	Initial draft	Simon Martin
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Document Acceptance

This document has been approved by:

Name	Role/On behalf of	Date	Signature
Greg Cross	CBO	May 2019	Applied
Greg Cross	CEO	September 2022	Applied

This document has been accepted by:

Name	Role/On behalf of	Date	Signature

Review Cycle

This Policy document should be reviewed annually or as soon as possible after significant strategy, governance or regulatory changes occur within the business or its operating environment.

1 Message from the Co-founders

We are a company that is entering a new era in society with the vision to personalise human-machine collaboration and build empathetic customer experiences in our increasingly digital world. Our autonomously animated Digital People open up new dimensions of interaction, boosting the emerging creator ecosystem in the metaverse and beyond.

But to be successful in these largely uncharted territories, we need to do more than just create amazing products. We need to understand the needs of the communities we serve and become a trustworthy partner that responsibly guides them so they can rely on our technology to achieve their vision.

This Code of Conduct Policy helps us realise these objectives with integrity, so please make sure you familiarise yourself with the principles laid down therein and practice them in your everyday work.

2 About this Code of Conduct Policy

This Code of Conduct Policy (CoCP) sets out our approach to responsible and ethical business conduct. It reflects our commitment to ISO26000 and serves two purposes: First, it informs the public about our beliefs, priorities, commitments, and the ways we act in different situations. Second, it provides those of you working with us – our directors, employees, investors, and business partners – with guidance on how we expect you to behave in your professional relationships.

To achieve these goals, the CoCP lays down our values and operating principles. Our values are core, high-level guiding principles that form the foundation of our business. Our operating principles concretise them and form the basis of more detailed policies and controls to help us live up to our values in our day-to-day business practices.

Throughout this policy, you will also see references to corporate documents that contain further information on the issues addressed. We understand that it may be difficult to identify how the principles laid down in this policy may be relevant to your specific role. So, to make things easier for you, we provide examples of scenarios posing ethical dilemmas you may face while working with us, along with a suggested course of action to solve them.

We expect you to understand, share, and follow these basic tenets, and are thrilled to welcome you as a dedicated member of our innovative team striving to make the world a better place.

3 Our Values

3.1 Trust

Our number one value is trusted relationships with our customers and employees.

3.2 Inclusion

We are wholeheartedly committed to a diverse and inclusive culture. We recruit across the globe, languages and cultures.

3.3 Customer Success

Our success depends on the success of our customers and we are dedicated to making sure every experience with a Digital Person is exceptional.

3.4 Astounding Product

From day one, we have been laser focused, on providing the most astonishing Digital People.

4 Our Operating Principles

4.1 Speaking Up

Please report any violation of this CoCP, other Soul Machines policies and processes, and any behaviour that may be otherwise inappropriate, unethical, or unlawful to your manager and HR.

We take your feedback seriously and follow a strict non-retaliation policy. This means we protect you from any threats, prejudice, and negative actions for reporting a genuine concern following correct reporting procedures, even if we find no evidence of undesirable behaviour.

4.2 Organizational Governance

We are committed to conducting our business in a socially responsible manner, not only safeguarding the interests of our shareholders but also furthering broader economic prosperity, social equity, and environmental integrity. We employ transparent and agile project management solutions. This allows us to adapt to our rapidly changing business environment and best serve the needs of our business partners and the communities in which we operate. Our Business Continuity Management approach is aligned with ISO 22301:2012 to ensure appropriate protection of our people, systems, and operations, as well as our continued ability to provide services to our customers even in the presence of major risks that have the potential to destroy critical business services. We observe all applicable regulations, in particular on accounting and financial reporting, and conduct regular external audits to ensure continuous compliance.

4.3 Safe and Productive Work Environment and Labor Practices

Our employees are our most valuable assets. We expect you to perform your duties with skill, honesty, care, and diligence. Adhering to applicable national and international laws and labor standards, we protect and support you by providing an enabling work environment that allows for a healthy work-life balance, and in which everyone feels safe, respected, and inspired – a workplace where everyone belongs. This helps us all to build trust with each other, realize our full potential, and achieve great things together.

4.3.1 Diversity and Inclusion

Diversity is at the heart of our business. We strive to offer astonishing digital experiences to a diverse customer base around the world. Serving people with different cultures, needs, and dreams is only possible with an equally diverse team that understands and embraces their unique perspectives. Therefore, we actively work toward inclusion, celebrate diversity, and choose employees and business partners that have the vision, open-mindedness, flexibility, and creativity to innovate in the interests of all.

4.3.2 Preventing Discrimination, Harassment, and Bullying

We do not tolerate any form of discrimination, harassment, and bullying. We expect you to treat others fairly and with respect, be open for new ideas, and resolve any conflicts in a courteous, peaceful and constructive manner.

4.3.3 Avoiding Conflicts of Interest

Conflicts of interest are situations where our personal and business interests conflict. Actual or perceived conflicts of interest may destroy trust and seriously harm Soul Machines' reputation. You are, therefore, required to disclose any potential conflicts of interest and obtain approval from your manager prior to joining Soul Machines or engaging in any relationship with third parties that may result in such conflicts.

4.3.4 Health and Safety

We comply with applicable health and safety regulations. While these may differ across the jurisdictions in which we operate, some examples for prohibited behaviors include:

- Working under the influence of alcohol
- Use, possession, distribution, and sale of any illegal drugs (or controlled substances, unless approved for medical purposes) and weapons.

In general, use your judgement and refrain from engaging in any unsafe behavior, look out for others, and remember that your actions may also impact the health and safety of other people.

4.3.5 Training in the Workplace

Opportunities to continuously expand our skills are key for retaining employability, fostering a sense of self-respect, and unlocking human creativity and productivity. Continuous training is also indispensable to keep up with the rapid technical advances and novel challenges in the industry we operate in. We have targeted training programs and structured schemes for career advancement in place to help you realize your full potential at every stage of your career with us.

4.3.6 Business Amenities and Gifts

Occasional exchanges of business amenities and gifts – such as meals, travel, or entertainment – are instrumental to building goodwill and strong working relationships with our business partners. However, the exchange of such business amenities and gifts must be justified and appropriate, or else it can appear as or amount to bribery or otherwise illegal or unethical behavior. You are required to observe any applicable laws and Soul Machines policies, and exercise sound judgement before accepting or offering any business amenities and gifts.

4.4 Respect for the Rule of Law, International Norms of Behavior, and Human Rights

We provide services across multiple jurisdictions and respect applicable domestic and international laws, international norms of behavior, and human rights. We see such compliance as a core aspect of integrity and a prerequisite for building trust with our customers and other business partners, as well as the broader communities we serve. To avoid all forms of complicity, we abstain from engaging in business relationships in jurisdictions, industries, and with business partners if we have reason to believe that a business relationship would lead to a violation of laws, international norms of behavior, or human rights.

4.4.1 Honoring Privacy

We respect the privacy of our employees, customers, business partners, and any other data subject whose data we may process. Our privacy policy, as well as organizational systems, tools, and processes are compliant with applicable privacy laws and standards, including the European General Data Protection Regulation and ISO 27018:2018. Any data we collect and otherwise process is only used in transparent ways and for legitimate purposes in line with applicable privacy laws.

4.4.2 Combating Corruption

We honor anti-corruption laws and disapprove of all forms of corruption. We expect our employees and any third parties we interact with to meet the same standards. Make sure you follow relevant Soul Machines policies and refrain from offering or accepting facilitation payments or kickbacks, and engaging in any other unlawful or improper behavior with a view to obtain a benefit through illegitimate means. Such situations may be particularly sensitive where governments or

other public officials are involved. Exercise extra caution when giving or accepting business amenities and gifts, as these may be viewed as bribery under certain circumstances.

4.4.3 Preventing Insider Trading

Insider trading is trading based on information that is not publicly available and would significantly influence an investor's decision to buy or sell securities if it was made public. Insider trading is considered illegal or unethical in most jurisdictions. If you become aware of inside information about Soul Machines or other companies in the course of your work, you are expected to observe relevant laws and Soul Machines policies and abstain from inappropriately using or disclosing it to third parties.

4.4.4 Respecting Rules on Competition, Trade, and Economic Sanctions

Fair competition and trade are fundamental to well-functioning, competitive market economies and we respect the laws and policies designed to safeguard that system. Always compete with integrity. Avoid making false or misleading statements. Never seek, accept, or discuss proprietary or confidential information with competitors or encourage others to do so. Follow applicable import and export regulations and observe economic sanctions when engaging in cross-border business activities.

4.4.5 Avoiding Money Laundering and Terrorism Financing

Because we are offering services for financial institutions, we share the responsibility to take all possible precautions against our products being abused for money laundering and terrorism financing purposes. If your role involves contributing to our business with financial institutions, make sure you are familiar and comply with applicable anti-money laundering and counter-terrorism financing laws.

4.4.6 Promoting Human Rights

Our technology is designed to enhance human-machine collaboration to empower humanity. We respect and promote human rights in a variety of ways, including by responsibly choosing our business partners and extending education and health-care services to otherwise underserved populations. Each business relationship is a unique opportunity for us to support human rights and make the world a better place.

4.5 Protecting Assets of Soul Machines and Interested Parties

We rely on a variety of assets that belong to Soul Machines and interested parties, so it is paramount to implement, maintain, and continuously improve appropriate safeguards for these assets. We take a structured approach to asset protection, which is based on our ISO/IEC 27001:2013-certified Information Security Management System (ISMS). Our Information Security Policy supports the ISMS by defining appropriate controls to ensure continued compliance with ISO/IEC 27001:2013.

4.5.1 Asset Categories and Classes

Our ISMS covers all departments and functions within Soul Machines. It ensures adequate protection across our asset categories (e.g., facilities, IT infrastructure) and asset classes (e.g., intellectual property, personally identifiable information). This protection is extended both to assets belonging to Soul Machines and those owned by interested parties, which we handle in accordance with agreements with these parties and for legitimate business purposes.

4.5.2 Methods of Protection

We have a documented information security risk assessment process, defining the following four risk treatment options: treat, tolerate, terminate, or transfer. Treatment—the most frequently chosen option—involves the implementation of corresponding security controls to lower the probability and impact values of a given risk. We employ best practice controls, including but not limited to those listed in ISO/IEC 27001:2013, Annex A. In addition to this asset-centric risk assessment, we conduct risk assessment for applicable legislation and regulation to maintain compliance with laws and standards relevant in the jurisdictions in which we operate. We also subject our ISMS and security controls to regular internal and external assessments and continuously improve our system based on the findings of those assessments

4.5.3 Intellectual Property

Intellectual property comes in many forms, like patents, copyright, trademarks, and trade secrets. It protects various creations of the mind, such as ideas, their expression, and confidential information. Protecting Soul Machines intellectual property is crucial to increasing our business value and preserving our competitive advantage. As a Soul Machines employee, you may have access to or create intellectual property, so it is important that you know how to protect it and that you are aware of the laws governing your rights. Only discuss potentially sensitive or intellectual property protected information with prior authorization and on a need-to-know basis, and avoid any deliberate or accidental disclosure. Advise the same caution with intellectual property and confidential information belonging to others, as failing to do so may destroy trust with our business partners and seriously damage our credibility and reputation.

4.5.4 Personally Identifiable Information

In the course of our business activities, we collect, store, and process personally identifiable information (PII) about website visitors, customers, employees, job candidates, suppliers, service providers, and other third parties. Correct and lawful use of PII is essential to protecting privacy, maintaining user confidence, and ensuring continuous business operations. Our PII protection controls are aligned with ISO/IEC 27018:2019, and we are firmly committed to comply with applicable data protection laws and protect data subjects' rights. This not only includes PII we collect and process as a data controller, but also PII our third-party partners collect and process using our services and PII we process on behalf of third parties as a data processor.

4.6 Environments

Our objective to empower humanity with our technology includes a strong commitment to protect and preserve the environment—the core foundation of our very existence. We expect you to comply with applicable environmental regulations and always be mindful of the environment as you conduct business.

4.7 Fair Operating Practices

The way we act and communicate defines us in the eye of the public. We treat third parties with the same integrity and professional courtesy as we exercise when interacting with each other. Avoid damaging our reputation in any way. Make sure you always speak and act in an accurate, honest, ethical, and transparent manner in accordance with applicable legal requirements and Soul Machines policies.

4.7.1 Fair Marketing and Contractual Practices

We are not doing business at any cost. Instead, we use responsible marketing and contractual practices that take due account of our customers' and other business partners' legitimate interests. Make sure you provide only factual and unbiased information in an accessible manner about Soul Machines and our products and services. Unfair, incomplete, mis-leading, or deceptive communication can adversely affect our reputation and lead to a decline in customer confidence.

4.7.2 Customer Service and Support

We strive to provide impeccable customer experience. First and foremost, we do so by offering consistently high-quality products and services. Additionally, our dedicated Customer Experience and Engineering teams are always available to support our customers with advice related to the use of our products and services, as well as to provide help if they encounter any problems or have complaints. We expect you to familiarize yourself with relevant Soul Machines policies and processes and always be ready to help our customers.

4.7.3 Representing Soul Machines

For better or worse, the actions of our representatives affect our reputation. Therefore, when speaking or acting on behalf of Soul Machines in any capacity, we expect you to act honestly, responsibly, and professionally, observing the law and our policies.

4.7.4 Choosing Our Business Partners

Our technology has the potential to significantly benefit human societies. But we can only achieve that goal if our contractors, service providers, customers, and other members of our supply chain hold themselves to the same high moral and legal standards as we do. You must observe Soul Machines policies and processes to ensure that you only engage with trustworthy third parties for the purpose of pursuing legitimate business interests.

4.7.5 Responsible Political Involvement

We work with government and public sector organizations to enable them to provide the best possible user experience and extend vital public services to vulnerable and underserved populations. In some jurisdictions, business and other interactions with the public sector—such as public procurement or lobbying—are subject to complex legal requirements. You are required to follow the law and Soul Machines policies when engaging in such activities.

4.8 Empowering Communities and Society

Human-machine interaction plays an increasingly important role in contemporary human societies, as more and more aspects of our lives move into the digital domain. We are partnering with public, private, and civil society organizations to leverage our technology to enhance the quality of these interactions in and facilitate universal access to core services like healthcare, education, and finance.