

## **ENGHOUSE SYSTEMS LIMITED**

### **BUSINESS PARTNER CODE OF CONDUCT**

Enghouse Systems Limited and its affiliates (collectively, the “Company”) requires its employees to act ethically and responsibly and it expects its business partners to share this commitment. The purpose of this Business Partner Code of Conduct (“Partner Code”) is to clarify our expectations regarding the standards of business conduct of our business partners.

Resellers, consultants, vendors, suppliers, agents and other providers of goods and services who do business with the Company (collectively “Business Partners”) are expected to operate their businesses in compliance with this Partner Code.

#### **Business Conduct Principles**

Although there may be different legal and cultural environments applicable to its Business Partners, the Company expects its Business Partners to conduct business with integrity, honesty, and transparency, and to adhere to the principles below.

#### **Compliance with Laws and Regulations**

Business Partners must comply with all applicable laws, rules, or regulations of the jurisdictions in which they operate. This includes, but is not limited to, laws and regulations relating to environmental, occupational health and safety, labor practices, privacy and anti-corruption.

#### **Occupational Health and Safety**

Business Partners shall provide their employees with a safe and healthy working environment with a goal of preventing accidents and injury occurring while at work.

#### **Labor Practices**

The Company expects its Business Partners to create a work environment in which its employees and contractors feel valued and respected for their contributions, adopt sound labor practices and treat their workers fairly. This includes providing wages for regular and overtime work and benefits that meet or exceed legal requirements; not requiring workers to work more than the maximum hours per day set by local laws; not discriminating in its employment practices on the basis of race, color, religion, sex, age, physical disability, national origin, creed, or any other basis prohibited by law; and treating each employee with dignity and respect. Business Partner's are expected to operate their business so as to prevent any situation where workers are subject to threats of violence, physical punishment, confinement, or other form of physical, sexual, psychological, or verbal harassment or abuse.

#### **Ethical Business Practices**

Bribery, extortion and facilitation payments are expressly prohibited by the Company in any of its dealing with Business Partners, or any other party. Business Partners must comply with all applicable anti-bribery and anticorruption laws to which they are subject. In addition to the U.S. Foreign Corrupt Practices Act (FCPA), the Company is also subject to

the UK Bribery Act which prohibits bribery of any kind (including both government officials and private commercial businesses). Improper payments by Business Partners can create liability for both the Company and its Business Partners. Monitoring and enforcement procedures should be implemented by Business Partner to ensure their compliance with applicable anti-corruption laws.

Business Partners are expected to observe the Company's guidelines regarding gifts and entertainment and conflicts of interest when dealing with Company employees. Business Partners are prohibited from providing or offering gifts to Company employees that could inappropriately influence Descartes' business decisions or be used to gain an unfair advantage.

Business Partners shall not engage in collusive bidding, price fixing, price discrimination, or other unfair trade practices in violation of antitrust laws.

All business dealings should be transparently performed and accurately reflected on Business Partner's business books and records. Falsification of records or misrepresentation of conditions or practices is unacceptable.

### **Intellectual Property**

Intellectual property rights, including use of trademarks and copyright, are to be respected; transfer of technology and know-how is to be done in a manner that protects intellectual property rights.

### **Privacy**

Business Partners are to commit to protecting the reasonable privacy expectations of personal information of everyone they do business with, including suppliers, customers, consumers and employees. Business Partners are to comply with privacy and information security laws and regulatory requirements as applicable when personal information is collected, stored, processed, transmitted, and shared.

### **Reporting suspected violations of the Partner Code**

Any Business Partner or Descartes employee that becomes aware of violations of the Partner Code is should notify the Company to the Chairman of the Audit Committee and the Vice President & General Counsel by email as follows: [Whistleblower@enghouse.com](mailto:Whistleblower@enghouse.com).