



*Public Release*

# NOTARIUS CODE OF ETHICS & CONDUCT

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Version: 2.0

Approval date: 9-14-2023

By the Notarius Executive Committee

Notes

- This code applies to our employees, suppliers, consultants, and directors.

Version Tracking

Version	Date	Description	Editor/Collaborators	Approving
1.0	8-23-2022	Integration of former Code of Conduct approved by our Board of Directors into current best practices	Director, Compliance and Risk Management	By the Notarius Executive Committee
2.0	9-14-2023	Withdrawal from section 7.1 of Fatima Ba, Head of Accounting and HR Coordinator	Director, Compliance and Risk Management	By the Notarius Executive Committee

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## 1 General provisions

### A Word from the CEO

A trusted third party since its inception in 1996, ethics have always been central to our values and actions. Adhering to the highest ethical principles has in no small part contributed to making Notarius a Canadian leader in digital identities for professionals.

We must all constantly exercise our best judgement, without making any compromises on our values. This document therefore serves as the basis for our governance model and provides guidelines to support our decision-making. It is important to refer to it in the course of your work for guidance on the best course of action to take.

You serve as ambassadors and advocates of Notarius’s ethical principles and values in your interactions with both internal and external stakeholders. I am confident that, by abiding by these high ethical standards and displaying exemplary conduct, you will make an essential contribution to making Notarius a thriving company.

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Patrick Drolet

## 2 Scope and period of application of the Code

This Code complements the [Privacy Policy](#) established by Solutions Notarius Inc. (hereinafter “Notarius”), the [Terms and Conditions](#) for Notarius products and contractual relations with its consultants and/or suppliers. This Code also supplements Notarius’s internal policies and guidelines for use by its employees or consultants as appropriate.

This Code applies to Notarius’s shareholders, officers, managers, and employees for the duration of their mandate or employment. Certain specific provisions or measures may continue to apply after termination of employment. These provisions concern, among other things, the confidentiality of information.

We expect all people we do business with to respect our values and ethical standards. This Code therefore also applies to visitors, consultants who work both in our offices and remotely, and to persons who are bound by a Professional Services Agreement or who are sent on a

temporary assignment by suppliers, with the necessary modifications made as appropriate.

### 3 Our commitment

Notarius is committed to promoting integrity and upholding the highest ethical standards in all aspects of our activities. To ensure that we comply with all the values and obligations set out in our Code of Ethics and Conduct (our “Code”), we are committed to:

- Instituting and maintaining the principles set out in this Code
- Ensuring all internal and external stakeholders have thorough knowledge of our Code
- Taking steps to prevent, detect, and address behaviour that is not in compliance with the Code
- Protecting any person against retaliation who raises concerns in good faith
- Continuously improving our ways of doing things.

### 4 Definitions

The terms used in this Code are defined as follows:

- **Alcohol:** means any consumable substance with an alcohol content greater than 0.5% by volume.
- **Advantage:** means any tangible or intangible property of value, offered or conferred by one person to another or to a member of their family, including all types of gifts and hospitable actions. Without limiting the generality of the foregoing, benefits may include goods and merchandise, meals (including drinks), travel, accommodation and entertainment (including tickets to concerts and sporting events, access to skyboxes and VIP lounges, etc.).
- **Code:** Notarius’s Code of Ethics and Conduct as amended from time to time.
- **Conflict of Interest:** means any situation where our personal interests or those of a non-arm’s-length person have or could be perceived to influence our professional judgement, objectivity, independence, or loyalty to Notarius’s interests.
- **Consultant:** means a person whose services Notarius has retained, directly with them or through a third-party entity, for a specific project or mandate.
- **Discrimination:** means situations where one or more persons are treated differently or negatively because of their personal characteristics, beliefs, national or ethnic origin, culture, religion, political beliefs, age, mental or physical disabilities, sex, sexual orientation, gender identity, or any other ground prohibited by law.
- **Drug:** means any substance, chemical substance, or agent whose use or possession is unlawful or requires a prescription or personal authorization from an authorized treating physician or whose use is governed by law.

- Employee: means any Notarius employee, including directors, working full-time or part-time, on a permanent or temporary basis.
- Executive Committee: means Notarius employees nominated to be part of this Committee.
- Person: means any natural or legal person, as referred to in this Code.
- Personal Information: means any information about a natural person.
- Stakeholder: means an individual or organization that can affect, be affected, or believe to be affected by a decision or activity (such as employees, customers, suppliers, communities, investors, shareholders, etc.).
- Supplier: means any third party who provides goods or services to Notarius in compliance with a contractual agreement signed between the parties.

## 5 The 5 values that characterize us

Our values determine our actions and behaviour. They guide us in our relationships with our employees, clients, and stakeholders.

### 5.1 Exemplariness

- Punctuality
- Responsiveness
- Team spirit
- Courteousness and interpersonal awareness
- Initiative-taking
- Sense of responsibility

### 5.2 Respect

- Displaying good self-image
- Respecting others
- Delivering on commitments
- Leading by example
- Owning your mistakes
- Listening attentively

### 5.3 Dedication

- Loyalty
- Team player
- Sharing common values
- Active participation/Presence
- Surpassing your limits and going above and beyond

### 5.4 Curiosity

- Being observant
- Proactiveness

- Staying up-to-date on our new features and products

## 5.5 Ambition

- Self-confidence
- Realizing your full potential
- Aiming higher

## 6 Elevating ethical rules and good conduct

### 6.1 Sense of discretion and protection of confidentiality

Treating information confidentially means that it may not be disclosed without the owner's permission.

The nature of our work gives us access to information that others may not have access to. It is your responsibility to ensure that all documents and confidential information entrusted to us remains secure.

- Comply with Notarius's Privacy Policy and signed contractual agreements (for example, Suppliers agree to ensure to maintain confidentiality of the information they have access to as part of their business relationship with Notarius).
- Ensure a balance is maintained between "open communication" and the "need to know and share."
- Be cautious and reserved in disclosing information in the performance or in the course of your duties.
- Protect proprietary and confidential information in public places (e.g., planes, restaurants, or elevators) by avoiding open discussion and limiting the use of electronic communication devices.
- Fulfil your confidentiality commitments to clients.
- Maintain confidentiality of information relating to Notarius.
- Keep all documents obtained or received in the performance of your duties secure and, if necessary, dispose of them in secure manner.
- Disclose confidential information only if necessary, after receiving official permission or where a legal right or obligation to disclose the information exists.
- Consider whether data must be kept confidential at the beginning of any new project or initiative (internal or with clients) that will require the use of personal data by conducting a privacy impact assessment.
- Honour the property rights of others as expressed in patents, trademarks, and copyrights.
- Respect and comply with privacy policies and legislation on the protection of personal information and privacy.
- As a director, you may not, for the duration of your term as a director or after its

expiry, use for your benefit, nor for the benefit of someone else, information obtained on account of your duties when it is or becomes confidential; you are at all times required to respect the confidentiality of the information received, except with prior written permission from Notarius.

## 6.2 Acting with integrity and honesty

It is your responsibility to act with integrity.

Having integrity means applying the highest standards of professional conduct in all activities that affect our clients, colleagues, and communities. This means that we must behave in a way that justifiably earns the public's trust and strengthens Notarius's reputation. It also means that we must be independent-minded, act objectively, and exercise good judgement. Integrity means the independence and moral rectitude of Notarius employees, shareholders, consultant/suppliers in their decision-making based on Notarius's mission or agreements signed with it, the subordination of one's personal interests in relation to the valuation and importance of the position or role they occupy, as well as accountability and transparency in the performance of their duties.

Suppliers must be honest, professional, and fair in their business relationship with Notarius, particularly with regard to the fulfilment of their contractual obligations.

### 6.2.1 Integrity and professionalism

When we show integrity and professionalism in our actions and words, we set ourselves apart from the rest.

It is your responsibility to ensure that your decisions and actions respect our ethical rules and values first and foremost.

- Carry out your duties and obligations with honesty, integrity, and professionalism.
- Be transparent in your actions and communications so as to build trust and minimize ambiguity.
- Place integrity above the desire for personal reward.
- Be courteous in all interactions; approach conflict and confrontation constructively.
- Acknowledge your mistakes and seek to rectify the negative consequences quickly.
- Follow internal policies and procedures, including our clients' specific requirements.

### 6.2.2 Professional competence and quality of work

Providing quality professional services to clients means that all our activities are conducted in compliance with all appropriate standards, whether technical, professional, or specific to Notarius. You have a responsibility not only to meet the highest standards in your own work but also to tap into our vast pool of knowledge and experience, so as to provide excellent service to our clients.



- Serve clients in compliance with Notarius’s policies and procedures.
- Comply with the directives, policies, procedures, and contractual clauses that concern you.
- Exercise an appropriate degree of due diligence in your work.
- Consult with peers, specialists, and other resources at Notarius as appropriate.
- Issue communications that meet the highest quality standards.
- Fulfil your commitments to clients without sacrificing quality or compliance.
- Foster an environment that encourages the sharing of knowledge and ideas.
- Use sound professional judgement.
- Continually increase your knowledge and pursue an appropriate level of continuing education.

Our managers have a duty to set an example, to defend, and to promote the principles of this Code. They must also help their teams understand the Code and answer any questions they may have about it. Our managers must accompany and support all people who may report actions that run contrary to the spirit of this Code.

### 6.3 Use of electronic communications and information technology

The use of computer resources must never negatively impact your work, information security, computer and telecommunications network operations, or Notarius’s image, nor have immoral or illegal motives.

Notarius employees must adhere to, commit to respect, and enforce *the Notarius Security Policy* and the *Employee Directive* at all times, otherwise sanctions may apply.

Other persons to whom this Code is applicable undertake, in the performance of an Agreement or mandate or while present at our offices, to:

- Comply with Notarius’s information security requirements.
- Refrain from using a personal email account for business communications.
- Refrain from communicating or sharing your login credentials for Notarius’s information technology tools, including the premises access card code if applicable.
- Refrain from changing or disabling security settings or other existing settings.
- Refrain from accessing, sending, posting, or saving pornographic or other indecent or offensive material when using or accessing Notarius’s information technology or communication tools. Refrain from logging into online gaming sites or engaging in illicit activities in the execution of your mandate for Notarius.
- Refrain from storing or transmitting images or media files, or generating high-speed traffic over networks, or incurring data storage costs, as a result of personal use.

### 6.3.1 Social media

Within the framework of Internet and social media usage, whether on a personal basis or when doing so on behalf of Notarius, a provider or otherwise, you must not violate any law and must not make any comments of an offensive, defamatory, racist, or sexist nature, or transmit hateful, pornographic, or harassing material, or material of which Notarius does not own the copyright.

As such, Notarius reserves the right to remove such content, at its sole discretion and without notice.

The opinions you wish to share on our website or on our social media accounts must be respectful and not constitute personal attacks.

In Internet language, capital letters are equivalent to yelling and can be interpreted as aggressiveness, which is unpleasant for other readers. Any message containing a word in capital letters (except acronyms) may be rejected.

Suppliers must obtain prior written approval from Notarius before commenting on or promoting Notarius's business activities. This requirement applies to all advertising media, as well as to any printed, electronic, or other media.

## 6.4 Drugs and alcohol

All persons to whom this Code applies undertake not to consume any drugs or alcohol causing them to appear on Notarius's premises, in person or via video conference, while impaired.

The purchase or sale of drugs or alcohol is strictly prohibited.

Anyone who behaves in such a way as to suggest the influence of alcohol or drugs may be removed immediately from their position or mandate and may be tested and investigated as appropriate.

Consuming alcoholic beverages on Notarius's premises may only be authorized by a member of the Executive Committee.

Finally, any direct or indirect association or participation in the activities of a criminal organization, including but not limited to the trafficking of drugs and other illegal substances and the laundering of proceeds of crime, is strictly prohibited.

## 6.5 Conflicts of interests, advantages and gifts

Conflicts of interest – whether real or perceived – occur when professional judgement is affected by external influences. They can prevent us from doing the right thing, or cause people outside of Notarius to doubt our intentions. You are responsible for avoiding conflicts of interest by ensuring that your business decisions, transactions, and/or relationships do not place your personal interests ahead of those of Notarius, its clients, your colleagues, or the

public.

Suppliers/consultants must exercise caution and diligence to prevent and declare any conflict of interest or appearance of a conflict of interest without delay. Any form or attempt at corruption, extortion, bid rigging, influence peddling, malicious or unauthorized obtaining or sharing of inside information, misappropriation, falsification, and other fraudulent practices is strictly prohibited. They must not place Notarius's employees in a situation that could compromise or be perceived to compromise their integrity or ethical behaviour by conferring a good, meal, favour, service, benefit, payment in cash, invitation, or gift.

- You must not confuse Notarius's property as your own or use it for your benefit or for the benefit of third parties. You may also not, outside of the exercise of your duties or mandate, use Notarius's resources for your benefit or for the benefit of third parties.
- You must not succumb to any influence, or appearance of influence, exerted by conflicting interests.
- You must avoid any activity, situation, or relationship outside of Notarius that may, in fact or in appearance, jeopardize your professional judgement.
- You must use good judgement before engaging in personal and social activities with clients.
- You must notify Notarius's Vice-President of Finance and Administration without delay and in writing of any personal or professional relationship that may, in reality or in appearance, place you in a conflict-of-interest situation.
- You must avoid any outside employment that could conflict with your responsibilities at Notarius, or that would be contrary to its interests.
- As a director, you may not, for the duration of your term as a director or after its expiry, act in the name or on behalf of others in connection with a proceeding, a negotiation, or a transaction to which Notarius is a party and about which you have knowledge of information not available to the public.
- As a director, you may not, for the duration of your term as a director or after its expiry, provide advice to your clients based on information about Notarius that is not available to the public.
- You may never accept, for yourself or for anyone else, any gift, hospitable act, gratuity, or other advantage of any kind, except those for practical use or of minimal value.
- You may not offer bonuses to a third party or a Notarius employee if you are a supplier, for the purpose of influencing a decision in favour of yourself or someone else.

## 6.6 Respect for others and fighting all forms of harassment

Notarius will not tolerate harassment by its shareholders, employees, suppliers, consultants, partners, clients, or visitors.

For its employees, Notarius has a policy for the prevention of psychological or sexual harassment in the workplace that meets the requirements of the *Commission des normes, de l'équité, de la santé et de la sécurité du travail* (CNESST) and applicable laws in Quebec and Canada.

Suppliers are committed to treating Notarius's clients, employees, and partners with courtesy and professionalism.

We will not tolerate any actions, conduct, or behaviour of a humiliating, intimidating, or hostile nature.

You must treat others with respect and avoid situations that might be perceived as inappropriate. Notarius promotes diversity and inclusion in the workplace.

Personal reactions, criticisms, and challenges being faced must always be expressed in an appropriate and respectful manner. Always be aware of cultural sensitivities; what is acceptable in one culture is not necessarily acceptable in another. It is important to be aware of these differences and to understand them.

Your responsibilities:

- Always treat others with respect.
- Comply with applicable human rights legislation.
- Do not bully or humiliate others, either physically or verbally.
- Refrain from making jokes or inappropriate comments.
- Do not divulge offensive or disrespectful documents.
- Express disapproval (see 7.2) if you observe behaviour that may be construed as bullying, or hostile, humiliating, or disrespectful behaviour.
- Adopt responsible business practices that do not infringe on human rights.

## 7 Application of the Code and disciplinary process

### 7.1 Interpretation of the Code

Any request for information or clarification regarding the application or interpretation of this Code should be addressed to [legal@notarius.com](mailto:legal@notarius.com)

When an interpretation of the Code is required, the Vice-President of Finance and Administration will be responsible for making a decision.

### 7.2 Right of verification

Notarius reserves the right to verify on occasion that all of its employees, consultants, suppliers, and others comply with the Code.

Notarius reserves the right to take appropriate actions according to the deficiencies found and their severity. Possible sanctions can range from a simple warning to termination of existing contractual agreements or dismissal in the case of employees.

Notarius reserves the right to notify the competent authorities if required.

### 7.3 Breach of the Code and duty to report

Compliance with the Code is imperative.

Any violation of the spirit or provisions of the Code is grounds for disciplinary action for Notarius's managers, employees, or administrators, or the potential termination of contractual agreements for Notarius's consultants or suppliers.

We must ensure that we comply with and enforce the requirements of the Code. We must all therefore report the following situations/behaviours in good faith:

- Any known or alleged violation of our Code or any other governance document.
- Any alleged violation of applicable laws or regulations.
- Any misconduct we witness or are victim to.
- Any pressure to compromise our ethical standards and good conduct.

#### 7.3.1 Reporting a breach

When faced with any of these situations, we must promptly report it to any of the following resources:

- Patrick Drolet, CEO
  - If the report relates to non-compliance with privacy and data protection measures, please write to [dpo@notarius.com](mailto:dpo@notarius.com)
- Nathalie Denis, Vice-President of Finance and Administration
- Shareholders Director at the email address: [ombudsman@notarius.com](mailto:ombudsman@notarius.com)

#### 7.3.2 Procedure

- A breach of the Code must be the subject of a written complaint to one of the persons identified above.
- The report must contain the following information:
  - The identity of the perpetrator(s) of the infringement;
  - A description of the violation;
  - The date or period the violation occurred;
  - A copy of any document supporting the denunciation.
- If the complaint is deemed admissible, the person concerned will be notified of the existence of a complaint of non-compliance with the Code, the content of the allegations, and the conducting of investigations within ten (10) working days.
- As part of their investigations, the Vice-President of Finance and Administration is responsible for collecting all of the necessary information.
  - If the denunciation concerns a Notarius employee, the policy for the prevention of psychological or sexual harassment in the workplace will be followed.

- If the denunciation concerns a Notarius consultant or supplier, the legal team will take the required actions in compliance with the signed contractual agreements.
- The filing of a complaint under this Code does not in any way prevent the exercise of the other remedies provided for by law.

## 7.4 Adherence & promotion of the Code

Notarius employees and directors must demonstrate leadership and promote compliance with this Code.

### 7.4.1 Directors/shareholders

Every director must, at the beginning of each term, read and confirm in writing the acceptance of this Code.

Putting this Code into practice requires the personal commitment on the part of all directors, at the beginning of each mandate, to endorse and respect the ethical values and rules provided for in this Code, and to comply with all of its provisions.

Directors must, at the beginning of each mandate and if necessary thereafter, disclose to Notarius any interest they already possess or have subsequently acquired, personally or through a related person, in a company, business, association, or network, where that interest is likely to place them in a situation of conflict of interest; they must then refrain from taking part in and voting on any deliberations and decisions concerning the company, business, association, or network in which they have said interest.

They must also disclose to Notarius any modification or change made in this regard without delay.

At the beginning of each term, Directors must confirm in writing that they undertake never to disclose any confidential information or information concerning Notarius, its clients, suppliers, or employees, even after having ceased to hold their position, unless such disclosure is authorized by Notarius, its clients, suppliers, or employees.

### 7.4.2 Employees

- Upon hiring, Employees must sign the consent form confirming that they have read and understood the Code and that they undertake to comply with the rules and to fulfil the obligations imposed by it.
- Each year, employees must re-confirm their consent to the Code and that they undertake to comply with it. This annual renewal of confirmation can be made in reply to an email, for example.

### 7.4.3 Consultants & Suppliers

- When the services of a Consultant are retained, Consultants confirm through their

- Master Service Agreement or other contracts with Notarius that they have read and understood the Code and that they undertake to comply with it.
- If the Consultant is a company, the latter undertakes to provide a copy of the Code to any person assigned to perform the services, and to ensure compliance with the obligations arising from the Code at all times by these persons.
  - In the event of major changes only, Consultants must review and renew their commitment to the Code, on a personal basis or on behalf of the employees assigned to perform the Services, as a condition for the continuation and continuation of the Master Service Agreement and the contracts in force.

## 7.5 Review and approval of the Code

The Code is reviewed regularly, once per year at a minimum.

The Code is approved by the Notarius Solutions Inc. Executive Committee, which also approves all changes to the Code.

The Vice-President of Finance and Administration ensures that this Code is put into application on a daily basis.