



Public

NOTARIUS CODE OF ETHICS & CONDUCT

Version : 1.0

Approval: 2022-08-23

By the Board of Directors of Solutions Notarius Inc.

Notes

- This code is applicable to our employees, suppliers, consultants, directors and others.

Version tracking

Version	Date	Description	Editor/Collaborators	Approving
1.0	2022-08-23	Integration of our former Board's Code of Conduct with current best practices.	Maud Soulard, Director, Compliance and Risk Management	Board of Directors of Solutions Notarius Inc.

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1 General Provisions

Word from the Director General of Notarius

As a trusted third party since its inception in 1996, ethics have always been at the heart of our values and actions. By adhering to the highest ethical principles, we have become the Canadian leader in digital identity for professionals.

We must always all exercise good judgment, without compromising our values. This document therefore serves as the basis for our governance and provides guidelines to support us in making decisions. It is important that you refer to it in the course of your work for guidance on the best course of action.

You are the ambassadors and defenders of Notarius' ethical principles and values, both to internal and external stakeholders. I am confident that you will make the company shine in terms of high ethical principles and exemplary conduct.

Patrick Drolet

2 Scope and duration of the Code

The Code complements the Notarius Solutions Inc. (hereinafter "Notarius") [Privacy Policy](#), the [Terms and Conditions of use](#) of Notarius products, as well as the contractual relations with its consultants and/or suppliers. This Code also supplements Notarius' internal policies and directives for the use of its employees or consultants, where applicable.

This Code applies to shareholders, officers, managers and employees of Notarius during their term of office or employment. Certain provisions or specific measures may continue to apply after the end of employment. These provisions concern, among other things, the confidentiality of information.

We expect everyone with whom we do business to uphold our values and ethical standards. This Code therefore also applies to visitors, consultants working both in our offices and remotely, and persons who are bound by a Professional Services Agreement or who are seconded to us by suppliers, with appropriate adaptations where necessary.

3 Our commitment

Notarius is committed to promoting integrity and the highest ethical standards in all aspects of its business. To ensure that we all adhere to the values and obligations set forth in our Code of Ethics and Conduct (our "Code"), we commit to:

- Establish and maintain the principles set forth in this Code
- Ensure that everyone is familiar with our Code, both internally and externally
- Take steps to prevent, detect and respond to non-compliant behavior
- Protect from retaliation anyone who raises concerns in good faith
- Continuously improve our ways of doing things.

4 Définition

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.
- **Benefit:** means any tangible or intangible property of value, offered, or conveyed by one person to another person or to a member of his or her family, including all types of gifts and hospitality. Without limiting the generality of the foregoing, benefits may include goods and merchandise, meals (including beverages), travel, lodging and entertainment (such as tickets to concerts and sporting events, access to dressing rooms, VIP lounges and the like).
- **Code:** the present Code of Ethics and Conduct of Notarius as updated from time to time.
- **Executive Committee:** refers to the Notarius employees appointed to serve on this committee.
- **Conflict of interest:** Refers to any situation where our personal interests or those of a related person have or could be perceived to have an influence on our professional judgment, objectivity, independence, or loyalty in relation to the interests of Notarius.
- **Consultant:** a person retained by Notarius, either directly or through a third party, for a specific project or mandate.
- **Discrimination:** refers to 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 disability, sex, sexual orientation, gender identity, or any other reason prohibited by law.
- **Drug:** any substance, chemical or agent the use or possession of which is illegal or requires a prescription or personal authorization from a licensed physician or the use of which is regulated by law
- **Employee:** means any person on the staff of Notarius, including any officer, working full or part-time, permanently, or temporarily.
- **Supplier:** refers to any third party that provides goods or services to Notarius in accordance with contractual agreements signed between the parties.

- **Stakeholder:** refers to a person or organization that may affect, be affected by, or believe they may be affected by a decision or activity (such as employees, customers, suppliers, communities, investors, shareholders, etc.).
- **Person:** means any natural or legal person, as defined in this Code
- **Personal Information:** means any information about an individual.

5 The 5 values that characterize us

Our values characterize our actions and conduct. They guide us in our relationships with our employees, customers, and stakeholders.

5.1 Exemplarity

- Punctuality
- Reactivity
- Team spirit
- Politeness and sensitivity to others
- Taking the initiative
- Sense of responsibility

5.2 Respect

- Give a good image of yourself
- Respecting others
- Keeping commitments
- Leading by example
- Taking responsibility for mistakes
- Listening

5.3 Commitment

- Loyal
- Team membership
- Sharing common values
- Active participation/attendance
- Ability to exceed one's limits and make more effort

5.4 Curiosity

- Watch
- Proactivity
- Keep up to date with new products and developments

5.5 Ambition

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

6 Priority is given to rules of ethics and good conduct

6.1 Discretion and respect for confidentiality

Treating information confidentially means that it cannot be revealed without the owner's permission.

The nature of our work gives us access to information that may not be available to others. It is your responsibility to ensure the security of all documents and confidential information entrusted to us.

- Respect the Notarius Confidentiality Policy and signed contractual agreements (e.g., suppliers undertake to ensure the confidentiality of information to which they have access during their business relationship with Notarius).
- Ensure a balance between "open communication" and "need to know and share".
- Exercise caution and restraint in disclosing what you know during or in connection with the performance of your duties.
- Protect proprietary and confidential information when in a public place (e.g., on an airplane, in a restaurant, or in an elevator) by avoiding open discussion and limiting the use of electronic communication devices.
- Fulfill your confidentiality commitments to clients.
- Respect the confidentiality of Notarius information.
- Keep securely all documents obtained or received in the course of your duties and, where appropriate, dispose of them in a similarly secure manner.
- Only disclose confidential information, when necessary, with official permission, or when a legal right or obligation to disclose exists.
- Consider data privacy at the outset of any new project or initiative (internal or client) that will require the use of personal data by conducting a privacy impact assessment.
- Honor the property rights of others as expressed in patents, trademarks, and copyrights.
- Respect and comply with privacy policies and legislation.
- As a director, you may not, during your term of office as a director or after its expiry, use for your own benefit, or for the benefit of anyone else, any information or intelligence obtained because of your duties when it is or becomes confidential; you are always required to respect the confidentiality of any information or intelligence so obtained, except with the prior written permission of Notarius.

6.2 Act with integrity and honesty

It is your responsibility to act with integrity.

Integrity is the application of the highest standards of professional conduct in all activities that affect our clients, our colleagues, and our communities. It means behaving in a manner that warrants public trust and enhances the reputation of Notarius. It also means that we must be independent-minded, act objectively and exercise good judgment.

Integrity refers to the independence and probity of Notarius' employees, shareholders, consultants, and suppliers in their decision making with respect to the mission of Notarius or the agreements signed with it, the subordination of their personal interests to the value and importance of the position or role they hold, as well as accountability and transparency in the performance of their duties.

Suppliers must be honest, professional, and fair in their business dealings with Notarius,

particularly regarding the fulfilment of their contractual obligations.

6.2.1 Integrity and professionalism

It is by demonstrating integrity and professionalism in all our actions and words that we distinguish ourselves from others.

It is your responsibility to ensure that your decisions and actions are consistent with our ethics and values.

- Carry out your duties and obligations with honesty, integrity and professionalism.
- Be transparent in your actions and communications to build trust and minimize ambiguity.
- Place integrity above the desire for personal reward
- Be courteous in all your contacts; approach conflict and confrontation in a constructive manner.
- Acknowledge your mistakes and seek to quickly rectify any negative consequences.
- Adhere to internal policies and procedures as well as specific customer requirements

6.2.2 Professional competence and quality of work

Providing quality professional services to clients requires that all of our activities be conducted in accordance with all relevant standards, whether technical, professional or Notarius-related. You are responsible not only for maintaining the highest standards in your own work, but also for drawing on our vast reservoir of knowledge and experience to provide excellent service to our clients.

- Provide services to clients in accordance with Notarius policies and procedures.
- Comply with all directives, policies, procedures, and contractual clauses that apply to you.
- Exercise an appropriate level of due diligence in the work.
- Consult with peers, experts and other Notarius resources as appropriate.
- Issue communications that meet the highest quality standards.
- Meet your commitments to customers without sacrificing quality and compliance.
- Foster an environment that encourages the sharing of ideas and knowledge.
- Use good Professional judgment.
- Never stop increasing your knowledge and maintain an appropriate level of continuing education.

Our managers have a duty to lead by example, to promote and encourage the principles of this Code. They must also help their teams to fully understand the Code and answer any questions they may have regarding it. Our managers must accompany and support all persons who may report any actions contrary to the spirit of this Code.

6.3 Use of electronic communications and computer tools

The use of computer resources must never be detrimental to the work, to the security of information, to the functioning of the computer and telecommunications network or to the image of Notarius, nor must it have immoral or illegal motives.

Notarius employees must adhere to, agree to abide by and always enforce the *Notarius Security Policy & Employee Directive* or face sanctions.

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' IT security requirements.
- Do not use a personal email account for business communications.
- Not to communicate or share his or her connection identifiers to Notarius' computer tools, including the access card code to the premises, if applicable
- Do not change, disable security or other settings in place.
- Not to access, send, post or store pornographic or other indecent or offensive material when using or accessing Notarius' computer or communication tools. Not to log on to online gambling sites or engage in illegal activities while performing your mandate for Notarius.
- Do not store or transmit images or multimedia files or generate high-speed traffic on networks or incur data storage costs due to your personal use.

6.3.1 Social media

When using the Internet and social media, whether in a personal capacity or when doing so on behalf of Notarius, a supplier or others, you must not contravene any law and must not make any abusive, defamatory, racist, or sexist comments or transmit hateful, pornographic, or harassing material or material for which Notarius does not hold the copyright.

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

Any opinions you wish to share on our website or social media should be shared in a respectful manner without personal attacks.

In Internet language, capitalization is equivalent to shouting and can be interpreted as aggressiveness, which is unpleasant for other readers. Any message containing a capitalized word (except for acronyms) may be rejected.

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

6.4 Drugs and alcohol

All persons to whom this Code applies undertake not to consume drugs or alcohol leading to their presence on the premises of Notarius in person or by videoconference while impaired.

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

Any person who exhibits behaviors that suggest the influence of alcohol or drugs is subject to immediate removal from their position or office and to testing and investigation as appropriate.

The consumption of alcoholic beverages on the premises of Notarius may only be permitted by a member of the Executive Committee.

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

6.5 Conflicts of Interest, Benefits and Gifts

Conflicts of interest - whether real or perceived - occur when professional judgment is affected by outside influences. They can prevent us from doing the right thing, or cause people outside Notarius to question our intentions. You have a responsibility to avoid 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 care and diligence to prevent and promptly disclose any conflict of interest or appearance of conflict of interest. Any form of or attempt at bribery, extortion, bid-rigging, influence peddling, malicious or unauthorized obtaining or sharing of privileged information, embezzlement, forgery, and other fraudulent practices are strictly prohibited. They must not place a Notarius employee in a situation that could compromise his or her integrity or ethical behavior or that could be perceived as such by offering any goods, meals, favors, services, advantages, cash payments, invitations, or gifts.

- Do not confuse Notarius' assets with your own and do not use them for your own benefit or for the benefit of third parties. Nor may you use Notarius' resources for your own benefit or for the benefit of third parties outside the scope of your duties or mandate.
- Remain unaffected by any influence, or appearance of influence, exerted by conflicting interests.
- Avoid activities, situations, or relationships outside of Notarius that may impair, in fact or appearance, your professional judgment.
- Use good judgment before engaging in personal social activities with clients.
- Immediately disclose in writing to the Vice President of Finance and Administration of Notarius any personal or professional relationship that could, in fact or in appearance, place you in a conflict-of-interest situation.

- Avoid any outside employment that would create a conflict with your responsibilities to the Notarius, or that would be contrary to its interests.
- As a director, you must not, during your term of office as a director or after its expiry, act in the name of or on behalf of another person in connection with a proceeding, negotiation, or transaction to which Notarius is a party and about which you have information that is not available to the public.
- As a director, you must not, during your term of office as a director or after its expiry, give advice to your clients based on information not available to the public concerning Notarius.
- Never accept, for yourself or anyone else, any gifts, hospitality, gratuities, or other benefits of any kind, except those of customary and nominal value.
- Do not offer gratuities to a third party or to a Notarius employee if you are a supplier, to influence a decision in favor of yourself or someone else.

6.6 Respect others and fight against all forms of harassment

Under no circumstances will Notarius tolerate harassment from its shareholders, employees, suppliers, consultants, partners, clients or visitors.

For its employees, Notarius has adopted a *Policy for the Prevention of Psychological or Sexual Harassment in the Workplace* that meets the requirements of the CNESST and applicable Quebec and Canadian laws.

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

We will not tolerate any action, conduct or behavior of a demeaning, intimidating or hostile nature.

Treat others with respect and avoid situations that may be perceived as inappropriate. Notarius promotes diversity and inclusion in the workplace.

Reactions, criticisms, and challenges should always be expressed in an appropriate and respectful manner. Always be aware of cultural sensitivities; what is acceptable in one culture may not be acceptable in another. It is important to be aware of and understand these differences.

Your responsibilities:

- Always treat others with respect.
- Comply with applicable human rights legislation.
- Do not intimidate or humiliate others, physically or verbally.
- Refrain from making inappropriate jokes or comments.
- Do not display offensive or disrespectful material.
- Express your disapproval (see 7.2) if you observe hostile, intimidating, humiliating or disrespectful behavior.
- Adopt responsible business practices that do not violate human rights.

7 Code Enforcement and Disciplinary Process

7.1 Interpretation of the Code

Any request for information or clarification concerning the application or interpretation of this Code should be addressed to juridique@notarius.com

When an interpretation of the Code is required, it will be the responsibility of the Vice President Finance and Administration to decide.

7.2 Right of verification

Notarius reserves the right to audit the compliance of all its employees, consultants, suppliers, and others with the Code from time to time.

Notarius reserves the right to take appropriate action depending on the seriousness of the breach. Possible sanctions may range from a simple warning to the termination of current contractual agreements or even 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 contravention of the spirit or the letter of the Code is grounds for disciplinary measures for managers, employees or directors of Notarius or for potential contractual termination for consultants or suppliers of Notarius.

We must ensure that we respect and enforce the requirements of the Code. We must all report in good faith the following situations/behaviors:

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

7.3.1 Who to report a breach to

When we encounter any of these situations, we should promptly report it to any of the following resources:

- Patrick Drolet, General Manager of Notarius
 - If the report is related to a breach of privacy, write to dpo@notarius.com
- Fatima Ba, Accounting Manager and HR Advisor
- Nathalie Denis, Vice-President Finance and Administration
- Shareholder's administrator at the email address: ombudsman@notarius.com

7.3.2 Procedure

- A breach of the Code must be reported in writing to one of the persons identified above.

- The alert must contain the following information:
 - The identity of the perpetrator(s) of the violation.
 - Description of the violation.
 - The date or period of the occurrence of the violation.
 - A copy of any document that supports the denunciation.
- If the request is found to be valid, the person concerned will be notified of the existence of a complaint of non-compliance with the Code, the content of the allegations and that an investigation will be conducted within ten (10) working days.
- As part of its investigations, the V.P. Finance and Administration is responsible for gathering all necessary information.
 - If the denunciation concerns Notarius personnel, the *Policy for the Prevention of Psychological or Sexual Harassment in the Workplace* will be followed.
 - If the whistleblower is a Notarius consultant or supplier, the legal team will take the necessary action in accordance with the contractual agreements signed.
- The filing of a complaint under this Code shall not preclude any other remedy provided by law.

7.4 Membership & Code Promotion

Notarius employees and directors are expected to provide leadership and promote compliance with the Code.

7.4.1 Directors/Shareholders

Each director shall, at the beginning of each term, confirm in writing that he or she accepts this Code and has read it.

The application of this Code requires the personal commitment of each director, at the beginning of each term of office, to embrace and respect the ethical values and rules set forth in this Code and to comply with each of the provisions of this Code.

At the beginning of each mandate and as needed thereafter, directors must disclose to Notarius any interest they already have or subsequently acquire, either personally or through a related person, in a company, business, association or network, when such interest is likely to place them in a conflict of interest situation; they must then abstain from taking part in and voting on any deliberation or decision concerning the company, business, association or network in which they have such an interest.

He or she must also promptly disclose to Notarius any modification or change in this regard. At the beginning of each mandate, the director must confirm in writing that he or she undertakes never to disclose any information or confidential information concerning Notarius, its clients, suppliers or employees, even after ceasing to hold office, unless such disclosure is authorized by Notarius, its clients, suppliers or employees.

7.4.2 Employees

- **Upon hiring**, Employees sign the Consent Document confirming that they have read and understood the Code and agree to abide by its rules and fulfill their obligations under it.
- **Annually**, Employees reconfirm their Consent to the Code and their commitment to abide by it. This annual reconfirmation can be done by a simple return email for example.

7.4.3 Consultants & Suppliers

- When Consultants **are retained**, they confirm in their Master Agreement or other contract 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 Notarius with a copy of the Code to any person assigned to perform the services, and to ensure that such persons always comply with their obligations under the Code.
- **In the event of major changes only**, Consultants shall review and renew their commitment to the Code, either on a personal basis or on behalf of Employees assigned to perform the Services, as a condition of maintaining and continuing the Master Agreement and existing contracts.

7.5 Review and approval of the Code

The Code is reviewed regularly, at least annually.

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

The Vice President of Finance and Administration oversees the day-to-day application of this Code.