

Promethean World Limited

Code of Ethics and Standards of Business Conduct

January 2023

For Internal and
External Publication

Code of Ethics and Standards of Business Conduct

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Note: In this Agreement, any gender-specific pronoun shall be meant to include all genders, and any reference to (or "instance of") singular or plural pronouns shall be meant to include both singular and plural pronouns, where appropriate.

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INTRODUCTION FROM THE GROUP CHIEF EXECUTIVE OFFICER

For Promethean to be successful over the long term, our relationships with customers, suppliers and partners must be built on a foundation of honesty and integrity.

This principle has guided Promethean throughout its history and the Board of Directors remains committed to it, both because it is right and because it makes good long-term business sense. It means all of us must act honestly and with integrity at all times, and be respectful of others, responsible in our actions, and prepared to be held accountable for those actions.



The standards and guidelines set out in this Code of Ethics and Standards of Business Conduct apply to all Promethean employees worldwide. They reflect Promethean's commitment to honest and ethical business practices and provide standards and guidelines for Promethean employees and others doing business with Promethean Group, such as its customers, suppliers and partners.

The standards are intended to promote an ethos that reflects high standards of integrity and compliance with all applicable laws, rules and regulations. They are not intended as a substitute for such laws, rules and regulations or as a comprehensive summary of their provisions, so all employees and others doing business with Promethean must ensure that they understand what laws, rules and regulations apply to their respective roles.

The guidelines should be used to help you make better decisions when you are faced with difficult issues. However, they cannot cover every situation, and when in doubt, you should seek advice and, above all, always apply common sense.

Anyone who feels that the conduct of Promethean, or any person employed by or engaging in business with the Group, is not complying with the standard guidelines set out in this policy should raise their concern with management or via the Group's Whistle-blowing Policy.

Promethean's reputation is a valuable asset that each and every one of us is responsible for protecting. I ask you to take the time to read this Code of Ethics and Standards of Business Conduct, familiarise yourself with it, and apply its principles in all the decisions you make.

Thank you.

A handwritten signature in black ink, appearing to read 'Vin Riera'. The signature is fluid and cursive, with a long horizontal stroke extending to the right.

Vin Riera
January 2023

Code of Ethics and Standards of Business Conduct

1. SCOPE AND APPLICABILITY, DISSEMINATION, COMPLIANCE AND RAISING CONCERNS

1.1 Scope and Applicability

This Code of Ethics and Standards of Business Conduct (“Code and Standards”) applies in all areas of Promethean’s business and to all officers, directors, employees, contractors and agency staff (collectively, “Employees”) employed by or working for Promethean World Limited or any subsidiary or associated company of Promethean World Limited (collectively, “Promethean,” “Promethean Group” or “Group”).

Employees and others doing business with Promethean, such as customers and suppliers, are expected to comply with all applicable laws, rules and regulations and key Promethean policies and procedures, including this Code and Standards.

1.2 Dissemination and Amendments

Promethean is responsible for educating its Employees, and providing guidance where appropriate, but individual employees are responsible for ensuring that they are familiar with these requirements.

The Code and Standards will be made available to every Employee at the start of their relationship with Promethean. A current version will also be posted on the Group’s intranet and corporate website.

Employees are responsible for making distributors, resellers, suppliers, and other parties with whom they do business on behalf of the Group aware of the provisions and requirements of this document and must seek to ensure those parties comply with its provisions in all their dealings with and on behalf of the Group.

Promethean reserves the right to amend or withdraw this Code and Standards at any time for any reason without prior notice.

1.3 Compliance

Failure to comply with this Code and Standards may result in disciplinary action being taken including, but not limited to, reprimand, warning, disciplinary action, and/or termination of contract.

Every Employee has a duty to ask questions, express concerns, seek guidance and report suspected violations regarding compliance with this Code and Standards.

Any Employee who directs or approves any violation of this Code and Standards, or who has knowledge of a violation and does not immediately report it, may also be subject to disciplinary action up to and including dismissal.

Any Employee may be required to certify on an annual basis that they:

- a) Are familiar with the Code and Standards, and has not violated any provision thereof;
- b) Are not aware of any violation of the Code and Standards by any other person or party;
- c) Will continue to comply with such codes and standards as defined by the Group; and
- d) Will immediately report to their Group Executive Leadership Team (Group ELT) member, the Group’s Legal Department, or People (HR) management any actual or suspected violation of the Code and Standards of which they become aware.

Certain violations of this Code and Standards may require referral to appropriate governmental or regulatory authorities for investigation or prosecution. Promethean will cooperate fully with any such investigation.

1.4 Raising Concerns

Any Employee who knows, or has reason to believe, that another Employee or representative of Promethean has engaged in, or is engaging in, conduct that violates applicable laws or this Code and Standards must raise their concern via the procedure set out in the Group’s Whistle-blowing Policy found at [Whistle-blowing Policy](#).

Promethean will not discriminate or retaliate against any Employee who reports suspected violations (unless it is determined that the report was made with knowledge that it was false) or who cooperates in any investigation or inquiry regarding possible violations.

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2. MAKING THE RIGHT CHOICES FOR PROMETHEAN

All Employees are expected to apply discretion and good judgement in responding to the various situations that will arise in the course of their employment or association with Promethean. Examples of such situations are set out in broad terms below, but specific roles and particular situations may be subject to additional requirements.

Any Employee who is uncertain about what to do in a particular situation must seek advice from the People team or the Legal team prior to taking any action.

2.1 Conflicts of Interest

A conflict of interest may arise whenever an action or interest puts an individual's personal interests at odds with Promethean's and prevents the individual from fulfilling their duties and responsibilities to the Group honestly, objectively and effectively.

Employees must avoid situations where their loyalties are, or could appear to others to be, divided in this way. The following are typical situations where a conflict of interest may arise:

- Outside business ventures

The Group expects the primary focus of Employees' business and professional endeavours to be that of Promethean. Any outside activity must be strictly separated from Employees' Promethean duties and must not impact upon their performance of these duties or the time devoted to them.

Employees are not permitted to work for, or receive payment for services from, any competitor, supplier, customer or distributor of the Group unless this has been approved in advance by their Group ELT member and the Chief Human Resources Officer.

- Financial interests in other businesses or organisations

Promethean Employees must not have, or permit any close relative to have, a financial interest in a customer, supplier, competitor, or distributor of the Group, or in any other organisation that might create a conflict of interest or compromise their loyalty to Promethean.

Whether such an investment in another business or organisation creates the appearance of divided loyalties will depend on various factors, such as:

- The size of the investment relative to the individual's total assets;
- The position held within Promethean and the individual's ability to influence business decisions that affect their personal interests; and
- Any intersection between the individual's role at Promethean and the investment in the other business concerned.

- Supervision of Relatives or Friends

Employees with supervisory responsibility make decisions regarding opportunities for advancement, working conditions, pay and other matters affecting the Employees who report to them. Wherever possible, Employees should not be responsible for directly supervising a relative or anyone with whom they have a personal relationship that could give rise to a conflict of interest.

Any Employee who recognises a potential conflict must discuss the situation their manager or the Group's Legal Department without delay and prior to taking any action. Directors and Company Officers must disclose any actual or potential conflict to Promethean's General Counsel.

Conflicts of interest may also arise in relation to Employees' families and close friends. Employees must be alert to the potential conflict that exists if any such person is employed by, or has a significant financial interest in, a Promethean customer, supplier, competitor or distributor. Any Employee recognising such a potential conflict should immediately inform their Group ELT member or the Group's Legal Department.

2.2 Fraud, including Bribery

"Fraud" is a broad term used to describe various acts of corruption and deception including bribery, forgery, extortion, theft, embezzlement, misappropriation, false representation and concealment of material facts. Even the appearance of such improper behaviour can significantly damage a company's reputation.

Various day-to-day business situations are potentially sensitive in that they can create opportunities for corruption, particularly bribery, or a perception of improper practices. These situations include, but are not limited to:

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- Hospitality and gifts offered to third parties;
- Payment of third parties' travel expenses;
- Seeding of equipment;
- Contributions toward political causes or campaigns;
- Lobbying;
- Facilitation payments;
- Hospitality, gifts and other goods or services offered to Promethean Employees by third parties;
- Honorariums;
- Sponsorships; and
- Civic, charitable and other donations.

Bribery is the transfer or promise of anything of value to another party with the intention of improperly influencing that other party's decisions or actions or rewarding past impropriety. Solicitation, acceptance, offer and payment of bribes are all against Promethean policy, and are illegal in most countries.

Promethean is exposed to the risk of Employees, distributors, resellers, suppliers or other Promethean business partners offering bribes (e.g., to secure a sales order) or accepting bribes (e.g., from a supplier seeking to secure a contract to supply goods or services to Promethean).

Promethean Employees involved in offering or accepting bribes risk prosecution under UK law, US law, and the laws of multiple other countries where Promethean Employees may be working. In addition, any Promethean Employees involved in offering or accepting bribes risk prosecution under applicable local laws, regardless of where in the world the offence was committed. Penalties against individuals and companies involved in bribery can be significant and include fines, imprisonment and exclusion from tendering for future business.

Key factors in determining the risk associated with any proposed transaction are:

- The motive underlying the transaction;
- The ultimate recipient/beneficiary;
- The nature and status of that individual's or organisation's relationship with Promethean; and
- The regulatory environment applicable to the transaction and/or intended recipient/beneficiary.

Promethean applies a zero-tolerance approach to bribery and all other types of fraud and will take disciplinary and/or legal action as appropriate in all cases of actual or attempted fraud or bribery. Failure to react to knowledge or evidence of fraud or bribery in any form will be regarded just as seriously as direct involvement.

The Group will cooperate fully with enquiries by relevant authorities, which may result in prosecution of the offender(s). Steps up to and including legal action may be taken to recover any losses resulting from fraud committed against Promethean.

Promethean will not penalise any Employee who refuses to offer or accept a bribe or engage in other forms of fraud, even where this refusal leads directly to the Group losing business.

Best practice in any situation where there is a risk of fraud or a perception of fraud is for Employees to consider all the relevant factors, exercise good judgement and seek advice from their Group ELT member or the Group's Legal Department if they have any unresolved questions.

2.3 Information Security

Information is one of Promethean's most valuable assets. All Employees have a responsibility to prevent its inappropriate disclosure or misuse.

The privacy and security of the personally identifiable information of Promethean's Employees and the users of Promethean's products and services are important to us. Accordingly, it is our obligation to meet or exceed the industry's highest standards of data privacy and security.

The obligation to protect confidential information also extends to intellectual property and trade secrets, including confidential or private technical, financial and business information, whether generated within the Group or received from others in the Promethean community. It also covers confidential information

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entrusted to the Group by customers, suppliers and other third parties in respect of which Employees may have the same duty of care as applies to Promethean's own information.

Given Promethean's open business environment and the increasing use of electronic media, Employees are regularly in possession of valuable or sensitive information as part of their day-to-day roles. In addition to any restrictions set out in individual employees' contracts of employment and specific Group policies, all Employees must follow the guidance set out below.

- Employees must not disclose any confidential information, including, but not limited to, information related to Promethean's business, technology, know-how, financial performance or prospects, customers, suppliers, employees, or activities to any person unless that person is a director, officer or employee of Promethean whose responsibilities create a legitimate need to know it or unless subject to the terms of a nondisclosure agreement which shall be approved by the Group Legal Department.

No Employee should answer any request for information, proprietary or otherwise, from outside Promethean, nor participate in interviews or make any commitments on behalf of the Group unless they are specifically authorised to do so.

- Employees must take reasonable steps to avoid inadvertent disclosure of confidential or proprietary information that could be damaging to the Group. Generally, confidential matters concerning the Group and its business should not be discussed with outsiders, including family and friends, or in public places such as restaurants and airplanes.

As a precaution against such inadvertent disclosure of information relating to Promethean or its customers, suppliers or distributors, Employees should avoid discussing such matters in public and/or posting any information on electronic or Internet-based message boards and chat rooms.

- Employees must not access or attempt to access the personally identifiable information of any Promethean Employee or any user of Promethean's products or services, or any Promethean confidential information, unless the Employee is authorized to access such information, and then accesses such information only for the limited purpose of performing their job responsibilities for Promethean.
- Promethean often shares proprietary or confidential information with customers and suppliers in the normal course of its business. The Group's standard sales and purchase terms require customers and suppliers to respect and safeguard such information, which should only be offered, accepted, or exchanged when a written non-disclosure agreement ("NDA") is in place.

Further information regarding NDAs may be obtained from the Group's Legal Department.

- All Promethean-related documents in an Employee's possession or control, whether in tangible or electronic form and regardless of where they are located, are Group property. Use of such documents for Employees' own benefit and providing them to others for use unrelated to Group business are prohibited both during and after individuals' employment or association with the Group.
- Employees must observe all rules and regulations relating to safeguarding classified information obtained through work between Promethean and governments, government agencies and similar organisations.
- Employees and visitors are prohibited from using photographic devices, including mobile phones, at Group sites unless prior permission from Promethean management has been obtained.

Any unauthorised access or attempts to access confidential information, or the taking, downloading or other prohibited disclosure or use of Promethean information, may constitute theft of Group property, unauthorized access to or use of confidential information, or misappropriation of Promethean's intellectual property (see Section 2.4 below). Promethean reserves the right to seek criminal and/or civil remedies to any such action.

Any Employee requiring further guidance in any of the above areas should contact their Group ELT member or the Group's Legal Department.

2.4 Intellectual Property

Inventions and ideas represent valuable assets of the Group and should be treated as confidential. It is important to identify and protect these intellectual property assets to ensure Promethean's products and services achieve and maintain competitive advantage.

Any intellectual property created in the course of an Employee's employment by Promethean is owned by the Group. Employees should immediately report to their senior manager or the Group's Legal Department any invention, innovation or patentable idea relating to any Promethean business. Content created in the course of an Employee's employment by Promethean including lessons, PowerPoint presentations, training materials, etc. are considered intellectual property owned by the Group.

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Promethean respects the intellectual property rights of others and expects others to respect the Group's intellectual property rights at all times. Any Employee who believes or suspects that Promethean's or any third party's rights have been infringed through misuse or misappropriation of intellectual property should immediately contact the Group's Legal Department.

2.5 Import and Export Regulations, Sanctions and Restrictions

Promethean is an international manufacturer with a global supply chain and customer base. Imports and exports are made to and from the United Kingdom, Europe, the United States, the People's Republic of China and other jurisdictions.

A number of governments and other organisations, such as the United Nations, operate restrictions on the types of products that can be exported, the countries to which such exports can be made, and the individuals or entities to whom they may be sold.

Failure to comply with US, UK, EU or other applicable import and export laws and regulations could seriously impact Promethean's ability to serve its customers, disrupt its supply chain, and result in financial and/or criminal penalties.

Employees involved in arranging import or export of materials and products must familiarise themselves with all relevant laws, regulations and restrictions, and must seek to ensure that Promethean complies with them. These laws can be complex, so when in doubt, Employees must seek advice from the Group's Legal Department.

3. MAKING THE RIGHT CHOICES IN THE GLOBAL COMMUNITY

Promethean recognises that it exists within a global community that includes parties with whom the Group has no direct relationship. Promethean is committed to being a good corporate citizen and recognising the legitimate interests of all communities that might be affected by its products, services or operations.

This section provides a general overview of the standards and rules that Promethean sets in relation to specific aspects of its corporate citizenship.

3.1 Health, Safety, Welfare and Environment

Promethean is committed to creating, maintaining and promoting a safe and healthy working environment for Employees and visitors and to designing and supplying products that are reliable and safe to use.

All Employees share responsibility for maintaining a safe workplace. For many, this involves making decisions concerning health and safety matters every day. These decisions should be made with full knowledge of, and in accordance with, all relevant laws and regulations.

The Group takes appropriate precautions to prevent injury and illness in the workplace, and provides training and information on potential risks, such as those involved in handling hazardous chemicals.

All products are tested to ensure that they meet safety requirements in the countries in which they are sold. Information about safe use and disposal of Promethean products is provided through warning labels, manuals and other documentation, which are available in a range of languages.

The Group is also committed to minimising the environmental impact of the Group's operations, products and services wherever possible. See the Group's Global Health and Safety Policy Statement and the Group's Environmental Policy Statement found on the Group's website at <https://www.prometheanworld.com/legal/social-environmental>.

Various initiatives aimed at reducing waste sent to landfills and encouraging recycling are in place at Promethean's operating locations. Employees are expected to support these schemes by sorting waste and disposing of it appropriately.

Employees should direct any questions and report any health, safety or environmental issues or concerns to their Group ELT member or to People Team.

3.2 Supply Chain

Promethean is committed to helping every individual realise their potential by promoting effective and engaging education and lifelong learning. As part of this commitment, Promethean does not accept and will not tolerate use of child labour or forced labour anywhere in its supply chain. Promethean encourages its direct suppliers to engage with their own suppliers and sub-contractors to promote human rights throughout the supply chain. Supplier assessments include evaluation of policies and practices in this area.

See Promethean's [Slavery and Human Trafficking Statement](#) and Promethean's [Human Rights Policy](#).

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3.3 Community Engagement

Promethean engages with young people around the world through involvement in community and charitable organisations and initiatives. The Group supports such activities by donating products and know-how and encouraging Employees to participate in local schools and community groups. Other education and life skills-based initiatives are considered for support on a case-by-case basis.

Employees engaging in community-related and similar activities should respect the cultures and varying business customs of the community concerned (to the extent that these do not conflict with either the principles of the Code and Standards or relevant local laws and other regulations).

Employees should also be mindful of how they present their Promethean connections and must take care not to create any impression of endorsement by Promethean that is not properly authorised.

4. MAKING THE RIGHT CHOICES IN THE WORKPLACE

Maintaining a safe and productive workplace is a shared responsibility and Promethean expects all Employees to conduct themselves as mature, responsible, and respectful individuals in all their dealings with co-workers and others with whom they come into contact.

This section provides a general overview of the standards and rules that Promethean sets in relation to conduct in the workplace.

4.1 Equal Opportunities and Diversity

Promethean does not and will not discriminate in the employment of any person due to race, colour, national origin, sex or gender identity, sexual orientation, age, religion or belief, disability status, veteran status, military service or application for military service or any other category protected under applicable European legislation, US federal or state law, or laws of any other jurisdiction. This commitment applies to all personnel actions including hiring, promotion, termination, transfer and compensation/benefits.

4.2 Workplace Conduct

All members of the Promethean community are required to treat each other with dignity and respect. The Group recognises that disagreements may arise in daily dealings with others, but most can be handled appropriately and without incident.

Certain types of conduct will not be tolerated under any circumstances. These include, but are not limited to, any form of discrimination, physical violence or intimidation, harassment or retaliation against co-workers, theft, gambling and working under the influence of alcohol or illegal drugs.

Any such conduct may result in disciplinary action up to and including immediate termination in accordance with local employment practices and relevant Group policies.

5. MAKING THE RIGHT CHOICES WITH CUSTOMERS

Promethean's reputation as an ethical business is a critical asset. The manner in which Promethean does business with its customers determines the Group's ability to retain that reputation, so all commercial dealings must be above board and conducted with the highest ethical standards.

This section provides a general overview of the standards and rules that Promethean Employees should follow when dealing with customers.

Other policies and principles set out elsewhere in this document, for example in relation to hospitality/gifts (see Section 2.2 above) and confidentiality of confidential information (see Section 2.3 above), also apply to customers.

5.1 Relations with Customers

It is Promethean's policy to treat customers in an open and honest manner, and to adhere to all laws, rules and regulations on trade practices. For this reason, certain business practices are prohibited as a matter of policy:

- Some of the Group's customers are also suppliers or potential suppliers. The two relationships are distinct and should be treated independently. Employees may not require purchase of Promethean's products as a precondition of doing business with a supplier; and

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- English, US and other jurisdictions' laws prohibit improper competitive or deceptive practices such as:
 - Marketing used equipment as new;
 - Making false or deceptive statements or comparisons with other products; or
 - Misrepresenting trademark, patent or other rights.

The above list does not include all the practices that would be deemed improper, but it should provide a general sense of the concerns in this area.

5.2 Truthfulness in Marketing and Selling Products

Promethean sells its products on their merits and on the quality it provides as a supplier. Any statement about the Group's products must be substantiated, and any statement about competitive products, quality, services, etc. must be complete and based on published or verified factual information.

5.3 Sales Commission and Fee Agreements

Promethean requires that all sales commission and agent fee arrangements be formally documented via a written agreement, and only enters into such agreements with individuals or firms serving as bona fide commercial sales representatives, agents or consultants.

All commissions or fees paid must be reasonable, consistent with the corresponding written agreement, policy or plan and consistent with normal practices for our industry.

Promethean never makes payments of sales commission in cash.

5.4 Government and Other Public Sector Procurement

Promethean's standards of business conduct are no different when the customer is a government, government agency or other public sector organisation, but the interpretation of those standards may be subject to special rules.

Employees shall not give, offer to give, or agree to give any government employee anything of value for the purposes of encouraging or influencing such government employee to purchase Promethean products or services.

Any Employee involved in government procurement who has questions regarding standards of conduct as they apply to a transaction with a government office or agency should contact their manager and the Group's Legal Department prior to taking any action.

6. MAKING THE RIGHT CHOICES WITH COMPETITORS

Acting in an ethical and honest manner with Promethean's competitors is just as important as it is with our customers, suppliers or any other group.

The guidelines below cover some typical problem areas. The choices an Employee makes in these situations should be consistent with guidelines described in this section. However, in any specific instance, Employees should consult the Group's Legal Department for advice.

6.1 Competition and Anti-Trust Laws

Employees should be cautious when taking any action that involves direct interaction with Promethean's competitors. As a general rule to evaluate potentially unethical conduct, Employees should consider:

- If a competitor acted in a similar way against Promethean, could it reasonably be considered improper, or could it have the appearance of impropriety?
- If Promethean did something in cooperation with a competitor, could our customers reasonably consider it improper, or could it have the appearance of impropriety?

As a general rule, Employees must be careful not to share business or technical information that is confidential or proprietary to Promethean with others outside the Group, especially competitors.

Exchanges of information between Promethean and competitors must be treated carefully as they could be interpreted as indicators of anti-competitive conduct. Informal understandings are as serious as formal documents.

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Employees should not engage in discussions with competitors or share information regarding pricing, costs, margins, terms and conditions of sale (even when these are standard) or marketing strategies.

Any agreement (whether in writing or oral and whether formal or informal) with one or more competitors regarding prices, terms of sale (e.g., credit, discounts, and trade-ins), production volumes, or market allocation (division of customers, types of products, geographic areas or technology) is likely to be illegal. Boycotts, where competitors agree not to deal with a particular customer or supplier, are also illegal. Employees should notify their Group ELT member about their concerns and actions with respect to discussions with competitors. Any further questions or concerns should be referred to the Group's Legal Department.

A distributor that purchases products from Promethean and resells them for its own account is a customer and potentially, a competitor. For that reason, there are special rules governing this type of relationship. For example, it is illegal in most countries to dictate the distributor's price for reselling the product.

Any arrangement with a distributor should normally be in writing and reviewed by the relevant sales division Group ELT member and the Group's Legal Department. Any NDA that does not follow the standard form and content defined by and available from the Legal Department must be reviewed and approved by the Legal Department and signed by an authorized representative of Promethean before any information is disclosed.

6.2 Competitor Intelligence and Confidentiality

Collating published information about competitors is an essential part of sales and marketing processes but has limits. Employees must not obtain information through improper means such as industrial espionage or paying a competitor's employee or other third party to disclose confidential information. Employees must not accept or transmit any information about competitors that it is reasonable to believe was or might have been obtained improperly or illegally.

Any knowledge of trade secrets or proprietary information that Employees may have from prior employment with a competitor must not be used or disclosed at or within Promethean. This obligation does not apply to Employees' general skills and work experience.

6.3 Trade Associations

Trade associations and professional groups are legitimate and useful business forums but pose a risk if the topics discussed or agreements reached could be seen as anti-competitive.

Any Employee who believes that matters being discussed are, or could be, seen as anti-competitive should refuse to join in any conversation. If discussions continue, the Employee should leave the meeting immediately, and if possible, ensure that their departure is properly noted in the minutes of the meeting.

The Employee should also notify their Group ELT member about their concerns and actions in the above circumstances. Any further questions or concerns should be referred to the Group's Legal Department.

7. MAKING THE RIGHT CHOICES WITH SUPPLIERS

Suppliers are critical to Promethean's success and deserve to be treated in a respectful and cooperative manner.

Employees must ensure that they communicate the relevant sections of this Code and Standards to all suppliers with whom they interact in the course of their employment so that unintentional violations can be avoided.

Other policies and principles set out elsewhere in this document, for example, in relation to hospitality and gifts (see Section 2.2 above) and confidentiality of information (see Section 2.3 above), also apply in respect of suppliers.

7.1 Commercial Agreements

Promethean bases its purchasing decisions on objective criteria such as price, quality, financial stability and reputation of suppliers, technical requirements, service, and the overall business relationship with individual suppliers. The Group negotiates the best terms and conditions with suppliers in an open and legal manner.

Suppliers are not required to buy from Promethean in order to secure the Group's business, and Promethean will not buy from suppliers simply because they purchase the Group's products.

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7.2 Discounts

Promethean's buying power must not be misused by Employees for personal gain. Discounts for products and services offered by a supplier to a Promethean Employee must be openly and readily available to all employees, whether in their capacity as an Employee or as a private individual, or they should not be accepted. For instance, an Employee should not get a discount on building materials for their home because they have used a certain Promethean supplier.

7.3 Copyrighted and Licensed Material

It is Promethean's policy to comply with copyright laws and licensing agreements for all material obtained from third parties, such as software, open-source code, user and maintenance manuals, documentation and design schematics. Downloading copyrighted material from a Promethean network or an outside network is not allowed unless the appropriate license is in place.

8. MAKING THE RIGHT CHOICES IN REPORTING BUSINESS TRANSACTIONS

Promethean Employees are required to record and report all business transactions honestly and accurately, and must immediately report any concerns regarding questionable accounting, auditing and internal control matters.

8.1 Company Records, Public Reports and Document Retention

Employees are responsible for the accuracy of business records they control, which must honestly and accurately record all business transactions.

All Promethean books, records and accounts must reflect the true nature of the underlying transactions and must be maintained and retained in accordance with all applicable laws, regulations and standards. Promethean's financial statements must conform to Promethean's accounting policies and International Financial Reporting Standards.

No false or misleading entries may be made in Promethean's books or records for any reason, and no disbursement of corporate funds or other corporate property may be made without adequate supporting documentation. For example, all Employees must keep complete, accurate and truthful records of business travel and other expenses.

8.2 Dealings with Auditors and Regulators

Employees, officers and directors must not directly, indirectly or by omission make or cause to be made any materially false or misleading statement to an accountant or auditor in connection with any audit, review or examination of Promethean's financial statements or the preparation or filing of any document or report with any regulatory agency.

No Employee shall take any direct or indirect action to coerce, manipulate, mislead or fraudulently influence any independent accountant or auditor engaged in the performance of an audit or other review of Promethean's financial statements.

WHERE TO FIND FURTHER INFORMATION

The Group's Legal Department can be contacted via email at: legal@prometheanworld.com The Group's People Department can be contacted via email at: people@prometheanworld.com or you may mail any correspondence to the following addresses:

720 Olive Way
Suite 1500
Seattle, Washington 98101
USA
Attention: Legal