



Compumatica
SECURE NETWORKS

Cryptomatica B.V.

and daughter companies:

Compumatica secure networks B.V.

Compumatica secure networks GmbH

Compumatica secure networks International B.V.

Compumatica B.V. .vantronix secure systems

Business Principles

Code of Conduct

Anti-corruption Policy

Health and Safety Policy

Labor and Human rights

Content

Code of conduct	5
1. Introduction	6
1.1. Business principles	6
1.2. Our values:	6
1.3. Responsibilities	7
1.4. Free enterprise.....	7
1.5. Business integrity	8
1.6. Community activities	8
1.7. Communication	8
1.8. Compliance.....	8
1.9. The environment	8
2. Business integrity.....	9
2.1. Complying with laws	9
2.2. Communication and information	9
2.3. Free enterprise and fair competition	9
2.4. Competition law compliance.....	9
2.5. Dealing with suppliers	9
2.6. Payments	9
2.7. Money laundering	10
2.8. Gifts	10
2.9. Fraud, deception or irregular conduct.....	10
2.10. Presence in high risk countries	10
2.11. Child labor.....	11
2.12. Forced labor	11
3. Company responsibilities.....	12
3.1. Open communication	12
3.2. Equal opportunities.....	12
3.3. Healthy work environment.....	12
3.4. Disclosure of medical information	12
3.5. Right to organize.....	12
3.6. Collective bargaining.....	13
3.7. Participation in political life	13
3.8. Protection of personal data	13
4. Employee responsibilities	14
4.1. Media relations and disclosures	14
4.2. Inside information	14
4.3. Protecting Compumatica's intellectual property	14
4.4. Internet use / IT code of conduct	14

- 4.5. Business travel..... 15
 - 4.5.1. Safety while traveling..... 15
 - 4.5.2. Combining business trips with personal matters 15
 - 4.5.3. Air travel 15

Code of conduct

The Compumatica¹ business principles make good business sense. They help us to remain successful as a company, today and in the future. These business principles also help us to balance between people, profit and planet.

The management of Compumatica continues to think and act according to the business principles on a daily basis. In order to help us maintain an ongoing focus on them, I am pleased to present to you this code of conduct. This code is intended to provide you with a clear overview of the obligations that each employee in the company needs to understand. In essence, it captures not only the general business principles, but also our key and relevant company directives. It thereby assists all of us in performing our jobs in accordance with the company's standards.

As an employee, you have a personal responsibility to be aware of the code of conduct and to comply with it. You need to know, therefore, that should you not live up to its requirements, Compumatica will consider disciplinary action, including possible dismissal in cases of gross negligence. If you are facing a situation that gives you any doubt as to how to act regarding this code of conduct, please contact your direct manager. Your manager will also be able to help you answer any questions about interpreting or applying this code. Compumatica expects you to bring to the attention of management any activity which is in violation of company policy or law. To this end, Compumatica has established a complaints procedure which can help you to determine the best way to raise your concerns.

We are committed to providing the utmost protection to employees who report a breach or suspected breach of the code. For absolute clarity: we also stress that senior management will not hold management or employees accountable for any loss of business resulting from compliance with the code. I trust that you will support and comply with our code of conduct. Our code of conduct is a reflection of who we are and how we work. I am therefore counting on each employee to fully embrace its content.

In doing so, we can ensure that we continue to build a company we can all be proud of.

Petra van Schayik de Vries

C.E.O

¹ Compumatica refers to all legal entities of Cryptomatica B.V.

1. Introduction

As an employee of Compumatica, you are expected to act in accordance with our company values and business principles and to comply with company policies, laws and regulations. The company values and business principles are an expression of who we are and how we want to be perceived by our stakeholders. Laid down in company directives, policies and guidelines, they are intended to be put into practice by ALL employees on a daily basis.

This code of conduct contains an overview of key information, including the business principles and directives, which are relevant to all employees. The code is a statement of who we are and how we work. Whenever we encounter difficult ethical or legal issues we will resolve them in line with our code of conduct. This code is a living document, and will therefore be updated when and if required.

As an employee, you will always be notified when an update is made. The document will also be integrated in our Handbook.

The key sections of this document cover:

- Our company
- Business integrity
- Company responsibilities
- Employee responsibilities

Furthermore, we expect you to bring to the attention of management any activity which is in violation of company policy or law. To this end Compumatica has established a complaints procedure as described in Compumatica's "Handbook", which can help you to determine the best way to voice your concerns.

We are committed to providing full protection to employees who report a breach or suspected breach of the code. For absolute clarity, we stress that management will not hold employees accountable for any loss of business resulting from compliance with this code.

Please be aware that in the event of a failure to comply with, or in case of any willful breach of our business principles and code of conduct, the company will consider disciplinary action, up to and including termination of employment. If you have any questions about how to interpret or apply the code, or any other company policies or directives, please consult your manager.

1.1. Business principles

The company statement, it is Compumatica's ambition to be the first choice of customers, shareholders and employees, and to be a respected member of society. This document sets out the values that should guide the conduct of Compumatica in order to fulfill these ambitions. In this respect Compumatica's business principles apply equally to our business transactions throughout the world and to the individual behavior of employees in conducting Compumatica's business.

It is the responsibility of the Management team to ensure that Compumatica's business principles are communicated to and observed by Compumatica employees. In addition, Compumatica regards the application of its business principles to be of prime importance in making decisions about whether or not to enter into or continue relationships with contractors and suppliers, and to participate in joint ventures.

1.2. Our values:

We believe in:

- Focusing on our customers' future first
- Embracing entrepreneurial thinking

- Developing the talents of our people
- Courage and curiosity to question
- Integrity and responsibility in our actions

1.3. Responsibilities

Compumatica is committed to creating long-term value for customers, shareholders, employees, and society, recognizing that sustainable profit is essential for the continuity of its business. We will focus our efforts on the success of our customers. In this respect, it is our responsibility to provide customers with products and services that offer value in terms of cyber security that meet high health, safety, and environmental standards.

We will create an attractive working environment for our employees. In this respect, it is our responsibility to recruit, hire and promote employees solely on the basis of their suitability for the job; to stimulate their individual and professional development; and to provide safe and healthy working conditions. It is also our responsibility to prohibit harassment or discrimination of any kind, and to avoid at all costs any exploitation of child labor. We will conduct our activities in a socially responsible manner. In this respect, we observe the laws of the countries in which we operate; support fundamental human rights in line with the legitimate role of business; and give proper regard to health, safety, and the environment, consistent with our commitment to contribute to sustainable development. The Dutch (European) law is leading in all of our activities.

1.4. Free enterprise

Compumatica supports the principles of free enterprise and fair competition. The company aims to meet customers' needs better, and more distinctively than our competitors. To this end, Compumatica will compete vigorously but fairly, and within the framework of applicable competition laws.

1.5. Business integrity

Compumatica insists on integrity and fairness in all aspects of its business operations.

- Bribery and any other forms of unethical business practice are prohibited.
- Compumatica employees are expected to avoid all situations in which their personal or financial interests may conflict with the company's interest.

All business transactions shall be accurately and completely recorded in accordance with the company's accounting principles, and local laws and may be subject to audit.

1.6. Community activities

Compumatica is encouraged to support community activities.

- Compumatica companies are to give their employees the opportunity to play an active role in society – for example, through community or educational programs – unless participation in these activities creates a conflict of interest.
- Compumatica companies are not to make payments to political parties, or their institutions, agencies, or representatives.

1.7. Communication

Compumatica recognizes that, in view of the company's scope of activities, the impact they have on stakeholders, and the public role the company fulfills, proper communication is essential. Subject to any overriding considerations of confidentiality, Compumatica companies endeavor to communicate with others in an open, factual, and timely manner.

1.8. Compliance

The Management Team will not hold employees accountable for any loss of business resulting from compliance with Compumatica's business principles, and will see to it that no employee suffers as a consequence of reporting a breach, or suspected breach, of these principles.

1.9. The environment

Compumatica protects the environment by preventing or minimizing the environmental impact of its activities and products through appropriate design, manufacturing, distribution and disposal practices. Compumatica expects all employees to play a role in protecting the environment. If an employee becomes aware of any violation of environmental law, or any action that may appear to conceal such a violation, the employee should immediately report the matter to his or her manager via the complaints procedure.

2. Business integrity

2.1. Complying with laws

Compumatica's policy is to comply with all laws and regulations that apply to its business. When conducting Compumatica's business, employees may encounter a variety of legal issues, particularly in the areas described below. If there are questions on specific laws or regulations, contact Compumatica's management team.

2.2. Communication and information

Compumatica recognizes that in view of the scope of its activities, the impact they have on stakeholders, and the public role the company fulfills, proper communication is essential. Subject to any overriding considerations of confidentiality, Compumatica companies endeavor to communicate with others in an open, factual, and timely manner.

2.3. Free enterprise and fair competition

Compumatica supports the principles of free enterprise and fair competition. To this end, Compumatica will compete vigorously but fairly, and within the framework of applicable competition laws. Compumatica insists on integrity and fairness in all aspects of its business operations. Bribery and any other forms of unethical business practice are prohibited. Compumatica employees are expected to avoid all situations in which their personal or financial interests may conflict with the company's interest. All business transactions shall be accurately and completely recorded in accordance with the company's accounting principles, and local laws and may be subject to audit.

2.4. Competition law compliance

Compumatica will compete for business. Compumatica expects its employees to compete lawfully and ethically as well. Compumatica operates a strict policy to ensure that its operations are in full compliance with all applicable competition laws.

2.5. Dealing with suppliers

Compumatica wants to do business with business partners who endorse our values and our social and environmental standards as formulated in our business principles. Compumatica regards the application of its business principles as being of prime importance in deciding whether to enter into or to continue relationships with suppliers and contractors.

2.6. Payments

Bribery

Bribery and any other forms of unethical business practice are prohibited. Under no circumstance shall any Compumatica officer, employee, agent or representative make, offer, promise or authorize any payment or gift:

- To gain any business advantage;
- To influence the policy of any government, or;
- That could bear the appearance of impropriety.

Please understand that an offer alone, without actual payment, still violates Compumatica's policy and the law.

Commission payments

The rule prohibiting bribes of any form may not be circumvented by commission payments. Any commission payment should be justified by a clear and traceable service rendered to Compumatica. The remuneration of agents, distributors and commissioners cannot exceed normal business rates and practices. Government officials shall not be appointed by Compumatica as agents, distributors or commissioners.

Facilitation payments

Facilitation payments are small payments made in money or in kind (for example Compumatica giveaways and will not exceed € 50) to officials, in accordance with publicly-known or widely-followed local customs, to expedite performance of routine government actions (such as processing a required government license). Compumatica promotes measures to eliminate such practices. More generally, all applicable laws and regulations should be complied with — in some countries, this completely rules out the making of facilitation payments.

Recording of payments

All payments, including facilitation payments, must be recorded in the appropriate ledgers in accordance with the company's accounting principles and all applicable local laws. Secret accounts and/or bookkeeping outside company accounts are strictly forbidden. No payments will be channeled through an agent unless they form part of normal agency fees or reimbursement for incurred costs.

Apart from petty cash transactions, cash payments to third parties are not permitted; all payments should be made to a bank account designated in writing. Payments to so-called numbered accounts are not permitted.

A request by a contract partner to divert a payment to an entity or person offshore shall always be rejected. All payments will be subject to external audit.

All financial transactions must be recorded in a timely and accurate manner. In addition, any information pertaining to a transaction must be recorded. Compumatica's records should reflect transactions carried out in conformity with accepted accounting standards, and should be designed to prevent off-the-books transactions such as kickbacks and bribes. Accordingly, company employees must follow all applicable standards, principles and laws for accounting and financial reporting. No employee should establish an undisclosed or unrecorded account on behalf of the company for any purpose. In addition, false or artificial entries are not to be made in the books and records of Compumatica for any reason.

2.7. Money laundering

Compumatica will not enter into nor tolerate, any arrangement which facilitates (or which appears to or is suspected to be used to facilitate) any acquisition, retention, use, or control of any property or money intended to disguise the proceeds of crime.

2.8. Gifts

No personal gifts or favors of any material commercial value can be made to or accepted from, a third party. A gift or favor of material value is defined as an object with such a value that it may influence a buying decision and/or may lead to a relation of dependency. In case of any doubt, a superior has to be consulted.

2.9. Fraud, deception or irregular conduct

Anyone who detects or suspects a case of fraud, deception, or irregular conduct shall immediately inform the superior of the directly responsible manager.

Definitions

- Fraud:
The deliberate misappropriation, falsification, omission, or removal of data, money and/or goods whereby resources or assets are unlawfully diverted to or from the company.
- Deception or irregular conduct:
The deliberate provision of incorrect, incomplete and/or unclear information, or the violation of the contract of employment, the corporate directives or other rules in ways not included under fraud, with the result that financial information and/or decision making. is improperly influenced or affected.

2.10. Presence in high risk countries

One of our business principles is that we will support fundamental human rights in line with the legitimate role of business.

- No one other than the C.E.O. decides upon the foundation of a company (new legal entity), including direct entry into countries where Compumatica has no presence.
- Compumatica subsidiaries must comply with economic sanctions imposed by the UN. The conditions and timeframe for withdrawal from such a country have to be decided by the C.E.O.

2.11. Child labor

Child labor refers to a type and intensity of work that hampers children's access to education, damages their physical and/ or psychological health and their development within their families, and deprives them of their childhood or their self-respect. Therefore Compumatica employees need to adhere to the following:

- Compumatica adheres to the legal minimum age requirements in all countries in which the company is active.
- Moreover, in adhering to the International Labor Organization's (ILO) Convention 138 on "Minimum Age," and Convention 182 on the "Ban of Worst Forms of Child Labor," Compumatica does not employ children under the age of 16.
- If children between age 16 and 18 are employed, the company ensures that this work does not affect or preclude schooling.
- Business unit management is responsible for making the Compumatica standards with regard to child labor known to key suppliers and contractors.

2.12. Forced labor

Compumatica will under no circumstances make use of forced labor. Compumatica will only employ employees who are working of their own free will. No employee is required to lodge deposits, and no individual will be deprived of identity papers upon commencing employment with the company. Business unit management is responsible for making the Compumatica standards with regard to forced labor known to key suppliers and contractors.

3. Company responsibilities

3.1. Open communication

Openness, integrity and reliability foster open two-way communications between the employee and his/her superior on all aspects of the working environment. In principle, all employees are encouraged to discuss such matters with their immediate supervisor or, when communication with the immediate supervisor is constrained, with the direct supervisor's manager. Where the communication through the employee's hierarchical line is not a viable option, any employee may use the company complaints procedure to highlight the issue to senior management.

3.2. Equal opportunities

We are committed to an attractive working environment for our employees. In this respect, it is our responsibility to recruit, hire and promote employees solely on the basis of suitability for the job, to stimulate their individual and professional development, and to provide safe and healthy working conditions. It is also our responsibility to prohibit harassment of any kind, as well as the exploitation of child labor. Our employees must be recruited, selected and promoted on the basis of objective and non-discriminatory criteria. No harassment or discrimination of any kind will be tolerated (for example, discrimination based on race, color, sex, or religion).

In the case of disability or chronic illness, including HIV/AIDS, employees should be able to work for as long as they are medically fit in available, appropriate employment positions, without facing prejudice or discrimination. Disability and chronic illness (including HIV/AIDS) is not cause for termination of employment. In all circumstances, employees should be allowed to retain their employment insofar as they are able to fulfill the requirements of available and appropriate work.

Compumatica's managers are expected to possess the flexibility to act with due regard for existing differences in individual quality, personal ambition, national culture, and organizational interest. They should feel challenged to manage such differences.

3.3. Healthy work environment

Compumatica provides safe and healthy working conditions in order to prevent harm to and promote the health of, all employees and other stakeholders. It is the responsibility of each employee to comply with health and safety regulations.

Compumatica will do what is in its power to prevent any injuries at work, both for our own employees and for our contractors. Beyond this, the company seeks to adapt work to the capabilities of all employees in relation to their physical and mental health. Care and support should be integral to the response to employees with chronic disability or chronic illness. All employees should have access to affordable health services. In areas with a high prevalence of HIV/AIDS, access to voluntary and anonymous counseling and testing should be encouraged and supported.

3.4. Disclosure of medical information

There is no justification for asking job applicants or employees to disclose personal medical information (e.g. pre-employment HIV testing) beyond the medical data required to ensure suitability for the job. All personal medical information is treated as confidential.

3.5. Right to organize

Compumatica recognizes the freedom of employees to establish or join an organization of their choice (including trade unions), and will respect this right. Compumatica will not make the employment of a worker subject to the condition that he/she must not join a union, or must relinquish trade union membership. Compumatica will not dismiss or otherwise express workplace prejudice against a worker for the mere reason of trade union membership.

3.6. Collective bargaining

Compumatica respects, within the framework of applicable laws, regulations, prevailing labor relations and employment practices, the right to be represented by trade unions and other employee organizations. Local rights and co-determination will be fully respected with a view to reaching agreement on employment terms and conditions.

3.7. Participation in political life

Compumatica encourages its employees to play an active role in society, including through activities in political parties and standing for election to public office. Compumatica subsidiaries are not to make any payments or donations in kind to political parties or their institutions, agencies or representatives. Compumatica subsidiaries will also not facilitate political donations by employee action committees.

3.8. Protection of personal data

Compumatica recognizes the importance of protecting personal data and has committed itself to the local laws with respect to Privacy code of conduct. Compumatica shall only process personal data for specified purposes, and in line with the provisions of the Privacy code of conduct. Personal data will include name, home address, social security number, performance appraisal data (P&D Dialog), etc.

4. Employee responsibilities

4.1. Media relations and disclosures

To ensure a uniform level of information and to protect commercially sensitive information, financial details released to the media should never exceed the level of detail provided in Compumatica's annual reports. No information should be released to the press without prior consultation with senior management. Contacts with the media about social, environmental, financial or other issues that may affect the image of the company should be brought to the attention of, or discussed with Management beforehand to avoid conflicting messages on behalf of the company.

4.2. Inside information

Compumatica employees may become aware of information about Compumatica or other companies that has not been made public. The use of such non-public or "inside" information about Compumatica or another company, other than in the normal performance of one's work, profession or position, is unethical and may also be a violation of law. Compumatica will not tolerate the improper use of inside information, regardless of whether it is unlawful or not

This information is illustrated by, but not limited to the following examples:

- Information on earnings
- Merger and acquisition deals
- New products with a potentially important corporate/financial impact
- Letters received from government agencies
- Changes in control or management
- Changes in auditors or their opinion
- Bankruptcies
- Litigation

In the case of disclosure to third parties (e.g. advisors to Compumatica), disclosure is only permitted if such third parties, by law or contract, are bound by appropriate non-disclosure and non-use restrictions. In case of doubt seek contact with Management. For practical purposes, it is noted that the same obligations apply to the securities of a third party with respect to which Compumatica employees have inside information. Any violations or unintended deviations from this directive must be reported without delay to Management.

4.3. Protecting Compumatica's intellectual property

Compumatica has acquired and developed valuable intellectual property, including trademarks, copyrighted works, and trade secrets (e.g. confidential technical or business information). Employees have a responsibility to protect these assets. Management may choose to protect inventions or creative expressions through patents, trademark registrations, or copyright. The transfer of patents, trademarks, or copyrighted works is subject to management approval and contractual safeguards.

Employees should only disclose confidential information on a need-to-know basis, and take measures to avoid unauthorized disclosure, e.g. by securing access to confidential company records. Disclosing confidential information to third parties is subject to management approval and a non-disclosure agreement. Ideas or confidential information from third parties should not be received or used unless the appropriate safeguards are in place.

4.4. Internet use / IT code of conduct

As a general rule, all IT-related resources and facilities are provided only for internal use and/or business-related matters, not for personal use. IT facilities which have been provided to employees should never be used for personal gain or profit, should not be misused during work time, and remain the property of Compumatica.

IT-related resources and facilities should not be used in any way that is unethical or illegal, or that could embarrass, defame, misrepresent, or convey an unjust or unfavorable impression of Compumatica or its business affairs, employees, suppliers, customers, competitors, or stakeholders.

Unauthorized access to information and information systems is prohibited; access must be authorized by the owners of the information and in line with the user's job description.

Information systems can be secured by personal passwords and/or additional authentication means like hardware tokens; users must use these in a responsible way, keeping them personal and securing them against misuse. Any installation, change, removal, or personal use of software provided by Compumatica or available on Compumatica information systems must be authorized and managed by the information management organization or a delegated party.

In order to prevent theft, loss, or unauthorized use of information and systems, a user has to take measures to ensure the physical security of hardware provided (such as laptops, phones, tokens or USB sticks). To protect the availability of company data, users have to secure relevant business information in a timely manner, by making back-ups or storing data on network drives.

Information security-related incidents, or violation of information security principles, must be reported to the C.S.O. Possible evidence should not be tampered with. Every employee of Compumatica is required to be familiar with, and to comply with, the information security rules and procedures applicable to his or her specific department and site, as communicated by the C.S.O.

4.5. Business travel

4.5.1. Safety while traveling

The safety of employees while on a business trip is of vital importance to Compumatica. The company publishes an updated list of countries where travel may be hazardous for health or security reasons, and encourages the traveler and his/her supervisor to exercise good judgment when determining whether travel to a high-risk area is necessary.

4.5.2. Combining business trips with personal matters

It is not permitted to combine business trips with a vacation, or to take along a spouse, partner, relative, or friend without the prior written authorization from the general manager of the business or service unit.

4.5.3. Air travel

Continental flights

Continental flights are generally to be made in the lowest available class.

Intercontinental flights

Intercontinental flights shorter than 10h flight time are generally to be made in the lowest available class. Business class or equivalent is the highest class allowed for flight with a longer duration. Exceptions to this rule require prior approval from the Management Team.

Travel by own car

A private car can only be used for a business trip if the owner's car insurance is adequate. The maximum distance for a business trip with a private car is 500 km one way, and the costs will not exceed the lowest possible airfare and/or high speed train fare, depending on the destination. Moreover, personal safety has to be taken into account at all times. Exceptions to this rule require prior approval from the Management Team.

Train

For travel by train, tickets can be booked economy class. Exceptions to this rule require prior approval from the Management Team.

Security

The Management team shall decide upon restrictions in business travel for all employees and/or measures to be taken to safeguard the safety of expatriates and their families in situations of political instability or other threats to public security (e.g. acts of terrorism).

Substance abuse

Substance abuse can have devastating consequences in general, at any work place. Therefore the use of any illegal drugs on Compumatica premises is strictly forbidden. Illegal drugs include all drugs except prescribed and over-the-counter drugs that have been legally obtained and used only for the purpose for which they were intended.

Compumatica strongly encourages a working environment free of alcohol. Management allows the moderate consumption of alcohol for internal or external events in accordance with local customs and practices. Employees who violate this policy may be subject to disciplinary action. Compumatica will attempt to help employees with drug-related problems. The nature of that help may vary, and will also require the cooperation of the concerned employee.