

RTB HOUSE

COMPLIANCE & ETHICS CODE

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I. GENERAL INFORMATION ON THIS CODE

This Compliance & Ethics Code (hereinafter: "**Compliance & Ethics Code**" or "**Code**") reflects the commitment of RTB House SA and its subsidiaries, which together form RTB House Corporate Group (hereinafter: "**RTB House**") to operate in a manner consistent with the highest standards of business integrity and ethics. It is intended to help our organization fully comply with the laws and regulations that govern our activities, taking into account particularities arising from local legislation and practice. The document provides an overview of certain of these laws and regulations and important company policies, and describes our expectations in relation to everyone who acts for and on behalf of RTB House. It's a guide and a resource, and you should keep this Code readily available and rely upon it whenever you have any questions about how to handle a specific business situation.

It is important that you read this Code carefully, pay particular attention to sections that are related to your professional activities at RTB House, and ask any questions about anything you do not understand. In addition, you must learn enough about the issues discussed in this Code so that you are able to identify potential issues and concerns as they arise. Although you are not expected to be an expert on the matters discussed in this Code, you do have the responsibility to ask for advice and to raise your good faith concerns if you become aware of potentially illegal or unethical conduct. In other words, you have the responsibility to comply with this Code and to promote compliance by others.

To Whom the Code Applies?

Every employee of RTB House is expected to adhere to this Code and to consult this Code and other company resources for guidance when acting on behalf of RTB House or when performing, or in connection with the performance of, their professional duties entrusted by RTB House. In addition, this Code applies to members of the company Management Boards of RTB House with respect to all activities they engage in on RTB House's behalf or in connection with their position at RTB House, as well as to all agents, non-employee workers (contractors, acting either on their own or on behalf of a commercial company bound by a contract with RTB House), consultants, interns and temporary employees working for RTB House. All references to "*employees*" in this Code should be read as references to all categories of individuals covered by this Code, as explained above.

Does This Code Explain Everything?

No code can address all circumstances that may arise during the course of our business activities, so you won't find all of the answers here. This Code does not attempt to provide information about

every applicable legal requirement, nor does it summarize all of RTB House's corporate policies, practices, and procedures. There may be locations or aspects of our business that are governed by standards stricter than those summarized in this Code.

Importantly, RTB House recognizes that many decisions can be difficult and that it may not be clear how this Code applies to a particular situation. When in doubt, you are expected to consult the various resources identified in this Code to answer your questions and address any questions or concerns you have.

Waivers & Revisions

Any requests for waivers of this Code must be submitted to the **Head of Legal and Compliance**, as set forth in **Appendix A** hereto and approved by the RTB House SA Management Board.

The RTB House SA Management Board, along with the Head of Legal and Compliance and the **HR Director**, as set forth in **Appendix A** hereto, will undertake periodic reviews of this Code, and engage outside legal counsel as appropriate, to evaluate the current legal, regulatory, and compliance risks to RTB House as well as to assess the effectiveness of this Code and its implementation.

Violations of this Code

RTB House will take any violation of this Code seriously. Code violations can have severe consequences for both RTB House and individuals involved in the misconduct. In addition to damaging our reputation, actions that violate this Code may also violate the law. This subjects the individuals involved and RTB House to possible criminal and civil liabilities. If permitted under applicable law, failing to follow this Code also means that RTB House may take disciplinary action against individuals involved in the misconduct, up to and including termination of employment, engagement or contract.

Where to Ask Questions

When in doubt, you are expected to consult the various resources identified in this Code to answer your questions and address any concerns you have. If you have any questions regarding anything in this Code, you can ask your direct superior or a manager of a respective business unit. If your superior or the manager is not able to answer your question, please refer your question to the **Head of Legal and Compliance** or the **HR Director**.

Additional Resources

All the external resources mentioned in this Code are available at a dedicated section of the RTB House Portal: Procedures, Instructions, Forms.

II. RESPONSIBILITIES

Employee Responsibilities

RTB House is committed to operating consistently with the highest standards of business integrity, ethics, and honesty. All RTB House employees are expected to comply with both the letter and spirit of this Code in the course of performing their duties, as well as all applicable federal, state, local and foreign laws, rules, and regulations. Each of us can impact, both positively and negatively, the reputation of our company. As a consequence, you are expected to understand and comply with all of the company policies, laws, and regulations that apply to your job. You also must:

- (i) seek guidance if you have questions or good faith concerns about compliance with this Code or applicable laws, rules or regulations,
- (ii) report, in good faith, situations that may be problematic, and
- (iii) cooperate fully in any investigations of suspected violations of this Code or applicable laws, rules or regulations.

Any employee who in good faith suspects a violation of this Code are expected to report the situation to RTB House, regardless of which business unit they work within or how they came to their suspicions.

Periodically, you may be asked to certify that you have reviewed and understand this Code, have complied with this Code's standards and policies, and are not personally aware of any violations of this Code by others. This certification is your pledge to live up to the standards and policies in this Code and to promptly raise any good faith concerns about any situation that may involve a violation of this Code. Employees who violate this Code (or applicable laws or regulations) may be subject to disciplinary action, up to and including termination of employment, engagement or contract.

Management & Supervisory Responsibilities

Employees who manage others have a responsibility to lead by example and to maintain the highest level of integrity and honesty in their business dealings. If you supervise others, you should create an environment in which employees understand their responsibilities and feel comfortable raising issues, questions and good faith concerns without fear of retaliation. If an issue is raised, you must take prompt action to address it, which may include elevating the issue within RTB House reporting channels, so that it can be properly investigated and resolved. However, you also must be diligent in looking for signs of potentially problematic conduct, even before issues are specifically called to your attention.

In addition, you must ensure that every employee you supervise has reviewed and understands this Code and the policies, laws, and regulations affecting business operations generally and in your particular business unit and location. You also should provide additional information about complying with this Code to those employees whose duties and responsibilities require it.

III. HOW TO RAISE ISSUES & CONCERNS

Where to Go for Help

There are a number of resources available if you need guidance or have a concern about compliance with this Code or about other ethical or legal matters involving RTB House's business. In general, the **Head of Legal and Compliance** and **HR Director** are in the best position to help you or to point you to someone who can address your particular concern.

However, if you are uncomfortable speaking directly with anyone about your concerns, you can also use other available communication methods mentioned in *RTB House Whistleblowing and Whistleblower Protection Procedure*, including:

- by mail to the designated RTB House address;
- by designated e-mail address; or
- by designated online platform, which provides an independent, confidential and anonymous (except where prohibited by law) reporting channel for financial and ethical concerns and illegal conduct.

REPORTING CONCERNS

If you have a question about the procedure of reporting your concerns or you want to know more about how we protect you against retaliation, please see below and the *RTB House Whistleblowing and Whistleblower Protection Procedure*.

For a list and contact details of available reporting channels, including designated personnel, email addresses, or online platform which allow for anonymous reporting, please go to the dedicated section of the RTB House Portal: Procedures, Instructions, Forms.

Retaliation Is Prohibited

RTB House will not tolerate and expressly prohibits retaliation, in any form, against employees under any of the following circumstances: for asking questions or seeking advice about this Code or any

applicable laws or regulations; for fulfilling their obligation to report, in good faith, a concern or possible violation of this Code or any applicable laws or regulations to RTB House through any of its reporting channels; for exercising their legal right to communicate a possible violation of this Code or applicable law to RTB House or a government authority; or for cooperating with or participating in any investigation or proceeding conducted by RTB House or a government authority.

Retaliation is any conduct that would reasonably dissuade an employee from raising, reporting or communicating about good faith concerns through RTB House's internal reporting channels or with any governmental authority, or from participating in or cooperating with an investigation or legal proceeding raising such concerns. Retaliation may occur through conduct or communication and may take many forms, including actual or implied threats, verbal or nonverbal behaviors, changes to the terms or conditions of employment, coercion, bullying, intimidation or deliberate exclusionary behaviors.

The following are examples of potential retaliation the Company prohibits against an employee who, in good faith, has raised concerns or made a report:

- (a) taking an adverse employment action affecting the employee's salary or compensation;
- (b) demoting, suspending or terminating the employment of the employee;
- (c) taking away opportunities for advancement from the employee;
- (d) excluding the employee from important meetings;
- (e) threatening the employee;
- (f) directing the employee who has made a report not to report to outside regulators;
- (g) engaging in deliberately rude or hostile behaviors or speech toward the employee;
- (h) ostracizing the employee or encouraging others to do so; and
- (i) creating or allowing the creation of a work atmosphere that is hostile to the employee.

Retaliation in any of these situations is itself a violation of this Code, and employees who attempt or commit (directly or indirectly) such retaliation will be subject to disciplinary action, up to and including termination of employment, engagement or contract. It is RTB House policy to adhere to all applicable laws protecting our employees against unlawful retaliation as a result of their raising good faith questions or concerns. If you ever become aware of an instance or threat of retaliation, please immediately report it using the channels identified above.

Note as well that RTB House does not prohibit any employee from electing to report concerns to, make lawful disclosures to, provide documents or other information to or communicate with any

governmental body or agency about conduct believed to violate laws or regulations. RTB House also does not prohibit employees from participating in an investigation or proceeding conducted by such a body or agency.

Investigation of Reported Matters

Issues or concerns reported in accordance with the rules outlined above will be reviewed by one of our designated **Compliance Officers**. Each report will be taken seriously and investigated with due diligence. A **Compliance Officer** reviewing a given matter may, where appropriate, collaborate with an internal investigational team or external experts. Employees are expected to provide truthful, complete, and accurate information in connection with reports or investigations and to cooperate fully with any investigation team.

IV. OCCUPATIONAL HEALTH, SAFETY & SECURITY

The safety of people in our workplaces is the primary concern of RTB House. We therefore ensure a healthy working environment through compliance with applicable laws. Employees of RTB House are obliged to comply with applicable regulations on occupational health and safety that are relevant to the operations of RTB House in each jurisdiction. Responsible managers are expected to ensure that reasonable protective measures have been implemented to secure health and safety in the workplace.

ASKING QUESTIONS OR REPORTING CONCERNS

If you have a question about occupational health, safety, or security issue in your workplace, or you would like to report a good faith concern, you should contact the **HR Director**.

V. WORKPLACE CONDUCT

Equal Employment Opportunity

RTB House provides all employees with an environment that respects the dignity of each individual, encourages efficient and productive work, and is free of any form of harassment or discrimination. We recruit, hire, retain, compensate, promote, train, manage and terminate our employees without regard to their race, color, religion, gender, national origin or ancestry, sexual orientation, gender identity, transgender status, age, physical or mental disability, pregnancy, marital status, alienage or citizenship status, creed, genetic information, uniformed servicemember status, veteran status, employment status, form of employment contract or any other characteristic or status protected by

applicable laws, regulations or policies. This includes providing reasonable accommodation for employees with disabilities or religious beliefs and practices, or on any other basis as required by applicable laws, regulations or policies.

MORE INFORMATION & QUESTIONS

To find more on equal employment opportunity at RTB House or if you have any questions, you should contact the **HR Director**.

Discrimination, Harassment & Violence

RTB House is committed to creating and maintaining an accessible, safe and respectful work environment that is free from harassment and discriminatory practices, and where employees are treated with dignity, fairness, and respect. Likewise, threats (whether implicit or explicit), intimidation and violence will not be tolerated. Weapons are not allowed in the workplace, without specific authorization.

RTB House does not tolerate any type of violence, intimidation, threats, or sexual or other kinds of harassment from anyone in the company. Such conduct is strictly prohibited no matter where it exists or who it involves, and any violations will result in disciplinary actions up to and including termination of employment, engagement or contract. Retaliation against anyone making a complaint about violence, threats, harassment or other unwelcome conduct is strictly prohibited.

If you, in good faith, believe that you or any other employee is being subjected to any type of behavior described above, you should report the incident to the **HR Director**. RTB House will promptly investigate all allegations and will take appropriate action under the circumstances.

MORE INFORMATION & QUESTIONS

To find more about how RTB House counteracts discrimination, harassment and violence, please refer to ***Anti-Discrimination & Anti-Harassment Policy*** adopted by your local company or contact the **HR Director**.

Drug & Alcohol Use

Drug and alcohol abuse can endanger the health, safety, and security of our employees, adversely affect the quality and effectiveness of our company operations, and harm our company's reputation. The use, possession, sale, purchase, distribution, manufacture, or transfer of alcohol, illegal drugs,

or other controlled substances (except for those taken in connection with an approved medical accommodation) is prohibited in the workplace, during working hours, or while performing job duties at RTB House. Alcohol consumption is only tolerated, within reasonable consumption levels, where specifically permitted at RTB House-sponsored social events or during business meals or events outside the office.

You should remember that consumption of alcohol or any illegal drugs in the workplace, during working hours or while performing job duties constitutes a serious breach of an employee's obligations and may result in disciplinary action up to and including termination of employment, engagement or contract. RTB House will not tolerate such behaviours as they also may expose RTB House to potential civil, administrative and criminal liability.

MORE INFORMATION & QUESTIONS

If you have any questions or concerns about drug and alcohol abuse policy or you would like to report a good faith concern, you should contact the **HR Director**.

Privacy

Employees of RTB House benefit from high standards of personal data protection provided by laws and regulations in different countries and jurisdictions. For instance, in the European Union it is the Regulation (EU) 2016/679 of the European Parliament and of the Council on the protection of natural persons with regard to the processing of personal data (General Data Protection Regulation, commonly referred to as "**GDPR**").

Access to employee personal data is limited to RTB House employees and contractors who have an actual and legally justified need of such access. RTB House companies, as controllers of your personal data in the context of employment or other contractual relationship, are responsible for ensuring that your data is processed in a lawful and transparent way. RTB House applies adequate technical and organizational measures to guarantee that your personal information is safe from reasonably expected risks.

RTB House may, upon fulfillment of additional conditions set forth in applicable personal data protection laws and applicable labor laws, inspect and monitor its facilities and property, including computer hardware, software, professional telephone records, lockers, professional e-mails, professional voicemails, internet accounts, and other communications, and workplaces, and in this regard, employees shall have no reasonable expectation of privacy except as expressly set forth

under applicable law. If applicable law requires RTB House to do so, the relevant information will be provided to employees about carrying out such an inspection or being the subject of the inspection.

As an RTB House employee you are obliged to process the personal data made available to you by our organization only within the scope of your authorisation (determined by the scope of your responsibilities) and to the extent required to perform your duties or contract and only in accordance with the Data Protection Policy applicable in a given RTB House company. You are also obliged to participate in data privacy trainings, when necessary, as well as to comply with privacy and information security guidelines issued by the **Data Protection Officer** as set forth in **Appendix A** hereto.

MORE INFORMATION & QUESTIONS

To find out more about our privacy management practices, please refer to the local RTB House company's **Data Protection Policy** and relevant procedures. If you have any questions related to the processing of personal data, please contact the **Data Protection Officer**.

VI. PROTECTING COMPANY ASSETS

Financial Reporting & Controls

RTB House is committed to the preparation of accurate and proper financial statements and to providing full, fair, accurate, timely, and understandable disclosure in all communications and reports that we choose to make public or provide to key constituents. Accordingly, we are all responsible for the integrity and accuracy of business documents, communications, and financial reports and records. This information serves as a fundamental basis for managing our business and is important in meeting our obligations to all those with whom we do business or who rely on our financial information.

All company books and records are subject to review and independent audit. If you are asked to respond to requests by internal auditors, legal staff, independent accountants, or special or outside counsel, your response must be in good faith, complete and truthful.

You should report, in good faith, to the **Head of Finance** as set forth in **Appendix A** hereto and the **Head of Legal and Compliance** any potentially questionable conduct related to RTB House's financial reporting or records, which may include, without limitation:

- any fraud, misstatement, or omission in RTB House’s accounting records or in any financial statement or financial information published by the company, including any report or document filed by the company with any governmental or regulatory authority;
- any intentional error or misconduct in the preparation, evaluation, review or audit of any of the company’s financial statements;
- any weakness or deficiency in or non-compliance with the company’s internal accounting controls; or
- any effort to mislead, deceive or improperly influence the company’s external auditor in the preparation, examination, audit, or review of any RTB House financial statement or record.

ASKING QUESTIONS & REPORTING CONCERNS

If you have a question or good faith concern about audit, accounting, internal accounting, or financial reporting matters, contact the **Head of Finance** or the **Head of Legal and Compliance**.

Confidential Information

Some of RTB House’s most valuable assets are intangible and include our trade secrets and other intellectual property and company confidential or proprietary information. This information includes, among other things:

- undisclosed financial information;
- confidential or proprietary technical information and trade secrets;
- new product or service offerings or marketing plans;
- mergers, acquisitions, divestitures, or other business plans;
- non-public personnel information or organizational changes; and
- marketing, pricing, or servicing strategies.

All such information that has not been publicly disclosed by RTB House or a duly authorized RTB House employee should be considered confidential and proprietary. Do not disclose such confidential or proprietary information to outsiders unless:

- you are authorized to do so; and
- there is a clear business purpose or justification for the disclosure, and

- the disclosure is made pursuant to an appropriate confidentiality agreement with the recipient of the information which has been approved by the appropriate **RTB House company Director**.

You also should avoid unintentional disclosures, which means you should take steps to minimize the possibility that information is disclosed inadvertently to unauthorized persons (e.g., when working on your laptop while using public transportation, etc.). The obligation to preserve confidentiality continues even after the termination of your employment, engagement or contract, for the period specified in your contract with an RTB House company. Please note that your breach of the confidentiality obligation may subject you to disciplinary action up to and including termination of your employment, engagement or contract. A breach of confidentiality obligation may also result in additional legal consequences, including civil liabilities, such as an obligation to pay contractual penalties, and possible criminal liabilities.

Intellectual Property & Copyrights

Intellectual property laws protect creative and innovative efforts and research, and they make it possible for RTB House and other companies to invest in new ideas and processes. Intellectual property consists of tangible products of the mind, such as abstract concepts, informational notes, symbols, and expressions that are protected by law. It includes patents, copyrights, trademarks, trade secrets, and trade names, as well as our know-how, business methods, designs for products, and software, including software created by other companies that are copyrighted or otherwise restricted in distribution.

Every RTB House employee must protect RTB House's intellectual property rights and the rights of third parties. Any work protected by such intellectual property rights or protected in part constitutes confidential and proprietary information. Do not disclose such proprietary and confidential information outside of RTB House unless: (i) you are authorized to do so, and (ii) there is a clear business purpose or justification for the disclosure, and (iii) the disclosure is made pursuant to an appropriate confidentiality agreement with the recipient of the information which has been approved by the respective **RTB House company's Director**. If you believe that for the proper performance of your responsibilities within RTB House you need to use the intellectual property of a third party, please consult the **Head of Legal and Compliance** before doing so.

Use of Company Resources

We are all responsible for protecting, preserving, and ensuring the efficient use of RTB House's resources, which include such things as company time, cash, supplies, equipment, information, e-mail, IT resources and computer and communication systems and networks.

You should use the company's resources only for legitimate business purposes. Any personal, community, or charitable use of these resources must first be approved by your supervisor or a manager of respective business unit. The use of RTB House resources for personal financial gain is prohibited. Any theft, conversion, embezzlement, or misappropriation of company property or fraudulent activity is prohibited and will result in disciplinary action up to termination of employment, engagement or contract, and possibly additional legal consequences.

MORE INFORMATION & QUESTIONS

If you have any questions about the use of RTB House resources, raise them with the **HR Director**.

VII. CONFLICTS OF INTEREST

The success of RTB House depends on all of our employees, vendors, service providers and business partners having an undivided focus on our business. RTB House employees are thus expected to avoid activities, agreements, business investments or interests, or other situations that materially conflict or appear to conflict with the interests of RTB House.

A conflict of interest exists when an employee or a Family Member is in a position to benefit personally, directly or indirectly, from his or her relationship with a person or entity conducting business or competing with RTB House. Each employee should recuse himself or herself from making any decision related to RTB House business, when the employee is aware of circumstances that might reasonably cause his or her impartiality to be questioned.

RTB House employees must also avoid situations that might create the appearance of a conflict of interest, whether or not one actually exists and whether or not the employee actually would be improperly influenced.

For the purpose of this Code, the term **"Family Member"** shall encompass an RTB House employee's: (i) spouse or party to a civil union, (ii) parent, child, and sibling (including biological, adopted, step and in-law relations), (iii) grandchild or grandparent, (iv) guardian.

Working With Family Members

To avoid conflicts of interest and ensure objectivity in situations where Family Members work in the same department or location, RTB House's policy is to make job duties and work assignments based on objective criteria and to rely on independent persons to make all employment-related decisions. In order to avoid such conflicts of interest you should contact the **HR Director** in the event:

- (a) you work in the same department with your Family Member, in particular when you are a direct superior of your Family Member; or
- (b) you perform any tasks within the scope of your responsibilities at RTB House that directly involve or impact your Family Member.

In any case, your personal relationships (with Family Members and also with persons who are not Family Members but may be your partners or close friends or any other person with whom you share a financial relationship or close personal relationship) should never have an adverse impact on your work performance or RTB House business activities, or create either an actual conflict of interest or even the appearance of a conflict of interest from the perspective of other employees.

MORE INFORMATION OR QUESTIONS

If you learn that an potential conflict of interest may exist in the context of your relations with other RTB House employees, you should contact the **HR Director** so that RTB House can determine whether a conflict of interest actually exists and work toward a resolution.

Outside Employment & Advisory Services

No RTB House officer, director, or employee may work for or provide services to any RTB House competitor or provide any work or services in the area of digital advertising to any RTB House client or any other third party without the prior written approval from the respective **RTB House company's Director** (for employees) or **RTB House SA Management Board** (for officers and directors).

In case you are cooperating or intend to cooperate with RTB House client, vendor or any third party in any capacity, please be aware that such cooperation should never have an adverse impact on your work performance or RTB House business activities, or create either an actual conflict of interest or even the appearance of a conflict of interest from the perspective of other employees.

Corporate Opportunities

It is a violation of this Code for any employee to personally benefit from or to divert to others a business or corporate opportunity developed or learned about in the course of their work or

relationship with RTB House when it is known or reasonably could be anticipated that RTB House would be interested in the opportunity.

ASKING QUESTIONS & REPORTING CONCERNS

For more information or to report a good faith concern associated with a corporate or business opportunity or outside employment, please contact the **HR Director**.

Family Members working for RTB House Vendors, Competitors and Clients

In the event that your Family Member or another person with whom you have a relation that may create a potential conflict of interest or the appearance of a conflict of interest (such as a close friend), works for or provides services to an RTB House vendor (or any company seeking to become an RTB House vendor) and your respective scopes of duties may lead to a conflict of interest or the appearance of a conflict of interest (e.g., if you are responsible for the procurement of goods for an RTB House company and your Family Member is a part of the sales team of an entity which provides goods to the RTB House company, etc.), you must report it to the **HR Director** so that RTB House can evaluate any concerns regarding that situation and undertake appropriate precautionary measures, where necessary.

In the event that your Family Member or another person with whom you have a relation that may create a potential conflict of interest or the appearance of a conflict of interest (such as a close friend), works for or provides services in any capacity to an RTB House competitor, you should always remember that you are bound by a confidentiality obligation and consequently should avoid discussions on topics that may involve the confidential or proprietary information or business secrets of RTB House.

In the event that your Family Member or another person with whom you have a relation that may create a potential conflict of interest or the appearance of a conflict of interest (such as a close friend), works for or provides services to an RTB House client (or any company seeking to become an RTB House client), you should always bear in mind that, while dealing with such client (in particular when the client is represented by your Family Member or another close person), you must

act in the best interest of RTB House and not enter into any non-standard arrangements based on your personal relations.

MORE INFORMATION OR QUESTIONS

If you are aware of any potential conflict of interest in the context of RTB House relations with its clients, vendors or competitors, you should contact the **HR Director** so that RTB House can determine whether a conflict of interest actually exists and work toward a resolution.

Financial Interests in Other Companies

RTB House respects your right to invest in other companies as long as your financial interest does not affect your judgment or activities on behalf of RTB House or jeopardize the company's reputation.

In the event that you or your Family Member or another person with whom you have a relation that may create a potential conflict of interest or the appearance of a conflict of interest (such as a partner or a close friend), has a direct or indirect Significant Ownership Interest in an RTB House client or vendor (or any company seeking to become an RTB House client or vendor) and your scope of duties may lead to a conflict of interest or the appearance of a conflict of interest (e.g., if you are responsible for procurement of goods for an RTB House company and your Family Member owns 40% of the shares in an entity which provides goods to such RTB House company), you should report any such Significant Ownership Interest to the **HR Director** so that RTB House can evaluate any concerns regarding that situation and undertake appropriate precautionary measures, where necessary.

For the purpose of this Code the term "**Significant Ownership Interest**" shall mean a total equity interest held by the employee and all Family Members represents more than a 20% ownership interest in any single entity or group of related entities.

Please bear in mind that even in the absence of a Significant Ownership Interest in another business organization, the potential for a conflict of interest may exist if you receive, or your Family Member or another person with whom you have a relation that may create a potential conflict of interest or

the appearance of a conflict of interest (such as a close friend) receives, through your intervention, any benefit from another organization that does business with RTB House.

MORE INFORMATION OR QUESTIONS

If you have any questions about whether a financial interest in or benefit from another company would create a conflict of interest, or the appearance of a conflict of interest, with your position at RTB House, please contact the **HR Director**.

VIII. DEALING WITH THE PUBLIC

Communication to the public

RTB House endeavors to communicate with the public in an accurate and consistent manner, and in compliance with all public disclosure laws and regulations. Consequently, only those employees specifically authorized to do so should make statements to the public or media about RTB House and its business operations. In case you are approached by a press representative or other entity for a comment related to RTB House business activity, or you wish to make a public statement in your capacity as a member of the RTB House team, please contact our Marketing & PR Team (marketing@rtbhouse.com) for guidance. This policy applies to all forms of media and manner of communication, including, without limitation, personal email accounts or social media such as Facebook, LinkedIn, and Twitter.

Employees also must disclose their personal connection with RTB House when providing any personal comment about RTB House, its products or services, and make it clear that the views expressed are their own, and do not represent the views of RTB House, fellow employees, clients, suppliers or others working on behalf of RTB House.

Please also bear in mind that, in some cases public expression of your personal views, especially in social media, may be connected to RTB House and negatively affect its perception by the public, even if an expressed view is not in any way related to RTB House's business activity. Consequently, we strongly encourage all RTB House employees to avoid using statements, photographs, video or audio that are malicious, obscene, threatening, humiliating, intimidating, that disparage clients, customers, other employees or suppliers, or that might constitute harassment or bullying. Examples of such conduct might include offensive or derogatory posts towards certain groups or individuals on the basis of their race, national origin, ethnicity, sex, sexual preference, gender identity, age, disability, religion or any other status protected by law or RTB House policy.

RTB House will not interpret this Code or its policies in a way that prevents employees from engaging in lawful communications with each other or engaging in activities protected under applicable law.

ASKING QUESTIONS & REPORTING CONCERNS

If you have any additional questions related to communication with the public or have become aware of any publicly available communication that may influence public perception of RTB House, please contact the **Head of Marketing & PR as set forth in Appendix A** hereto.

Political Contributions & Activities

Laws in particular jurisdictions may prohibit RTB House from making contributions to political parties, candidates or public officials. Prior to engaging into such activities or making such contributions on behalf of RTB House, or if such engagement or contribution could be associated with RTB House in any way, all employees are asked to seek advice from the **Head of Legal and Compliance**.

RTB House also does not permit employees to use company time, premises or resources (such as telephone, computer or e-mail systems) for political activities, unless you have obtained the prior written approval of RTB House. No RTB House employee is permitted to pressure another employee, client, vendor, or distributor to make a political contribution, volunteer for political activity, attend a political event, or otherwise support your personal choice of political parties, causes, or candidates.

If you engage in any political activities, you must make clear at all times that your views and actions are your own and do not represent the views of RTB House, fellow employees, clients, customers, suppliers or others working on behalf of RTB House.

For the avoidance of doubt, nothing in this Code restricts your right to participate in any federal, state, regional, or local governmental elections.

ASKING QUESTIONS & RAISING CONCERNS

If you have any questions or concerns about whether your intended political activities or contributions violate RTB House's policy, contact the **Head of Legal and Compliance**.

IX. ANTI-BRIBERY

RTB House does not permit or condone bribes, kickbacks, or any other illegal or improper payments, transfers, or receipts. This prohibition applies to both giving and receiving. You must refrain from demanding, offering, giving or accepting, directly or indirectly, a bribe or any other undue advantage or a promise thereof that distorts the proper performance of any obligation or any behavior required of the person receiving the bribe, undue advantage or a promise thereof.

ASKING QUESTIONS & RAISING CONCERNS

For details regarding RTB House anti-corruption policy, please refer to the *Anti-Corruption Policy of the RTB House Group*. If you have any questions or concerns about our anti-bribery policy or anti-corruption policy, contact the **Anti-Bribery and Anti-Corruption Officer** as set forth in **Appendix A** hereto.

X. COMPETING FOR BUSINESS

RTB House seeks to compete for business fairly and honestly. Accordingly, we will not take unfair advantage of our competitors or any third party by misappropriating or misusing confidential information, misrepresenting material facts, or engaging in any other unfair business practice.

Fair Competition & Antitrust

Competition laws are complex and vary by country. In general, these laws include antitrust and other trade laws and regulations that prohibit anti-competitive behavior such as price-fixing and efforts to eliminate or shut out competitors from a relevant market. Although we want to compete aggressively, we must also compete fairly, ethically, and in full compliance with all applicable laws and regulations.

As an RTB House employee, you are responsible for understanding the basic requirements of the competition laws that apply to your business activities for the company. Penalties for antitrust and other competition law violations can be severe and can include prison sentences for individuals as well as severe fines.

Although this Code is not intended to describe all prohibited or potentially problematic conduct, here are a few basic guidelines:

- You should not discuss or communicate with any representative of a competitor of RTB House relating to prices or other terms and conditions of the sale of goods or services by RTB House.

Any agreement between competitors to raise, lower, or stabilize prices, or to eliminate or reduce price competition, is unlawful and will not be tolerated;

- Employees may not reach any agreement or understanding with any representative of a competitor of RTB House allocating or reserving certain geographic areas or lines of business.
- Never deliver any of RTB House's price lists to a competitor or its agent or representative or accept a price list from a competitor or its agent or representative.
- You should not exchange confidential or proprietary information or other sensitive business information with any representative of a competitor of RTB House.
- Be mindful of these prohibitions when participating in any trade association meeting or conference.
- One rule of thumb is to ask yourself whether the information or materials you are sharing, agreeing to, or discussing with a competitor is something you would normally consider discussing with someone whose goal and objective is to take business away from RTB House. If the answer is no, avoid the discussion.
- When in doubt, err on the side of not having the discussion, and contact the **Head of Legal and Compliance** before engaging in the discussion.

ASKING QUESTIONS & REPORTING CONCERNS

As noted above, antitrust and competition laws and regulations are complex and vary depending on your location. If you have a question or concern about how these laws or regulations apply to you, or if you have a good faith concern about a potential violation, please contact the **Head of Legal and Compliance**.

Gathering & Using Competitive Information

RTB House employees may learn about the company's competitors fairly, ethically, and in compliance with all laws and regulations. However, theft or misappropriation of confidential or proprietary information belonging to our competitors and constituting their trade secret will not be tolerated. The penalties for engaging in this conduct could be severe for the company and for you, and such conduct may lead to disciplinary action, up to and including termination of employment, engagement or a contract.

You may seek competitive information only when you reasonably believe that both receiving and using the information is legal. Competitive information includes anything related to the competitive environment or to a competitor's products, services, markets, pricing, or business plans.

You also may obtain competitive information from legitimate, public sources, such as news articles, industry surveys, public websites, and competitors' displays at conferences and trade shows. As a general rule, you should never seek or use competitive information constituting a competitor's trade secret or technical knowledge and having commercial value, when it has been obtained:

- (a) by unethical or illegal means, including theft, bribery, eavesdropping, or unauthorized recording;
- (b) in exchange for compensation, employment considerations, gifts, or anything else of value; or
- (c) from a current or former employee of a competitor.

ASKING QUESTIONS & REPORTING CONCERNS

Laws and regulations concerning competitive information can be complex and fact-specific, and can vary depending on your location. If you have a question or good faith concern about how these laws or regulations apply to you, or if you have a good faith concern about a potential violation, contact the **Head of Legal and Compliance**.

Relationships With Vendors

RTB House manages its vendor relationships in a fair, equitable, and ethical manner consistent with this Code and all applicable laws and regulations. We strive to provide an open, competitive opportunity for vendors to earn a share of our business, and we enlist their support in ensuring that we meet the expectations of our clients and customers.

If you are involved in a decision to source goods or services from a particular vendor, you must make the decision based on objective criteria about that vendor. Purchasing decisions must never be made based on the opportunity for personal gain but rather must be made in the best interests of RTB House.

ASKING QUESTIONS & REPORTING CONCERNS

If you have any questions or concerns about a relationship with a vendor, contact the **Head of Legal and Compliance**.

XI. INTERNATIONAL BUSINESS

Trade Controls & Export Restrictions

The United Nations, the European Union and particular countries and jurisdictions impose international trade controls for a number of reasons, such as to protect national security and domestic economics and to promote foreign policy. Trade controls affect a number of types of international transactions.

You must follow all relevant trade control restrictions in all of the countries where RTB House operates. Customer relationships should regularly be screened to exclude, among other things:

- embargoed countries and individuals or entities listed on US government lists of parties of concern;
- persons, entities, or groups on the lists maintained by the U.S. Treasury Department's Office of Foreign Assets Control (OFAC) (i.e., "Specially Designated Nationals");
- relevant lists of persons, groups and entities subject to EU financial sanctions;
- any party known or believed to be acting in violation of U.S., EU or particular countries' laws or regulations.

ASKING QUESTIONS & REPORTING CONCERNS

If you have a question about how the trade and export-related laws or regulations apply to you, or if you have a good faith concern about a potential violation, contact the **Head of Legal and Compliance**.

XII. GOVERNMENT INSPECTIONS, INQUIRIES & INVESTIGATIONS

It is RTB House's policy to cooperate with government inspections, inquiries, or investigations. You should immediately notify the **Head of Legal and Compliance** if you learn about any inspections, investigations, or requests from any governmental body or agency. You also should forward copies of all requests from governmental bodies or agencies immediately to the respective **RTB House company Director**.

During an inspection or investigation, you must never destroy or alter any documents, lie to or mislead a government inspector or investigator, or obstruct the collection of information. The criminal and civil penalties for doing so can be severe. Depending on the area of inspection or investigation, the relevant unit within the **Legal and Compliance Department** will assist you in

reviewing any information requested by an inspector or investigator before it is released. The Legal and Compliance Department may also assist you, to the extent permitted by law, in the process of providing explanations or testimony during the inspection or investigation. Please note that you should always consult with the **Head of Legal and Compliance** or a designated person within the **Legal and Compliance Department** regarding any contacts with governmental bodies or agencies.

XIII. VIOLATION OF RTB HOUSE'S POLICIES

In addition to the RTB House policies specifically referenced in this Code, all company policies regarding employee conduct, irrespective of when issued or where published, are incorporated into this Compliance & Ethics Code. Violation of any RTB House policy constitutes a violation of this Code and will subject the offending employee to disciplinary measures, up to and including termination of employment, engagement or contract.