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**April 2019
K2 Group**

Staff Code of Conduct

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1 Introduction

K2's Vision, Mission and Strategy

- K2 Vision -

"Being the best by working with the best."

- K2 Mission Statement -

"To empower our clients to meet the talent demands of their technology needs while enabling strategies in the workforce ecosystem through education and human cloud communities."

- Supported by our four core values -

1. *Open and honest relationships*
2. *Create and embrace change*
3. *Use knowledge intelligently*
4. *Excel through quality*

- K2 Responsibility Credo -

Firstly, we are responsible to our People. We care for those who are the key drivers of the business, regardless of whether they are leading from the front or supporting from the back, and equally to those who will become the key drivers in the future. It is the best of our people who will grow the company and it is to those that we look.

Secondly, we are responsible to our Business Partners. They are the close relationships we develop with the best in the market and we always consider what they need and support them. Independent contractors are not alone when part of the K2 team.

Thirdly, we are responsible to our Clients. Clients who have shown fairness in their dealings with us, shown loyalty and are the most exciting in their fields are to be recognised by and developed for the long term. We never go for short term gain at K2.

Fourthly, we have a responsibility to third party vendors and small to medium vendors. They trust their business to work through K2, often small companies in themselves, and we must ensure that their needs are met in the relationship.

Finally, we have a responsibility to the community and the environment we live in. We must respect our local communities, preserve our nature wherever possible and we must look for opportunities to give back, through sponsorship, through hands on help and through matching our own people's innate generosity and spirit. In doing so, we are back to firstly our people - we must match their aspirations to be a part of the wider community.

This Code of Conduct (the “Code”) sets out standards of conduct expected from you and applies to all K2 staff. The term staff hereby applies to all members of management, employees, interns, temporary workers and external contractors. This code has been written for the effective operation of K2’s business and the well-functioning of our organisation as a whole. The aim of this Code is to assist staff to perform effectively by ensuring the rules and standards of the organisation are clearly communicated. The various sections of this Code summarise the key policies and procedures in respect of behaviour and the way you are required to work.

The Code is one of the ways we put K2’s values into practice and ultimately [K2’s Vision, Mission and Strategy](#). It is built around the recognition that everything we do in connection with our work at K2 will be, and should be, measured against the highest possible standards of ethical business conduct. We set the bar that high for practical as well as aspirational reasons: our commitment to the highest standards helps us hire great people, build great services or products and attract loyal clients. Respect for our clients, our consultants and for each other are essential to our success and are something we need to strive for every day.

So please do read the Code reflecting K2’s values and follow both in spirit and letter, always bearing in mind that each of us has a personal responsibility to incorporate and to encourage other K2 Associates to incorporate the principles of the Code and values into our work.

The Code sets our behavioural guidelines for defined areas. However, no policy document can allow for every aspect and situation of business life which may occur. Therefore, we invite our staff to follow our overarching core values which should be considered in all actions related to K2:

Honesty: K2 staff must not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their duties at K2. Our staff have a duty to declare any private interests relating to their activities at K2 and to take steps to resolve any conflicts of interest arising in a way that protects the company.

Accountability: K2 staff are accountable for their decisions and actions to the company and must submit themselves to whatever scrutiny is appropriate in their respective roles. Everyone should recognise that their actions have consequences which can affect the business as a whole.

Ethical Responsibility: We all have the responsibility to ensure that our business follows ethical rules; this means that K2 staff need to do their share in working towards a business environment where equality, respect and compliance with applicable laws and other rules is established. There is no room for harassment, discrimination and disregard for our respective communities at K2.

Leadership: Everyone, regardless of their position, can and should promote and support these principles by leadership and example.

Ambition: At K2, we strive for continuous and sustainable growth. We aim to be the first to discover new ways to do business and foster development. We want our staff to strive for their full potential and bring K2 forward as a team.

2 Responsibilities

2.1 Staff Responsibilities

In summary, you are expected to:

- Maintain conduct of the highest standard, so confidence in your integrity is sustained.
- Ask for clarification from your manager, HR or Legal & Compliance on any aspects of the Code that are not clear.
- Incorporate and promote equality in all that you do.



- Perform your work to the best of your ability and in accordance with K2's policies and procedures. Where performance falls short of the required standard, you should work with your manager to improve your performance to the required standard.

We expect all of our employees and board members to know and follow the Code. Failure to do so can result in disciplinary action, including termination of employment or engagement. Moreover, while the Code is specifically written for K2 employees and board members, we expect K2 contractors, consultants and others who may be temporarily assigned to perform work or services for K2 to follow the Code in connection with their work for us. Failure of a K2 contractor, consultant or other covered service provider to follow the Code can result in termination of their relationship with K2.

The Code applies in all doings connected to K2 business and whenever staff represent, or are perceived as a representative of, K2. Staff are responsible for familiarising themselves periodically with the latest version of the Code and for complying with it at all times.

2.2 Management Responsibilities

The overall responsibility for this Code lies with the K2 board. However, the K2 board has assigned the day-to-day implementation and execution of the Code to Legal & Compliance team and the management representatives.

Management is responsible for the application of this policy in their work area. All managers must ensure this Code is adhered to and will:

- Set a positive personal model of behaviour.
- Ensure standards in the Code are established and communicated.
- Provide clarification, where required, to improve employee understanding.
- Take appropriate action at the earliest opportunity to manage non-compliance with the standards set out in this Code.

3 Procedures

If you have a question or concern, contact your manager, your HR representative or Legal & Compliance. You can also submit a question or raise a concern of a suspected violation of our Code or any other K2 policy to [Legal & Compliance](#) or our anonymous Whistleblowing service. If you believe a violation of law has occurred, you are asked to notify the Legal & Compliance immediately.

K2 prohibits retaliation against any staff here at K2 who reports or participates in an investigation of a possible violation of our Code, policies or the law. If you believe you are being retaliated against, please contact Legal & Compliance.

Legal & Compliance will periodically report to K2's Risk Committee all matters involving K2 officers – VPs and above – under this section of the Code and will periodically report to K2's Audit Committee all matters involving K2 executive officers and board members approved under this section.

4 Our Customers

Our internal and external customers, clients and business associates (i.e. Consultants) as well as third party suppliers (hereinafter referred to as "Customers") value K2 not only because we deliver great services, but because we hold ourselves to a high standard in how we treat Customers and generally operate.

Keeping the following principles in mind will help us to maintain this high standard:

Integrity



Our reputation as a company that our Customers can trust is our most valuable asset and it is up to all of us to make sure that we continually earn this trust. All of our communications and other interactions with our Customers should increase their confidence in us and be based on K2 values. You should at all times ensure courteous, efficient and impartial service to all Customers. Antagonistic or aggressive behaviour is not acceptable.

Value Proposition

Our services, features, and products should convey to all our Customers why choosing K2 over other service providers is the best decision. We have many different types of Customers, from individuals to large businesses, and our guiding principle in all circumstances has to be: “Is what we are offering providing value proposition?”

Privacy, Security, and Freedom of Expression

Always remember that we are asking Customers to trust us with their personal information. Preserving that trust requires that each of us respect and protect the privacy and security of that information. Our security procedures strictly limit access to and use of Customers’ and other individuals’ personal information and require that each of us take measures to protect personal data from unauthorized access. Know your responsibilities under these procedures and collect, use and access personal information only as authorized by our [Information Security](#) and [Privacy](#) policies and other applicable policies as well as applicable data protection laws.

Please contact our [Data Protection](#) Committee if you have questions on how we handle personal information and data at K2.

5 Staff Interactions

We are committed to a supportive work environment where staff have the opportunity to reach their full potential. K2 Staff are expected to do their utmost to create a workplace culture that is free of harassment, intimidation, bias, and unlawful discrimination. Please also refer to the Employee Handbook relevant to your location which has been shared with you.

5.1 Equal Opportunities

Your commitment to implement equality in all aspects of your work is crucial for effective service and working relationships. All customers, externals and colleagues have a right to be treated with fairness and respect.

At K2, we seek to establish equality within the organisation to promote equal opportunities in the community. This particularly translates into the duty to ensure equality for individuals with “protected characteristics” i.e. age, disability, gender reassignment, pregnancy and maternity, race, religion or belief, sex, sexual orientation, and have due regard to the need to

- i) eliminate discrimination, harassment and victimisation;
- ii) advance equality of opportunity; and
- iii) foster good relations between individuals who share relevant protected characteristics and those who do not share them.

Employment at K2 is based solely upon individual merit and qualifications directly related to professional competence. We make all reasonable accommodations to meet our obligations under laws protecting the rights of the disabled and other individuals in need of special protection. Please refer to our [Equality Policy](#) for more information.

5.2 Harassment, Discrimination, and Bullying

We strictly prohibit unlawful discrimination or harassment on the basis of race, color, religion, veteran status, national origin, ancestry, pregnancy status, sex, gender identity or expression, age, marital status, mental or physical disability, medical condition, sexual orientation or any other characteristics protected by law and



condemn any form of discrimination, harassment and bullying– verbal, physical or visual, as discussed more fully in our [Policy Against Bullying and Harassment](#).

Such behaviour will lead to disciplinary procedures, termination of contract and legal proceedings in severe cases. If you believe you've been discriminated against, bullied or harassed by anyone at K2 or by a K2 partner or vendor, we strongly encourage you to immediately report the incident to your supervisor, Human Resources or both.

Similarly, supervisors and managers who learn of any such incident should immediately report it to Human Resources and take appropriate steps to eliminate such behaviour. HR will promptly and thoroughly investigate any complaints and take appropriate action.

If you feel like any of your coworkers is experiencing discrimination, bullying or harassment but has not acted on it, make sure to check on them, offer your help and speak to a HR representative if you feel like the circumstances deem this necessary. At K2, we are one solidarity community who look out for each other and step up to unacceptable behaviour, so don't look away when action is required.

5.3 Substance Abuse

You are responsible for delivering high quality services which depend upon timely attendance, professionalism and effective performance at work. This may be compromised if alcohol or other substances have been misused.

Our position on substance abuse is simple: it is incompatible with our standards as well as health and safety guidelines and is therefore banned. Illegal drugs in our offices or at sponsored events are strictly prohibited and their use will have disciplinary consequences or lead to legal proceedings.

Consumption of alcohol is permitted at our offices on duly designated occasions or as approved by an authorised member of our upper management. However, all staff are expected to use reasonable judgment and never drink in a way that leads to impaired performance or inappropriate behavior, endangers the safety of others or violates the law.

If a manager has reasonable suspicion to believe that an employee's use of drugs and/or alcohol may adversely affect the employee's job performance or the safety of the employee or others in the workplace, the manager may request an alcohol and/or drug screening where this is permissible under applicable law. A reasonable suspicion may be based on objective symptoms such as the employee's appearance, behavior or speech.

5.4 Health and Safety

The health and safety of our staff and any individual visiting our offices is of utmost importance to us. You have a duty of care as prescribed in your regional and/or local Health and Safety Policy, and you must not act wilfully or intentionally in a manner liable to place the public, other staff members or yourself at risk. In the absence of a formal written policy please reach out to your regional Compliance and/or Legal Officer.

Some general Health and Safety rules to be considered in the office are:

- Do not grant access to our premises to an external person unaccompanied by a member of staff. Should an external person wish to enter our offices, you are required to assist them in finding the K2 staff member they wish to see.
- Do not leave our premises unattended without physically securing them and do not compromise access means by sharing them with unauthorised individuals.
- Do not come to the office when feeling unwell to avoid contagion. Consider that some illnesses can be contagious even after you feel better.
- Always ensure appropriate hygiene at work to avoid infestations, infections or unhealthy standards.
- Do not tamper with any security mechanisms and inform the Office Manager where they appear to be dysfunctional.
- Look after yourself by staying hydrated, eating enough and making sure you get some physical activity while being in the office. If you feel like your work space negatively impacts your health, speak to your manager or HR.

We are committed to a safe, violence-free work environment and we will not tolerate any level of physical or verbal abuse or the threat of violence in the workplace. Under no circumstances is it permitted to bring a weapon to work. If you become aware of a violation of this paragraph, you should report it to Human Resources immediately. In case of potential violence, contact K2 Legal & Compliance.

5.5 Professional Appearance

5.5.1 Dress

Generally, we expect our staff to appear professional and proper as per our industry's standards, not only in their manners but also their dress. You must ensure standards of dress and personal ornamentation are appropriate in relation to your duties. Inappropriate dress can appear unprofessional, but even create offence or be interpreted as disrespectful. You are therefore required to respect any dress code in place at your location or the requirements set out in the employee handbook, as regularly updated and managed by HR.

K2 values the ethnic diversity of our workforce and will take into account ethnic and religious dress requirements by ensuring you are free to observe them.

5.5.2 Discrediting private behaviour

Staff must disclose information which is relevant to their capability, capacity and suitability to carry out the duties and responsibilities for which they are engaged with K2. All staff must immediately inform their manager in writing if, during their engagement with K2, they are subject to any process which it would be reasonable to understand may impact upon their role, professional standing or the reputation of K2; for example, a staff member with access to K2 funds must inform the company if they are under investigation for financial fraud. This paragraph is to be understood a condition of your employment with K2 or your contract and K2 may take action if a disclosure under this paragraph requires disciplinary or contractual action after consideration of all circumstances. The previous paragraph only applies where this is permissible under applicable law.

In all cases, a failure to disclose relevant information or the deliberate withholding of such information can amount to a breach of trust and confidence and may lead to disciplinary action up to and including dismissal.

Serious misconduct or criminal offences committed during or outside working hours, which bring K2 into disrepute, will be subject to disciplinary action and may result in dismissal as permissible under applicable law.

6 Conflicts of Interest

6.1 Your Role at K2 and Private Interests

If you are in a situation in which competing loyalties could cause you to pursue a personal benefit for you, your friends or your family at the expense of K2 or our Customers, you may be faced with a conflict of interest. All of us should avoid conflicts of interest and circumstances that reasonably present the appearance of a conflict.

When considering a course of action, ask yourself whether the action you're considering could create an incentive for you or appear to others to create an incentive for you to benefit yourself, your friends or family or an associated business at the expense of K2. If the answer is "yes," the action you're considering is likely to create a conflict of interest situation and you should avoid it.

You should not use any K2 privileges or your position within the organisation to secretly gain any private advantages, be it personal or financial. It is important to understand that as circumstances change, a situation that previously didn't present a conflict of interest may turn into one.

Staff should reveal any potential conflict of interests with their manager or HR. If you are unsure whether or not a conflict of interest exists, come forward and discuss the matter with your manager or HR. You are further asked to suggest to any staff member with an existing conflict of interest to reveal their situation to their manager or HR or report any abuse yourself.

There are different types of Conflicts of Interest which must be considered:

6.1.1 Relational Conflicts of Interest

If you are involved with handling contracts, job applications, interviews or benefits, you must take no part in considering any application made by yourself, relative, friend or romantic partner without the approval from your manager. It is not acceptable to favour a person over other candidates or staff members due to your family, romantic or friendship relationship with them.

Avoid participating in the management of or decision-making regarding potential or existing K2 business relationships that involve your relatives, spouse/ significant other or close friends. This includes being the hiring manager for a position for which your relative or close friend is being considered or being a relationship manager for a company associated with your spouse or significant other.

If you have a relationship with someone affiliated with the business (e.g. co-worker, client) and you personally gain from this relationship, this constitutes a conflict of interest which must be revealed to management and resolved.

The following guidelines should be followed by all staff:

- You must inform HR if you are in a personal relationship with a member of K2 management in your direct line of reporting, i.e. your team manager. Such relationships are not forbidden, yet, they can lead to situations which are unfair to other members of staff or uncomfortable for the company which requires action. Where the relationship could present a conflict of interest, your manager and HR will need to consider how this can be effectively managed.
- Staff who are in a partner, family or emotional relationship may at some point in time work together. K2's presumption will be that such relationships will not normally affect performance and are a private concern unless a conflict may arise under other points set out in this clause 6.1.1. However, there are situations when a personal relationship between staff members of the same team becomes a management concern and they may unintentionally impair operational efficiency or affect the integrity of service delivery. Therefore, you have to declare any personal relationship with another employee in your team, in cases where the relationship could affect or could be perceived to affect your or any colleagues' performance.
- All orders and contracts should be awarded on merit and no favouritism must be shown to any business. K2 employees in client and contractor units must exercise fairness and impartiality when dealing with all customers, suppliers, other contractors and subcontractors. Any information regarding rates, prices, business developments and offers of our clients, consultants and suppliers is confidential information and staff cannot disclose that information to any external party or organisation.
- In any situation where staff in a personal relationship work in close proximity, K2 reserves the right (without breach of contract) to require one or both staff members to change their roles or duties or otherwise change the work arrangements. This is intended to avoid staff members in a relationship finding themselves in a potentially difficult situation and avoid perceptions of undue influence or unfairness (whether real or imagined).
- Appointments, career progression decisions or salary enhancements need to be made based on performance, K2 standards and merit. In order to avoid any possible accusation of bias, a member of K2 management should not be involved in an appointment or career decision, either on a panel or as a direct decision maker, if they are related to the relevant staff member or have a close personal relationship with them outside work. Members of K2 management should not be involved in decisions relating to discipline or other sanction or in decisions relating to pay if they are related to or have a close personal relationship with staff who is subject to that decision.

6.1.2 Financial Conflict of Interest

If a staff member financially gains from an act on behalf of the business they can influence or conduct themselves, this is a financial conflict of interest. Any financial interest on your behalf must be declared in writing to your manager or Legal & Compliance. For example, if you give a client a special rate or only engage a specific third party/management company in exchange for gift cards, entertainment, travels or even money, this is not permitted.

Further, avoid making personal investments in companies that are K2 competitors or business partners when the investment might cause or appear to cause you to act in a way that could harm K2. When determining whether a personal investment creates a conflict of interest, consider the relationship between the business of that company, K2's business, and what you do at K2, including whether the company has a business relationship with K2 that you can influence and the extent to which the company competes with K2.

*You should also consider**

- 1) any overlap between your specific role at K2 and the relevant company's business; and*
- 2) the significance of the investment, including the size of the investment in relation to your net worth; and*
- 3) whether the investment is in a public or private company; and*
- 4) your ownership percentage of the company; and*
- 5) the extent to which the investment gives you the ability to manage and control the company.*
- 6) Investments in venture capital or other similar funds that invest in a broad cross-section of companies that may include K2 competitors or business partners generally do not create conflicts of interest.*

** This is not an exhaustive list*

6.1.3 Confidentiality Conflict of Interest

When a staff member has access to confidential information relating to K2, clients or individuals, they must follow K2's Information Security and Acceptable Use Policy. Confidential information can never be used for a personal gain and be compromised.

It is a severe breach of your confidentiality obligations to reveal protected information to competitors or use them for someone else's business and K2 will take disciplinary, contractual and legal steps in such cases.

6.2 Employment or Activities outside of K2

External contractors are not restricted in their activities next to the services they deliver to K2. The only expectation K2 has in regards to external contractors is that their engagement with other clients does not affect the quality of the services owed to K2 in any way. All contractual obligations need to be fulfilled.

Employees may be allowed to pursue secondary employment as per their conditions of employment or any agreement with K2.

6.2.1 Employees Authorised to Pursue Secondary Employment

Secondary employment can under no circumstances affect your performance at K2 and must be compatible with your role. You cannot work more than an average of 48 hours per week in the UK or any national legal limit in the country you are based in.

As far as permissible under applicable law, written permission needs to be given by an authorised representative of K2 before taking up additional employment. Failure to declare such activities may result in disciplinary proceedings. Your declaration of secondary employment does not remove the right of K2 to take action if it is deemed to be detrimental to the interests or reputation of the company or where it affects your work performance. K2 can withdraw its permission to secondary employment in cases where this is legally permissible and your performance starts to suffer in any way and where there is no other explanation for this decline in performance.

Any secondary employment outside K2 must not conflict with the company's interests or bring it into disrepute. You are not permitted to undertake secondary employment during your working hours and must not use K2 property, equipment or associated documents or communications. Employment which creates a conflict of interest, like working for a competitor or your own business in the same field, cannot be accepted.

Avoid accepting employment, advisory positions or board seats with K2 competitors or business partners when your judgment could be, or could appear to be, influenced in a way that could harm K2. Additionally, because board seats come with fiduciary obligations that can make them particularly tricky from a conflict of interest perspective, you should notify your manager before accepting a board seat with any outside company. K2

board members and employees who are VP and above should also notify Legal & Compliance. Finally, do not start your own business if it will compete with K2; refer to your conditions of employment such as the Handbook and in particular your non-compete restrictions in this regard.

6.3 Probity of Records and Documents

The deliberate falsification of documents or any work records like email, letters and contracts is not acceptable. If you falsify records or other documents to secure pay or another financial benefit for yourself or others, this is regarded as a criminal offence, breach of contract as well as a serious disciplinary matter. Where deliberate falsification is intended to gain a nonfinancial advantage such as personal progression, K2 will regard this as a serious disciplinary matter. Any deliberate falsification of records or other documents may lead to your dismissal or termination of contract.

6.4 Financial Incentives, Gifts and Hospitality

K2's [Anti-Bribery and Corruption](#) Policy provide specific guidance on when it is appropriate for K2 Associates to accept and offer gifts, entertainment or any other business courtesy (including discounts or benefits that are not made available to all K2 Associates) from any of our competitors or business partners.

Generally, it is not permitted to accept any inappropriate fee or reward other than your proper pay or offer such and this may even constitute a criminal offence. In addition, accepting or offering gifts, entertainment and other business courtesies from a K2 competitor or business partner can easily create the appearance of a conflict of interest, especially if the value of the item is significant.

You may receive or make offers of inducements and it is important you are able to recognise what is and what is not acceptable. If in doubt, always discuss the matter with your manager or HR. This section applies to employees of K2 only, however, external contractors are expected to follow ethical business conduct at all times while engaged with K2.

The following guidelines should be adhered to:

- On no account should an employee accept secondary employment or a financial payment from any person, body or organisation, e.g. contractors, clients, consultants, with which K2 is involved. Gifts may only be accepted when they are low cost, functional items suitable for business use, rather than personal use, or are inexpensive “token” non-cash gifts, e.g. diaries, calendars, pens. Other gifts, which may be sent to employees by outside contractors or clients, should be returned officially with a suitable letter.
- Normally, visits by employees to exhibitions, demonstrations, conferences, business meals, and social functions, in connection with their job duties shall be at the company’s expense.
- Where hospitality, in the form of meals and drinks, is offered by a third party, this is normally only acceptable where it forms part of, or immediately follows on from, normal business meetings/discussions held during the normal working day or on a designated work trip and occurs infrequent and moderate. Any other form of hospitality like free holidays, excessive consume of alcohol, the offer of illegal substances or the visit to entertainment establishments is inappropriate and not to be accepted.
- Where offers of hospitality are made, e.g. invitations to dinners, these should only be accepted or made if there is a clear and demonstrable benefit to K2, and the hospitality would not expose K2 to criticism that the provider of the hospitality was achieving undue influence or business resources were used for personal gain. Attendance or invites must have your manager’s approval in advance and be recorded in writing.
- Infrequent invitations to attend local sporting events and celebratory meals with Customers can be appropriate aspects of many K2 business relationships, provided that they aren’t excessive and don’t create the appearance of impropriety. Evening business events following conferences, trainings or

business talks can be attended when their main purpose is business networking. Invitations to social events from non-commercial organisations with which K2 has a partnership arrangement are always acceptable. Any aforementioned events must have your manager's advance approval and must be recorded in writing.

- Regular social contact e.g. drinks in a pub or restaurant, with representatives of organisations, which supply, or hope to supply, goods or services to K2 must be avoided. Where such instances do occasionally take place, i.e. after late working or for work drinks, staff should ensure that they “pay their way” and that the other party does not meet the costs of such contact in full. For their own protection, employees should record such events in writing.
- You should not engage the services of contractors, suppliers or clients of K2 in order to acquire materials, labour or plant at cost, trade or discount prices. Whilst this may enable you to make savings, you face the risk of being in a compromising situation and bringing the company into disrepute.
- The acceptance of, or giving of a gift to obtain financial or other advantage, is a criminal offence, as is a threat or retaliation against someone refusing to commit a bribery offence. (UK, Bribery Act 2010). The prevention, detection and reporting of bribery is the responsibility of all those working for K2 or under our control. All staff are required to avoid any activity that might lead to, or suggest, a breach of the UK Bribery Act 2010 or any other national legislation that might be applicable in your region. Please refer to our [Anti Bribery and Corruption Policy](#).

6.5 Whistleblowing

K2 does not tolerate any form of conduct not in line with this Code or any other policy. All staff have an important part to play in reporting any misbehaviour or abuse and are expected to cooperate with investigations. We acknowledge that it can be difficult for staff to bring themselves to report legitimate concerns due to fear of victimisation, reprisal, retaliation and social pressures. Please be assured that in raising concerns you will be supported and we will do anything we can to make sure that no staff member who reported an incident experiences any negative consequences. Familiarise yourself with our reporting channels and mechanisms.

6.6 Supplier Relations

If you are involved in the purchase of goods, services, bookings and supplies on behalf of K2, be aware that any promotional offers, discounts, gifts or prizes given by suppliers are K2's property. These promotional offers can be referral fees, a free gift, holiday offers, discount codes or vouchers.

Promotional offers should only be used for the benefit of the company and you must discuss with your manager how offers are used and follow their instructions. Under no circumstances can you use a supplier promotion for your personal benefit, unless explicitly authorised to do so by your manager. A written record about such supplier promotions should be maintained whether accepted or declined.

If you engage or supervise suppliers or contractors, or have an official relationship with existing or potential suppliers or contractors, or have had or have a relationship in a private or domestic capacity, you must reveal such relationship to your manager. You must ensure no special favour is shown to current or former partners, close relatives or associates in awarding contracts to businesses run by them or employing them in a senior capacity. The same applies on occasions where K2 sponsors events or services.

6.7 Personal and Political Views

We do understand that our staff are entitled to their own views and political attitude. However, we ask our staff to not allow their personal or political opinions to interfere with their work at K2 and to reserve the expression of such views for their private life.

Any personal or political views must be clearly distinct from your activities on behalf of K2. Whilst engaged in company business, you must not wear or display any objects indicating support for or opposition to any political party or view. This applies to private vehicles used whilst undertaking K2 business.

Your private expressions of opinion or public social media post must indicate that they are not made on behalf of K2. Any statements on behalf of the company have to be discussed with our public relations team and must be approved by management. Please refer to our Acceptable Use policy. K2 reserves the right to take action against any staff whose conduct outside the organisation conflicts with their role at K2 in a manner that negatively affects the company, e.g. where a public posts damages K2's reputation or a controversial statement is made in a way which indicates that the individual is speaking for the company.

6.8 Media Relations

In general, all communications with the media relating to the activities of K2 are handled through the Marketing and PR team. You are not permitted to communicate with the media on matters relating to the activities of the company without authorisation from Marketing and PR. If you are contacted by media representatives, you should refer them to the Marketing and PR teams. This is not intended to prevent or deter lawful whistleblowing.

If you have ideas for positive stories about K2, contact Marketing and PR. If you wish to write material for publication which does not refer to K2, but relates to your profession (e.g. an article in a professional journal), advise your manager before publication. The article should contain a disclaimer, which states that the views are those of the individual and not of K2.

7 Use of K2 equipment, facilities and property

K2 gives you the tools and equipment you need to do your job, but counts on you to be responsible and not wasteful with the resources provided. Company funds, equipment and other physical assets are not to be requisitioned for purely personal use. If you are unsure whether a certain use of company assets is okay, please ask your manager or HR.

7.1 Environmental Resources and Ecological Footprint

As an organisation, K2 is committed to preserving environmental resources and keeping our ecological footprint as small as possible. We therefore urge our Staff to be mindful of their use of electricity, water, paper and other resources with an impact on the environment and not be wasteful.

While being employed by or engaged with K2, we expect you to cause the least possible environmental pollution and follow any environmental protection measures and policies in place.

This means(non-exhaustive list):

- Do not litter, reduce waste and use recycling, where possible;
- Use office resources like paper, printer, light, water etc. in a mindful and preservative way;
- Think about your ecological footprint when planning your commute to the office or business travels; and
- Consider environmentally friendly options when buying products or preparing your lunch (avoid single use plastic like packaging or bags and prefer locally supplied products).

7.2 Communication Facilities

K2's communication facilities (which include both our network and the hardware that uses it, like computers and mobile devices) are a critical aspect of our company's property, both physical and intellectual. Be sure to follow all security policies like the Acceptable Use, BYOD or Information Security Policy. If you have any reason to believe that our network security has been violated – for example, you lose your laptop or think that your network password may have been compromised – please promptly report the incident to the IT department.

7.3 Physical Security



It is important to treat your personal belongings and K2 equipment with due care and keep them safe to prevent loss or theft. Always secure your laptop, important equipment and your personal belongings such as wallet, phone or other valuables, even while on K2's premises.

Do not tamper with or disable security and safety devices or safety measures in our information systems. Watch people who “tailgate” behind you through our doors or offer assistance when an external person is seeking to enter our premises. If a person is not familiar, ask for their name and and concern and, as appropriate, direct the person to the office manager for assistance. Promptly report any suspicious activity to K2 Security. For more information, please consult your local HR or Legal & Compliance representative.

For:

- K2 facilities and Information Systems
- K2 property like computers, mobile devices and office equipment
- E-mail and internet use
- Social Media use
- Personal use
- Using your own devices for K2 business

Please refer to our [Acceptable Use](#), [Information Security](#), [Staff Communications](#) and [BYOD](#) policies.

You are responsible for taking reasonable steps to ensure the safety and security of any facilities, equipment and devices provided to you and the compliant use of personal devices, K2 data and systems.

All K2-owned portable equipment and devices must be returned on leaving employment / engagement and any K2 controlled or supplied data must be deleted. Access to systems used for K2 purposes must be terminated permanently. See also our Information Security Policy.

K2 has the right to access and monitor communication systems provided to you, and will monitor usage of its information systems e.g. telephone, email and internet access, to ensure their proper use in accordance with applicable laws and our Acceptable Use Policy. Anything you do using K2's corporate electronic facilities (e.g., our computers, mobile devices, network, etc.) or store on our premises (e.g., letters, memos, and other documents) might be disclosed to people inside and outside the company. For example, K2 may be required by law (e.g. in response to a subpoena or warrant) to monitor, access and disclose the contents of corporate email, voicemail, computer files, and other materials on our electronic facilities or on our premises. In addition, the company may monitor, access, and disclose employee communications and other information on our corporate electronic facilities or on our premises where there is a business need to do so as permissible under applicable laws, such as protecting employees and Customers, maintaining the security of resources and property or investigating suspected employee misconduct. Please also refer to our Acceptable Use, terms of employment and BYOD policies.

7.4 Misuse

Our facilities, equipment and information systems must not be used for any activity that is illegal, unacceptable or inappropriate to the good conduct of business.

Cases of 'misuse' may result in disciplinary, contractual or legal action being taken. This may include dismissal or termination of contract.

Examples include:

- Creating, sending or forwarding any message that could constitute bullying or harassment (on the grounds of a 'protected characteristic') or whose content or intent would reasonably be considered inappropriate or unacceptable;
- Participating in forwarding chain letters, pictures or graphics etc;
- Accessing pornography;
- On-line gambling;
- Committing or implying commitment to any contractual arrangements;
- Posting confidential information about K2, staff members, individuals whose data K2 controls and clients;
- Any illegal activities;

- Accessing any non-work related or otherwise inappropriate or unacceptable material
- Mass-mailing/mail shots (“spamming”) for specific personal views, gain or other personal use which is not relevant to your role;
- Unauthorised use of K2 facilities or your personal IT equipment for personal use during working hours;
- Fraud and theft;
- Introduction of viruses;
- Loading and/or using unauthorised software;
- Obtaining unauthorised access;
- Breach of our Information Security and other policies.

This list is not exhaustive and applies to staff whilst they are undertaking K2 duties. If you are unsure about whether any action might breach this policy, seek advice from your manager or Legal & Compliance. You must inform your manager immediately if you receive inappropriate communication or material. You should familiarise yourself with the K2 Privacy Policy.

7.5 Intellectual Property

7.5.1 Use of existing IP

K2's intellectual property rights (our trademarks, logos, copyrights, trade secrets, “know-how” and patents) are among our most valuable assets. Unauthorized use can lead to their loss or serious loss of value. You must respect all applicable copyright and other intellectual property laws, including laws governing the fair use of copyrights, trademarks, and brands. You must never use K2's (or its affiliated entities') logos, marks or other protected information or property for any business or commercial venture without pre-clearance from Legal & Compliance. We strongly encourage you to report any suspected misuse of trademarks, logos, or other K2 intellectual property to Legal & Compliance.

Likewise, respect the intellectual property rights of others. Inappropriate use of others' intellectual property may expose K2 and you to criminal and civil fines and penalties. Please seek advice from Legal & Compliance before you solicit, accept or use proprietary information from individuals outside the company. You should also check with Legal & Compliance when developing a product that uses content not belonging to K2 in the course of your work for K2.

7.5.2 New IP and protected ideas

‘Intellectual Property’ is an umbrella legal term, which refers to the rights and obligations in relation to: inventions, patents, creative writings and drawings (including policy, training and technical documents and materials, designs). Under relevant law and/ or by virtue of your employment contract with K2, if you create IP during the course of your employment, K2 will regularly be the owner of this material.

Besides, developing or helping to develop outside inventions that a) relate to K2's existing or reasonably anticipated services or products and services, b) relate to your position at K2, or c) are developed using K2 corporate resources may create conflicts of interest and be subject to the provisions of K2's Information Security Policy. If you have any questions about potential conflicts or intellectual property ownership involving an outside invention or other intellectual property, consult Legal & Compliance. You cannot use any K2 data and information, unless expressly authorised to do so by K2.

Business opportunities discovered through your work here belong first to K2, except as otherwise agreed to by K2. You cannot pursue such opportunities privately unless authorised by K2 or law.

In other regions with different employee inventions regulations, as far as this is permissible under applicable law, you agree to cede your rights in relation to IP developed by you to K2 and such cession will be deemed compensated for by your regular remuneration.

Any IP created in the course of services to K2 by any external contractor belongs to K2.

If you have an idea or are in the process of developing IP but the invention or creative work was not made in the course of your normal duties, K2 invites you to discuss this invention with our management. Such a discussion is obligation free.

8 Confidentiality, Information Security, Data Protection and Use of K2 data

8.1 Confidentiality and Information Security

K2 data and information are discussed and classified in our Acceptable Use and Information Security policies. Staff is expected to internalise these policies and be able to treat data and information accordingly. Any breach of these policies may result in disciplinary and/or criminal proceedings. Disciplinary action may include dismissal.

You should be aware of the type and extent of information which can be made available to third parties but even to other staff who might not have access to certain data/ information. There is data and information which must not be disclosed at all or not without specific permission from an authorised K2 member. Generally, treat information as confidential if you are unsure as to how to classify it and share on a “need-to-know” basis even within the company.

At times, a particular project or negotiation may require you to disclose classified information to an outside party: disclosure of that information should be on an “only as needed” basis and only under a non-disclosure agreement in line with K2 policies and applicable law. In addition, K2 policies may require a prior security assessment of the outside party that is to receive the confidential information. Be sure to conduct the appropriate due diligence and have the appropriate agreement in place before you disclose the information. Do not disclose any confidential information about any K2 company, including financial, partner, business, technical, personal data held by K2 or IP information, before obtaining appropriate sign-off from Legal & Compliance which may include getting consent from affected K2 companies or the individual whose data is involved.

It is our staff’s obligation to make sure that:

- K2 data and information is protected against unauthorised access and in line with our policies;
- confidential K2 material is properly secured, labelled, and (when appropriate) disposed of;
- steps are taken to keep our trade secrets and other confidential intellectual property secret;
- the confidentiality of data and information is assured;
- the integrity of information is maintained;
- confidential information that K2 receives from others under non-disclosure agreements and personal information of individuals protected by law is safeguarded; and
- regulatory and legislative requirements are met.

8.2 External Communications

Our policy is to be extremely careful about disclosing confidential proprietary information and personal data and always respect our policies and applicable law when doing so. Consistent with that, you should also ensure your outside communications (including online and social media posts) do not disclose confidential proprietary information, personal data or represent (or otherwise give the impression) that you are speaking on behalf of K2 unless you are authorized to do so by the company. The same applies to communications with the press. Please refer to our Acceptable Use Policy. In general, before making any external communication or disclosure, you should consult our [Employee Communications Policy](#).

8.3 Data Protection

The Data Protection Act 2018, which covers and supplements the General Data Protection Regulation (GDPR), deals with appropriate protection of any information in which any natural person can be identified. This personal information does not just include a person’s name or address, but also other identifiers such as IP addresses, ID numbers or location data.

Both K2 as a company and all staff personally are under an obligation to comply with the Data Protection Act 2018 and applicable local data protection law, in order to protect personal data covered by GDPR.



Information about your obligations can be found in our [Privacy](#), [Acceptable Use](#) and [Information Security](#) policies. These obligations include how personal information should be obtained, stored, accessed and used. A breach of the Data Protection Act 2018 may result in criminal proceedings and in disciplinary action which could include dismissal.

8.4 Photographs and Recordings

Any photography which takes place during the course of your employment, K2 events or your working time, should be with the consent of the individuals being photographed and if relevant, your line manager. Externals such as business partners or clients should be made aware that photographs are taken and asked for their written permission. Photographs which are taken during your working time of or within external premises must have the permission of the owner of the premises.

If you plan to publish or upload any photographs to the internet or social media, you must get the written permission of all identifiable people before doing so. Photographs of children require the written consent of parents or carers and permission from your line manager.

K2 expects that the recording of a meeting, event or conversation during the course of employment/engagement will take place only with the consent of all those present. Where a request is made to make a recording, this will be considered on a case-by-case basis taking into account relevant considerations. K2 will reserve the right to request a copy of the recording. K2 does not permit secret recordings under any circumstances. Any such recording will be considered to be a disciplinary matter. Recordings of meetings, events or conversations cannot be published, unless this has expressly been authorised by a member of K2 management and every individual displayed in the recording.

9 Compliance & Legal and Financial Integrity

9.1 Financial Integrity and Fiscal Responsibility

As core aspects of corporate professionalism, it is required that more than just accurate reporting of our financials is done; the money we spend on behalf of K2 is not ours, it is the company's and, ultimately, our shareholders'. Each person at K2– not just those in Finance – have a part in making sure that money is appropriately spent, our financial records are complete and accurate and internal controls are honored.

This matters every time we hire a new vendor, expense something to K2, sign a new business contract or enter into any deals on K2's behalf. To make sure that we get this right, K2 maintains a system of internal controls to reinforce our compliance with legal, accounting, tax and other regulatory requirements in every location in which we operate.

Beyond our own financial and statutory integrity, we also put emphasis on the integrity of our business partners like consultants, vendors, third parties and management companies. We strive to ensure compliance in our own business but also our supply chain which makes it important to check that our partners fulfil certain compliance standards and do not operate under suspicious business models and practices. Our staff is asked to report any suspicious activities to Legal & Compliance and enforce our [Local Tax Compliance Policy](#) which determines that we expect our consultants to pay tax in the location of service delivery in accordance with national and international tax laws. Refer to our [Supplier Code of Conduct](#) for more information.

Stay in full compliance with our system of internal controls and do not hesitate to contact Legal & Compliance or Finance if you have any questions. What follows are some core concepts that lie at the foundation of financial integrity and fiscal responsibility here at K2.

9.1.1 Spending K2's Money

A core K2 value has always been to spend money wisely. When you submit an expense for reimbursement or spend money on K2's behalf, make sure that the cost is reasonable, directly related to company business and

supported by appropriate documentation. Never be wasteful with K2 resources. Always record the business purpose (e.g., if you take someone out to dinner on K2, always record in our expense reimbursement tool the full names and titles of the people who attended as well as the reason for the dinner) and comply with other submission requirements. If you're uncertain about whether you should spend money or submit an expense for reimbursement, check with your manager. Managers are responsible for all money spent and expenses incurred by their direct reports and should carefully review such spend and expenses before approving. Find more information in your applicable Expense and Business Travel Policy or Guidelines, available separately in your office.

9.1.2 Signing a Contract

Each time you enter into a business transaction on K2's behalf, there should be documentation recording that agreement approved by the Legal Department. Signing a contract on behalf of K2 is a serious matter and usual business associates do not have authority to sign on behalf of K2.

If you are authorised to sign agreements on behalf of the company, only sign a contract if all of the following are met:

1. **You are authorized** to do so under the Group Authorisation Policy as in place and updated from time to time and communicated separately on Chatter. If you are unsure whether you are authorized, ask your manager or a Legal & Compliance representative. Regularly, only upper management representatives are authorised to sign on behalf of K2; and
2. The contract has to be **approved by Legal & Compliance**; and
3. **You have read the contract**, understood its terms and decided that entering into the contract is in K2's interest; and
4. All contracts at K2 should be **in writing** and should contain all of the relevant terms to which the parties are agreeing – K2 does not permit “side agreements,” oral or written.

9.1.3 Recording Transactions

If your job involves the financial recording of our transactions, make sure that you are fully familiar with all K2 guidelines and policies that apply. Immediately report to Finance any transactions that you think are not being recorded correctly.

9.1.4 Reporting Financial or Accounting Irregularities

You should never, ever interfere in any way with the auditing of K2's financial records. Similarly, you should never falsify any record or account, including time reports, expense accounts and any other K2 records. If you suspect or observe any of the conduct mentioned above or, for that matter, any irregularities relating to financial integrity or fiscal responsibility, no matter how small, immediately report them to Legal & Compliance.

9.2 K2 Policies and Guidelines

Any policies and guidelines referred to in this Code as well as the Code itself will be reviewed and updated from time to time. It is your responsibility to stay up to date and make sure you are familiar with the latest versions of all policies and documents. In addition, new policies which are not named in the Code at this point might be introduced; such policies will be equally important and all Staff have to adhere to them. If you have suggestions in regards to any K2 policy or guidelines, concerns or are aware of a violations, please speak to your manager or Legal & Compliance. It is our goal to continually improve our policy framework, ensure compliance and incorporate input from Staff.

9.3 Compliance with Laws

K2 takes its responsibilities to comply with laws and regulations very seriously and each of us is expected to comply with applicable legal requirements and prohibitions. While it is impossible for anyone to know all aspects of every applicable law, you should understand the major laws and regulations that apply to your work. Take advantage of Legal & Compliance to assist you here.

9.3.1 Anti-bribery Laws

Like all businesses, K2 is subject to a lot of laws, both U.S. and non-U.S., that prohibit bribery in virtually every kind of commercial setting. At K2 we apply *'the Four As rule'* which is simply – *Don't Bribe Anybody, Anywhere, Anytime for Any reason.*

9.3.1.1 Non-government relationships

You should be careful when you give gifts and pay for meals, entertainment or other business courtesies on behalf of K2. We want to avoid the possibility that the gift, entertainment or other business courtesy could be perceived as a bribe, so it's always best to provide such business courtesies infrequently and, when we do, to keep their value moderate. Consult K2's [Anti Bribery and Corruption Policy](#) before providing any business courtesies and contact Legal & Compliance if you have any questions.

9.3.1.2 Dealing with government officials

Offering gifts, entertainment or other business courtesies that could be perceived as bribes becomes especially problematic if you're dealing with a government official. "Government officials" include any government employee, candidate for public office or employee of government-owned or -controlled companies, public international organizations or political parties. Several laws around the world, including the U.S. Foreign Corrupt Practices Act and the UK Bribery Act, specifically prohibit offering or giving anything of value to government officials to influence official action or to secure an improper advantage. This not only includes traditional gifts, but also things like meals, travel, political or charitable contributions and job offers for government officials' relatives. Never give gifts to thank government officials for doing their jobs. By contrast, it can be permissible to make infrequent and moderate expenditures for gifts and business entertainment for government officials that are directly tied to promoting our services or products or services (e.g. providing a modest meal at a day-long demonstration of K2 services or products). Payment of such expenses can be acceptable (assuming they are permitted under local law) but may require pre-approval from Legal & Compliance under K2's Anti-Bribery and Corruption Policy.

The U.S. has strict rules that severely limit the ability of a company or its employees to give gifts and business courtesies to a U.S. government official and also limit the official's ability to accept such gifts. The Honest Leadership and Open Government Act prohibits giving any gifts, including travel and other courtesies, to Members, Officers and employees of the U.S. Senate and House of Representatives unless they fit within one of a number of specific exceptions. Gifts to employees of the U.S. executive branch are also regulated and subject to limits. Finally, state and local government officials in the U.S. are also subject to additional legal restrictions. Consult your local K2 Legal & Compliance representative before giving any such gifts or business courtesies and obtain all required pre-approvals.

9.4 Compliance with the Code

K2 is committed to an ethical approach in all our actions, relationships and business dealings. It's impossible to spell out every possible ethical scenario we might face. Instead, we rely on one another's good judgment to uphold a high standard of integrity for ourselves and our company. We expect all K2 Associates to be guided by both the letter and the spirit of this Code. Sometimes, identifying the right thing to do isn't an easy call. If you aren't sure, don't be afraid to ask your manager, HR or Legal & Compliance.

Honesty in Words and Action

If you believe that any of the values or provisions in this Code is being undermined, breached or circumvented by a colleague or another person directly or indirectly bound by this Code, it is your responsibility to notify your manager, HR or Legal & Compliance. We believe in a *"Speak Up"* culture. If you are concerned about your safety, reprisals or retaliation by anybody in the organisation, please address your concern to HR, Legal and Compliance or another trusted K2 management representative.

This Code's value will be judged on how we act collectively as representatives of K2 and colleagues. Be Honest, do your best and inspire others to be their best version of themselves!



This policy is part of your contract of employment or engagement. An extract of the Code is issued to every employee as part of their terms and conditions of employment, together with advice on how to access the full document. It is every staff member's responsibility to view the full document and abide by it. Failure to comply with any of the provisions included in this Code may result in disciplinary action being taken, contractual action or legal action, if necessary.