1. Purpose

At Coveo Solutions Inc. (including its affiliates and subsidiaries, Coveo or the Company), we believe that honest and ethical conduct is critical to achieving our objectives and mission. This code of business conduct (the Code) reflects our collective pledge to treat every member of our community with respect and integrity, and to foster an inclusive culture which upholds the highest standards of ethical conduct, honesty, and accountability.

1.1 Who this Code Concerns

When we use “we”, “our” or “us” in this Code, it refers to our collective commitment to this Code, which represents an agreement amongst all of us who are subject to it. If you are an employee, director, contractor, consultant, vendor or supplier of Coveo, or any other third party we do business with, then this Code applies to you and you are included in “we”, “our” and “us”, where applicable. In this code, Coveo employees, directors and concerned third parties (including our contractors, consultants, vendors and suppliers, as well as any other third parties we do business with) are also sometimes referred to as "you".

This Code has no borders: it applies at all times and in all contexts, worldwide. Even after your employment or the end of your relationship with Coveo, or after your mandate or affiliation with Coveo, as applicable, you must remain committed to preserving the integrity of Coveo’s information, assets and resources.

1.2 How we Use this Code

This Code sets out the foundations for the way we should conduct ourselves in our day-to-day life at Coveo. This document is meant to be used as a general guidance and it cannot anticipate every type of situation that we may encounter. Therefore, whenever you are about to make a decision, you should ask yourself the following questions:

- Is this fair?
- Is this legal?
- Would it be okay if this happened to me?
- Would I be uncomfortable or embarrassed if this situation were reported to my manager or made public?

If you have doubts about the answers to any of these questions, speak to your manager or a member of the legal team.

While this Code constitutes a useful overview of Coveo’s main policies and business practices, it is not meant to replace these documents. It is important that you read and understand each policy individually. Coveo’s policies are accessible on our e-portal “Coveo Go”.

In addition, this Code does not replace other provisions and obligations otherwise applicable under laws, regulations, or individual contracts. In case of a conflict, these contracts, laws, and regulations will usually prevail.
Finally, the obligations set out in this Code are in addition to, and not in lieu of, any obligations set out in any employment agreement between any employee and Coveo.

You will be required to certify annually that you have read and understood this Code by returning a signed copy of the acknowledgement form included under Schedule A of this Code.

1.3 Asking for Advice

While you are responsible for putting our rules and business practices to work, you are never on your own. This Code provides useful guidelines to help all of us make the right decisions, but grey areas will always exist. When you find yourself in a difficult or ambiguous situation, you should always seek the necessary advice before taking action.

Should you have any doubt about a situation or if you wish to obtain further guidance on Coveo’s expectations, policies and/or this Code, you should immediately consult the person who best understands your work: your manager. You can also contact Coveo’s human resources team by email at CoBC@coveo.com.

You will never be penalized for seeking guidance on this Code.

2. Our Trusted Way of Conducting Business

2.1 Our Shared Responsibilities

Everyone has a role to play. Whether you are an employee, a director, a vendor, supplier or any other third party with whom we do business, you are expected to:

- Read, understand and comply with Coveo’s policies and this Code;
- Stay up to date with our rules of conduct and standards by reviewing this Code periodically as it is being updated;
- Act responsibly and with integrity at all times;
- Treat others with respect and dignity, and respect human rights;
- Respect all applicable laws, regulations, policies and directives applicable in the jurisdiction(s) in which you work;
- Seek advice and guidance when in doubt;
- Share your concerns;
- Immediately report any behaviour that breaches the provisions of this Code or any other policy, applicable law or regulation (see “Reporting Violations or Concerns” below); and
- Cooperate in internal inquiries and investigations.
If you are an employee and you supervise others, you are also expected to act as a role-model. You are responsible for creating and maintaining an environment that encourages compliance with this Code within your team. This means that you are expected to:

- Help your peers understand their responsibilities under this Code;
- Create an environment where everyone feels they can voice their opinions or concerns. This means listening, supporting and responding to anyone who has questions or wishes to report possible misconduct;
- Monitor compliance of the people you supervise;
- Enforce our standards and rules of conduct consistently and fairly; and
- Report and follow up with management whenever appropriate.

2.2 Reporting Violations or Concerns

We all have a duty to protect the reputation, people and assets of Coveo by immediately reporting violations, suspected violations or imminent violations to this Code, our policies or any other illegal or unethical behavior. Reports can be made to your manager, or if you are a contractor, vendor, supplier or any other third party we do business with, to Coveo’s legal department at legal@coveo.com. If you are an employee and are reluctant to report to your manager, or if you are a contractor, vendor, supplier or any other third party we do business with and your are reluctant to report to Coveo’s legal department, you can report anonymously, in accordance with our Whistleblowing Policy. If your concerns or complaints require confidentiality, including anonymity, this confidentiality will be protected to the extent permitted by, and subject to, applicable laws.

2.3 No Retaliation

Anyone who comes forward with concerns plays an essential role in helping us address problems early on. You will never be penalized for reporting in good faith a real or potential violation to this Code. In fact, Coveo will not tolerate any form of retaliation against a person for reporting in good faith any misconduct, or for filing a complaint, testifying, assisting, or participating in any investigation, proceeding or hearing conducted by a government enforcement agency.

3. Our Workplace

3.1 Harassment, Bullying, Violence or Discrimination

Coveo is committed to embracing inclusion and to providing a non-discriminatory, violence-free and harassment-free work environment. As such, Coveo has a zero tolerance policy for harassment (either sexual and psychological harassment), bullying, violence or discrimination, including on the basis of race, ancestry, place of origin, colour, citizenship, creed, sex (including pregnancy), sexual orientation, gender identity or expression, age (except as provided by law), marital or family status, birth or other status, religion, political convictions, language, ethnic or national origin, social condition, a disability or handicap or any other status protected by Quebec’s Charter of Human Rights and Freedoms, local laws or Coveo’s internal policies.

A person who believes that they are being harassed should immediately report the situation to our human resources team. A complaint can be made verbally or in writing. Please refer for details to the relevant Workplace Harassment Prevention Policy available on our internal Coveo Go! portal if you are an employee.
Psychological and sexual harassment is any vexatious behaviour in the form of repeated and hostile or unwanted conduct, verbal comments, actions, or gestures, that affects an employee's dignity or psychological or physical integrity and that results in a harmful work environment for the employee. For greater certainty, psychological harassment includes such behaviour in the form of verbal comments, actions, or gestures of a sexual nature. A single serious incident of such behaviour that has a lasting harmful effect on an employee may also constitute psychological harassment.

The fact that an individual does not specifically object to harassing behaviour does not mean that such behaviour is acceptable. The following are some examples (not exhaustive) of behaviour that may constitute psychological harassment:

- Bullying: repeated acts aimed at embarrassing or isolating a person, including cyberbullying;
- Discrediting: spreading rumours about someone, ridiculing them, humiliating them, questioning their attributes or privacy;
- Any interaction that would reasonably make a person uncomfortable, such as stalking, staring at or getting too close to them; and/or
- Verbal abuse: shouting at, insulting or threatening someone.

Sexual harassment is defined as any unwelcome conduct of a sexual nature that detrimentally affects the work environment or leads to adverse job-related consequences for the victims of harassment, and may involve sexual behaviour, solicitation, advance, words or gestures, or any behaviour that meets the definition of psychological harassment (mentioned above), and which involves words, acts or gestures of a sexual nature.

Examples of behaviour that may constitute sexual harassment include, but are not limited to, the following:

- Unwanted physical contact: touching, pinching, brushing;
- Gender bias that jeopardizes a person's status, promotion, duties or responsibilities;
- Soliciting sexual favours;
- Inappropriate and/or unwanted comments/innuendo, jokes or requests of a sexual nature: remarks about a person's physical characteristics, gender identity or sexual orientation, sexual words, discussions or comments about a person;
- Questions relating to intimate or sexual life;
- Repeated propositions for dates or intimate relationships;
- Repeated leering and/or lustful looks;
- Whistling;
- Posting or circulating pictures, drawings or other material of a sexual nature, including by electronic means; and/or
- *Quid pro quo*: sexual solicitation or advances by any person who is in a position to give or deny a benefit to the person solicited, or to impose a penalty, as well as retaliation for any refusal.

A single serious act may constitute sexual harassment if it affects the dignity or the psychological or physical integrity of the employee and results in a harmful working environment for the employee.

Such conduct may be considered sexual harassment regardless of the gender identity or sexual orientation of the parties involved.

Coveo will promptly investigate every complaint it receives and determine whether to intervene with its own human resources or use a specialized external resource. Coveo will also ensure adequate support to those affected by harassment throughout its investigation.
Coveo is committed to maintaining the confidentiality of any complaint or information provided related to a complaint and will not tolerate any prejudice or retaliation against any person who has been harassed or provided information as a witness to harassment.

Coveo may, on its own initiative and in the absence of a complaint or report, initiate an investigation if the circumstances indicate that there is a potential situation of harassment, sexual harassment, bullying, violence or discrimination.

Finally, any Coveo employee who believes they have been subject to psychological or sexual harassment may file a complaint at any time directly with the Commission des normes, de l’équité, de la santé et de la sécurité du travail (CNESST) within two (2) years of the last incidence of harassment. Local laws may provide additional remedies to employees outside of Québec – if you are unsure, feel free to reach out to CoBC@coveo.com so we may assist.

3.2 Health, Safety and Security

Coveo is committed to ensuring a safe, healthy, and productive work environment. Coveo strives to comply with all applicable health and safety laws and regulations as part of its commitment to providing a healthy and safe working environment. We are all responsible for doing our part by working with due regard for our own safety and that of others and reporting accidents, injuries, hazards and unsafe practices.

3.3 Drugs, Alcohol and Impairment

When carrying out your duties as an employee – whether on Coveo’s premises or elsewhere – you cannot be under the influence of drugs or alcohol, as it is unsafe and it can affect the quality of your work.

Coveo prohibits strictly prohibits the use, manufacture, unlawful possession, distribution, transfer, sale, misuse or influence of marijuana and other controlled substances in the workplace, unless an employee provides the relevant medical and/or disability grounds for such an exemption. Employees are prohibited from reporting to work or working while under the influence of marijuana and other controlled substances which can adversely affect their ability to perform their job duties safely and effectively.

Employees are further prohibited from consuming, smoking, vaping, or otherwise ingesting marijuana during social workplace events.

Employees who fail to comply with Coveo’s drugs, alcohol and impairment policy will be subject to disciplinary measures.

3.4 Relationships in the Workplace

Coveo is committed to ensuring the physical and psychological safety of its employees in the workplace. As such, Coveo requires the disclosure of any workplace relationships between employees with direct reporting duties, such as a manager and their subordinate, or any other workplace relationship in which there may be a power imbalance or abuse of authority. Disclosure can be made verbally or in writing to our Legal Counsel – Employment (ocampbell@coveo.com) on a confidential basis. If an employee working in Legal does not feel comfortable disclosing such a situation to a colleague within their department, they may contact our Vice-President, Legal Affairs (atheriault@coveo.com) or our Senior Director, Corporate Legal Affairs (jstemarie@coveo.com).

Coveo will use commercially reasonable efforts to reassign one of the parties to a new reporting structure or team to avoid any situation wherein the superior could take advantage of the power imbalance through duress, physical or psychological exploitation, or provide preferential treatment or favouritism towards their romantic partner at the expense of other employees. The disclosure of such a relationship will also help avoid any real or perceived conflict of interest or misuse of confidential information that may not have otherwise occurred but for the relationship.
It should be emphasized that workplace relationships are not forbidden, but that the protection and safety of our employees from any physical or psychological violence stemming from a power imbalance remains paramount. Disclosing workplace relationships between employees with direct reporting duties is an obligation, and the failure to disclose such relationships may result in disciplinary measures up to and including termination.

3.5 Environment

We strive to make responsible, sustainable choices to protect the environment and we urge you to do so too.

3.6 Equal Employment & Discrimination

Coveo is committed to providing equal employment opportunities for all employees and applicants for employment. The company does not discriminate in employment opportunities or practices (see also Section 3.1 above). Employment decisions at Coveo will be based on merit, qualifications, and abilities – on the principles of equal employment opportunity.

Company policy strictly forbids all forms of intentional discrimination against qualified disabled applicants or employees and requires reasonable accommodation if necessary for the disabled individual to perform essential job duties efficiently without serious risk to health and safety to the employee or others, unless such accommodation imposes an undue hardship on Coveo.

If you are a veteran of the Vietnam Era, a disabled veteran, an individual with a disability and you believe you need a reasonable accommodation in order to perform your essential job functions, we invite you to discuss your situation so that, together, we may evaluate the best accommodations for you. You may be assured that information we obtain concerning any job accommodation will be kept strictly confidential, except that managers and/or medical and safety personnel may be informed on a need-to-know basis in order to aid with work accommodations and to assure safe and effective assistance in the event of an emergency. Coveo will immediately work with you, through an interactive process, to determine appropriate accommodation.

The Company prohibits harassment of any individual on the basis of any characteristic listed above or in Section 3.1. For information regarding the Company’s internal policies for addressing complaints of harassment, please refer to the relevant Workplace Harassment Prevention Policy.

This policy governs all aspects of employment, including selection, job assignment, compensation, discipline, termination, and access to benefits and training.

Any employee with questions or concerns about any type of discrimination in the workplace is encouraged to bring these issues to the attention of their immediate manager or Human Resources. Employees can raise concerns and make reports without fear of reprisal, harassment, intimidation, threats, coercion or discrimination because they: (1) file a complaint with the Company or with federal*, state, provincial, county, municipal or city agencies; (2) assist or participate in any investigation, compliance review, hearing, or any other activity related to the administration of any state, provincial, municipal, city or federal equal employment opportunity or affirmative action statute; (3) opposing any act or practice made unlawful by federal, state, provincial, municipal, city or local law requiring equal employment opportunity or affirmative action; or (4) exercising any other employment law right protected by federal, state, provincial, municipal, city or local law or their implementing regulations.

*includes applicable European Union legislation
For more information please go to:

- Canada: https://www.employmentequitychrc.ca/en. Provincial regulations may apply.

4. Our Reputation and Integrity

4.1 Conflict of Interest

Our integrity is the cornerstone of our reputation. You must never allow your personal interests to compromise Coveo’s or your own integrity and reputation. In other words, you must avoid placing yourself in a situation where there is a conflict (or even the appearance of a conflict) between Coveo’s interests and your own (or those of someone related to you). If such a situation occurs, however, you must disclose it immediately by completing the conflict of interest disclosure form included under Schedule B of this Code.

You can generally identify a situation of conflict of interest by asking yourself the following questions:

- Will I personally gain from the situation?
- Will someone with whom I have a family, proximity or business relationship benefit from the situation?
- Would I be uncomfortable or embarrassed if this situation were reported to my manager or made public?

If the answer to any of these questions is “yes” or “maybe”, a conflict of interest probably exists. If you have doubts, ask our legal team for advice before proceeding. If you are an employee, the failure to disclose a conflict of interest may result in disciplinary measures up to and including termination.

4.2 Social Media

Employees’ use of social media can pose risks to the Company, its employees, and its clients. These risks include:

- Damage to the Company’s information technology (IT) and communications systems;
- Harassing, threatening or discriminatory online behaviour directed toward co-workers or clients;
- Unauthorized disclosure of the Company’s confidential and proprietary information;
- Damage to the Company’s reputation and brands; and
- Unauthorized collection, use, or disclosure of client personal information, or that of fellow employees.
Employees must never use social media in a way that violates the Company’s other workplace policies or any agreements with the Company, both during working hours and on employee personal time. If certain activities would violate any such policies or agreements in another forum, it will also violate them in an online forum. For example, employees are prohibited from using social media to:

- Violate the Company’s Disclosure Policy;
- Circumvent the Code;
- Engage in harassment or threats of violence, contrary to the relevant Workplace Harassment Prevention Policy; and
- Violate any laws, regulatory requirements or ethical standards applicable to the Company or to your job duties.

**Personal Use**

The Company recognizes that employees may occasionally use social media for personal activities at the office or by means of the Company’s computers, networks and other IT and communications systems. The Company permits such use during non-working time so long as it does not involve vulgar, obscene, threatening, intimidating or harassing content, does not violate any other Company policies or employee obligations and does not interfere with the employee's employment responsibilities or productivity. However, any use of the Company's systems to access social media will be subject to monitoring, as described in this policy, to ensure the security of those systems and compliance with Company policies.

The purposes for the monitoring of employee internet and social media use include, but are not limited to:

- Protecting the integrity of the Company’s IT and communications systems. This includes protection against computer viruses, damage to software or hardware, loss of documents or information, and protecting against excessive internet usage;
- Protecting against unauthorized access or disclosure of confidential information, proprietary information, or employee or third-party personal information in the Company’s control;
- Protecting employees against discriminatory, harassing or violent behavior from co-workers or third parties;
- Monitoring the use of internet access, including access to social media sites, to ensure that use is in accordance with this policy;
- Finding lost messages or data, or retrieving messages lost due to computer failure;
- Assisting in investigations of alleged wrongdoing or violations of Company policies; and
- Complying with any other legal obligations.

To achieve these purposes, the Company may access, intercept or review any information created on, transmitted to, received or printed from, or stored or recorded on the Company’s IT and communications systems, including its computer network. The Company may store copies of such data and communications acquired through monitoring for a period of time after they are created and may delete such copies from time to time without notice.

Employees should have no expectation of privacy in any content created, transmitted, received, accessed or stored on the Company’s IT and communications systems (including Slack), including through internet
access and on social media. Employees should not use the Company’s IT and communications systems for any matter that the employee wants to be kept private or confidential from the Company.

While Employees should have no expectation of privacy in the use of the Company’s IT and communications systems, any employee personal information collected in the process of monitoring will be used, stored, and disclosed in accordance with the Company’s Privacy Policy.

**Business Use of Social Media**

Any employee required to use social media as part of the employee's job duties (including for the Company's marketing, public relations, recruitment, corporate communications or other business purposes), must comply with this present section.

The Company owns all social media accounts used on behalf of the Company or otherwise for business purposes, including any and all log-in information, passwords and content associated with each account, such as followers and contacts. The Company owns all such information and content regardless of the employee that opens the account or uses it and will retain all such information and content regardless of separation of any employee from employment with the Company.

Any employee whose job duties include speaking on behalf of the Company in a social media environment must seek approval in advance for such communication from the marketing team, that may require the employee to receive training before doing so and impose certain requirements and restrictions with regard to social media activities. Likewise, if an employee is contacted for comment about the Company for publication, including in any social media outlet, the inquiry must be directed to the marketing team. The employee must not respond without prior written approval.

**Guidelines for Employees' Responsible Use of Social Media**

Employees must remember that their actions online may affect the Company. In using social media for any reason, whether work-related or personal, employees should abide by the following common-sense guidelines:

- **Assume anything posted online is public.**

- **Speak on your own behalf.** Other than, as applicable, as set forth under “Business Use of Social Media” above, employees must be clear in their social media activity that they speak on their own behalf. They must use a personal email address and contact information in personal social media activities. Employees should not post anonymously to social media sites when a post could be attributed to the Company, its affiliates, customers, clients, business partners, suppliers, vendors or other stakeholders. Anonymous posts can be traced back to the original sender’s email address.

- **Use a disclaimer.** Employees who disclose their affiliation as employees of the Company should include a disclaimer that their views do not represent those of the Company. For example, consider such language as: “the views in this posting reflect my personal views and do not represent the views of my employer”.

- **Be mindful of the Company’s interests.** Employees have a duty of loyalty to the Company. Employees should not make disparaging comments about the Company on social media, or engage in conduct that is harmful to the Company’s interests or reputation, or that is competitive with the Company’s business.
• **Be respectful.** Employees are required by the Company’s policies to avoid harassing, threatening or discriminatory conduct on social media that impacts on co-workers or other workplace parties. In personal use of social media, employees should also avoid conduct that the Company’s customers, clients, business partners, suppliers or vendors would find offensive, including ethnic slurs, sexist comments, discriminatory comments, profanity, abusive language or obscenity, or comments that are maliciously false.

• **Ask for advice on work-related issues.** Employees should consult with the human resources team if they have any uncertainty about the appropriateness of a posting or course of conduct online.

• **Report inappropriate postings.** If an employee is aware of any social media content that disparages or reflects poorly on the Company, or constitutes harassment or threatening behaviour towards an individual in the workplace, the employee should contact the human resources team.

**Violations**

Employee actions or statements through social media, even those made through personal accounts during non-working time, that harm the interests of the Company, its employees or its clients, or that otherwise breach Company policies described above, may result in discipline, up to and including termination of employment.

**4.3 Outside Activities and Employment**

Although they are, by definition, external to Coveo, outside activities such as operating a business, sitting on a board, or even participating at an event, may in certain cases have an impact on the performance of your work or on Coveo’s reputation. At times, your activities can be incompatible with our interests. Therefore, you are expected to prioritize your duties to Coveo and generally be professional at all times when you take part in outside activities. You are also expected to disclose to your manager and ask for permission before accepting outside roles that could affect your work performance at Coveo.

**4.4 Corporate Opportunities**

You may not take advantage of business opportunities that are presented to you or discovered by you as a result of your work or mandate with Coveo, or through your use of Coveo’s assets or information. This may also include opportunities that are acquired outside of the workplace if they are related to Coveo’s existing, proposed or prospective lines of business.

**4.5 Corruption, Bribery, and Gifts**

**Corruption and Bribery**

This section sets forth Coveo’s policy to ensure compliance with applicable anti-bribery and anti-corruption laws within all the jurisdictions in which Coveo operates and does business. Coveo is against all forms of bribery and corruption and has a zero-tolerance policy for any form of corruption or bribery.

All employees have an obligation to uphold the ethical standards set forth in this section and must take responsible steps to prevent any violations. Employees will be disciplined up to and including termination for any willful violation of this section or for failing to report any violations of which they are aware.
“Bribery” means directly or indirectly making a payment or giving a reward, advantage, kickback or benefit or anything of value to a foreign government official or to a government official of one's own country to obtain or retain business or any other improper advantage or for any improper or corrupt purpose, whether for the benefit of Coveo or the employee. This includes directly or indirectly making a payment to a person knowing, or being reasonably expected to know, that the person will forward it, or have it forwarded, to a foreign or domestic government official. Bribery also includes commercial bribery, which means paying a secret bribe or commission to or conferring a secret benefit on an employee, representative or agent of any third party, without that company’s knowledge, to induce the recipient to act or forbear to act in relation to that company’s affairs. No employee will ever be penalized, either through performance reviews, compensation, or any other method, for refusing to pay or receive a bribe. Similarly, business performance will not be judged adversely for delays or financial losses as a result of an employee’s refusal to pay or receive a bribe.

Coveo may be held liable for bribes paid by third parties acting on Coveo’s behalf or bribes paid by employees or other persons performing services for Coveo. Therefore, employees should never authorize or request any employees or third parties to pay bribes to anyone (including government officials) or receive bribes from anyone. Furthermore, employees should never overlook any activities by third parties acting on Coveo’s behalf that they suspect may create a conflict of interest or the appearance of a conflict of interest.

Employees must take particular care when evaluating a prospective employee or third party who may act on behalf of Coveo, particularly when that individual will interact with government or business officials on behalf of Coveo. Government official means any officer, employee, or person acting in an official capacity for any government department, agency, or instrumentality, including any state-owned or controlled company and any public international organization, as well as any political party, political party official, or candidate for political office, and includes any agent or intermediary of any of the foregoing.

Employees should demonstrate particular care when any gifts, meals, or other hospitality is offered to government or business officials with whom the company does business. Any hospitality should be reasonable, proportionate, and made in good faith provided that prior written approval has been obtained from either Coveo’s Human Resources or Legal Department.

**Gifts**

A gift is anything of value that is given to or received from any person or organization with which any Coveo entity does business or is actively considering doing business (e.g., vendors, consultants, customers) or with whom any Coveo entity competes or any person employed by any such organization, or that otherwise directly or indirectly relates to a person's employment with any Coveo entity. Gifts include, but are not limited to, meals, lodging, loans, cash, gratuity, favours, entertainment, fees, commissions, favorable terms or discounts on any product or service, equipment, prizes, products, transportation, use of vehicles, vacation, or other facilities, stocks or other securities, home improvements, tickets, gift certificates, gift cards, discount cards, memberships, employment or consulting relationships or services, or any other form of compensation or benefit.

Offering or receiving gifts, money, special favours or products from clients, vendors, suppliers or other person(s) doing business with Coveo may be perceived as a means of unduly influencing a business relationship and placing an employee in a situation or appearance of a conflict of interest. Offering or accepting gifts and/or any other benefits from a third party may put Coveo and/or an employee in an uncomfortable situation.

Consequently, employees may not accept or offer gifts, money, special favours or products, whose value is equal to or greater than $200 USD, from clients, suppliers or third parties. In the eventuality where such gifts are sent to an employee whether at work or to their residence, these items must be immediately disclosed to the Human Resources Department, who will determine whether or not the employee may keep the gift. Approval should also be obtained from Human Resources for any expenses paid by such persons for business meals or trips.
Gifts and benefits with a total value of $200 USD or less may be accepted under the following conditions:

- They are infrequent;
- They are offered openly rather than in secret;
- They do not come in the form of cash, gift cards, or discount coupons;
- They are objectively reasonable in the circumstances;
- They arise from activities related to the employee’s duties and are used for business purposes;
- They are offered in a neutral context, without explicit or implicit expectations from the person who makes the gift;
- They are not the result of your solicitation;
- They do not affect or appear to affect your ability to remain objective and independent;
- They would not be embarrassing for the employee or Coveo if made public; and
- They do not create or appear to create a conflict of interest.

If all the above criteria are met, the employee may accept the gift, provided it is declared to either Coveo’s Legal Department or Human Resources Department prior to acceptance thereof.

Any gift, benefit, entertainment service, or discount that does not meet all the criteria listed above must be disclosed to Coveo’s Human Resources or Legal Department to determine whether an exception can be made.

Employees must also obtain approval from their manager prior to offering any gift or other benefit for business purposes to clients, suppliers, potential clients, and third parties.

4.6 Competition and Anti-Trust

Coveo is committed to engaging in fair, competitive practices that comply with competition and anti-trust legislation in Canada and in other jurisdictions where it operates. These laws are designed to preserve and promote fair competition in the industry. As a general rule, you should avoid any discussion or arrangement with a competitor unless you have obtained an approval from your manager. In addition and except as provided in applicable legislation, you may not:

- Discuss competitively sensible information such as prices, discounts or terms and conditions of service, with a competitor;
- Make arrangements with a competitor to fix prices, agree not to deal with or solicit each other’s clients, divide clients or territories, limit output or agree to boycott a third party’s products or services;
- Share confidential information with a competitor;
- Exchange bid information or discuss requests for proposals with a competitor;
- Threaten a competitor of retaliation; or
- Use language that may suggest anti-competitive practices.

4.7 Insider Trading and Anti-Hedging

Coveo has adopted a Trading Policy, and you are expected to review such policy periodically and follow it at all times. The Trading Policy provides, among other things, that all Coveo personnel will be subject to quarterly blackout periods whereby personnel will be restricted from trading in Coveo securities. Furthermore, the Trading Policy provides that if you have access to or knowledge of material non-public information from or about Coveo, you are not permitted to buy, sell or otherwise trade in Coveo securities, including by exercising options, restricted share units, performance share units or other derivative securities. The same goes if you make trades through someone else (for example, your spouse). It is also against the law to communicate non-public material information to third parties or to provide them with trading tips regarding Coveo securities. The legal team is available to assist in answering questions about the applicability of the Trading Policy.

4.8 Money Laundering and Other Criminal Activities

We must take all requisite measures to avoid being involved in money laundering or other criminal activities, as these may have a major impact on our reputation, even if we have nothing to do with them. This means that you must apply the appropriate level of diligence before entering into a relationship with a client or other third parties. In addition, you should inform your manager or submit any concern you have in that respect in accordance with our Whistleblowing Policy.

4.9 Human Rights and Labour Conditions

Respect for human rights is fundamental to Coveo. We commit to identify, prevent, and mitigate adverse human rights impacts resulting from or caused by our business activities, including our supply chain, before or if they occur through human rights due diligence and mitigation processes.

In our Company, across our system, supply chain and throughout the communities in which we operate, we are committed to ensuring that people are treated with dignity and respect.

Community Involvement

Coveo operates in many diverse communities and we strive to reflect the communities that we serve. Coveo recognizes its impact on the communities in which it operates. We treat diversity and inclusion as a business imperative. We are committed to engaging with stakeholders in those communities to ensure that we are listening to, learning from and taking into account their views as we conduct our business.

Forced Labor, Human Trafficking and Exploitation, Inhumane Treatment and Unfair Wages

Coveo prohibits the use of all forms of forced labor, including prison labor, indentured labor, bonded labor, military labor, slave labor and any form of human trafficking or exploitation. Coveo firmly believes that all work must be voluntary. Vendors and suppliers are not allowed to use forced or involuntary labour of any kind, including but not limited to prison labour, slave labour, trafficking of persons, debt bondage, indentured labour or otherwise. Workers of our vendors and suppliers must be free to leave work at any time or termination their employment without penalty if reasonable notice is given as per the worker’s contract.

Vendors and suppliers also have to be committed to creating a workplace free of harassment and must not subject workers to any form of harsh or inhumane treatment, including sexual harassment, sexual abuse, corporal punishment, mental or physical coercion, bullying or verbal abuse. Vendors and suppliers are required to comply with appropriate working hour requirements including overtime, breaks and rest periods.
Vendors and suppliers are required to pay their workers at least the minimum wage required by the applicable local laws and provide all legally mandated benefits including holidays and leaves and applicable premium rates for overtime. Vendors and suppliers shall not make any deductions from worker wages as a disciplinary measure.

**Child Labor**

Coveo prohibits the hiring of individuals that are under 16 years of age. Coveo stands up against all forms of child labor, and so shall its vendors and suppliers. In additions, its vendors and suppliers must comply with all legal requirements for the work of authorized young workers, particularly those pertaining to hours of work, wages and safe working conditions.

**Compliance with Labour Laws**

Coveo has employees located in different states, provinces, and countries and, at the very least, complies with regulations, statutory provisions and/or standards applicable to each country and region. This includes normal work week limits as defined by law as well as overtime hours regulations.

Vendors and suppliers are expected to put health and safety first, by following relevant laws and regulations, this Code, and responding swiftly to all reported health and safety concerns.

**Freedom of Association & Collective Bargaining**

Coveo respects its employees’ right to join, form or not to join a labor union as defined by applicable jurisdiction without fear of reprisal, intimidation or harassment. Coveo is committed to bargaining in good faith with its employees.

**5. Our Assets**

It is everyone’s responsibility to protect and make proper use of Coveo’s assets. Our assets include our professional time, documents, books, records, equipment, supplies, buildings, information technology, and intellectual property. The nature of our operations also implies that we are often asked to use our clients’ assets and resources. We must always treat our clients’ property with the same respect and degree of care as we would treat our own. The trust of our clients depends on it.

**5.1 Intellectual Property**

Coveo has a number of intellectual property assets, which include ideas, copyrights, trademarks, trade names, patents, logos, computer programs, creative materials, inventions, data and know-how. Intellectual property is one of our most valuable assets. Coveo owns all intellectual property that is created by employees in the course of employment and by contractors in the course of their mandate.

Unauthorized or improper use of intellectual property can lead to a loss in their value to the detriment of us all. Intellectual property should not be used or disclosed without appropriate safeguards, such as non-disclosure agreements or licenses.

Conversely, we must respect the intellectual property rights of third parties and obtain proper licenses for any software, images, fonts, code, video or other media. When using open source software, be sure to comply with any terms of use and beware of the impact of any such terms on third parties’ intellectual property.
5.2 Cybersecurity

Information technology is central to the conduct of our business. We all have a role to play in the prevention of disruptions and misuse of our information technology resources. You are expected to comply with Coveo’s policies, including the Use of Computer Systems Policy provided for in the Canadian Employee Handbook and all related policies that apply based on your jurisdiction.

Remember that we make informational technology and electronic resources available to you to facilitate your work and increase your productivity. While you are allowed to make limited personal use of our electronic resources on your own time, it should never incur costs to Coveo, interfere with your work, or threaten the security, integrity or speed of our systems and networks. Electronic resources made available to you remain Coveo’s property. You should have no expectation of privacy when using them, as we can monitor and log the use of our resources for security purposes and to ensure compliance with our policies. Everything that is stored on, received on or sent from Coveo’s electronic resources is the Company’s private property alone.

5.3 Confidentiality

As part of our business, we receive and store a vast amount of documents, information and communications on a daily basis. During the course of your duties at Coveo, you will likely have access to confidential information. Inappropriate use or disclosure of confidential information can lead to serious consequences or disciplinary measures. “Confidential information” generally refers to any type of information or knowledge which, if disclosed, could harm Coveo. It includes, but is not limited to:

- Personal information on employees, directors, suppliers, clients and business partners;
- Account numbers;
- Customer and supplier information;
- Non-public information about our finances, processes, methods;
- Legal matters;
- Software programs;
- Intellectual property;
- Strategic or business plans; and
- Other competitively sensitive information.

As a default position, you can safely assume that if business information is not posted on Coveo’s external website, it is confidential. Any business information that might, if disclosed, be valuable to Coveo’s competitors or harmful to a member of a Coveo community must be carefully protected.

Reporters, market professionals such as analysts, investors, advisers, brokers and dealers, security holders and even members of your communities may ask you for information concerning Coveo. Unless you are specifically authorized to do so, you must not discuss company matters with, or provide company information to these parties, including via social media. If you are unsure of whether you are authorized to provide information to these parties, check with your manager or with the legal team. If a third party approaches you for comments on a Coveo matter, politely decline and refer them to an authorized company spokesperson. Any disclosure of company matters must be made in accordance with Coveo’s Disclosure Policy.
5.4 Protection of our Assets

We must always protect Coveo’s assets and ensure their efficient use. Theft, carelessness, and waste, including irresponsible spending, impact Coveo’s profitability and so directly affect us all. Coveo’s assets are to be used for legitimate business purposes. Incidental personal use is allowed, but if you wish to use a company asset in support of your charitable or other professional activities, you must obtain permission from your manager (in the case of employees) or the chair of the Risk and Governance Committee (in the case of directors).

You should never use Coveo’s assets to commit illegal or unethical acts, including:

- Hacking or accessing the internal computer system or other resource of another;
- Sending email or objectionable content in violation of applicable laws, including anti-spam laws; or
- Participating in any form of espionage.

If you are authorized to access another entity’s internal computer system or other resource, record such authorization for future reference and do not exceed the scope of such authorization.

All data residing on or transmitted through Coveo’s computing and communications facilities, including email and word processing documents, are Coveo property. Such data may be subject to inspection, retention or deletion at any time with or without your knowledge, consent or approval, unless such knowledge, consent or approval is required by applicable law.

5.5 Recording and Reporting

All of Coveo’s books, records, accounts and financial statements must be maintained in reasonable detail, must properly and accurately reflect our transactions and must conform to applicable financial reporting and accounting laws and to our system of internal controls. It’s important for all of us to keep, record and act on data promptly and accurately, including filing expense reports, submitting invoices and producing accurate budgets and forecasts. We must not try to coerce, manipulate, mislead or fraudulently influence anyone engaged in performing an audit or review of Coveo’s financial statements.

Similarly, Coveo’s submissions and filings with securities regulatory authorities and other public communications must be timely, full, fair, accurate and easy to understand. Colleagues or authorized Coveo spokespersons may ask you to provide information necessary to ensure that Coveo’s public disclosures meet these criteria. If called upon, you must provide responsive, prompt and accurate information.

If you have concerns or complaints regarding questionable accounting, internal accounting controls, public disclosure or auditing matters, you should submit those concerns or complaints in accordance with our Whistleblowing Policy.

6. Waivers of this Code

The Risk and Governance Committee must recommend, and the Board must approve, any waiver of the requirements of this Code for a director or executive officer of Coveo. A waiver will be granted only in extraordinary circumstances and on a case-by-case basis. As required by applicable law, Coveo will disclose the granting of such waiver to a director or executive officer.
7. Non-Compliance

Compliance with this Code is mandatory. Failing to comply with this Code can lead to serious consequences for all of us. If you contravene the rules contained in this Code, you expose yourself to administrative and disciplinary measures, which can include termination of employment or contract. Certain violations may also require Coveo to refer the matter to appropriate governmental or regulatory authorities for investigation or prosecution. If you are a vendor or supplier of Coveo, you are also required to comply with this Code. Failure to comply with this Code may amount to a breach which may result in termination of your agreement with Coveo, as set forth in your contract with Coveo.

Moreover, any manager who directs or approves of any conduct in violation of this Code, or who has knowledge of misconduct and does not immediately report it, may be subject to disciplinary action, up to and including termination.

8. Reviews and Amendments

The Board, with the assistance of the Risk and Governance Committee and the Audit Committee, together have the responsibility for monitoring compliance with, and interpreting this Code. This Code may be amended at any time by the Board. The current version can be found on our website.

Last reviewed and approved by the board of directors of Coveo on February 1, 2024.