COVEO SOLUTIONS INC.

CODE OF BUSINESS CONDUCT

Adopted on: November 16, 2021
1 PURPOSE AND SCOPE

At Coveo Solutions Inc. (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 communities 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, or consultant of Coveo, or any third party we do business with, then this Code applies to you and you are included in “we”, “our” and “us”. In this code, Coveo employees, directors and concerned third parties 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, mandate or affiliation with Coveo, you must remain committed to preserving the integrity of Coveo’s information, assets and resources.

1.2 How to 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 an 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@Coveo”.

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, this Code is not an employment contract. The obligations set out in this Code are in addition to, and not in lieu of, any obligations set out in any 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 or a 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;
- Respect all applicable laws, regulations, policies and directives applicable in the jurisdiction(s) in which you work;
- Seek for 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);
- Cooperate in internal inquiries and investigations.

If 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 a possible misconduct;
- Monitor compliance of the people you supervise;
- Enforce our standards and rules of conduct consistently and fairly;
- 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. If you are reluctant to report to him or her, 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. 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 a 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. Therefore, Coveo does not tolerate harassment (including sexual harassment), bullying, violence or discrimination, especially on the basis of race, colour, sex, gender identity or expression, pregnancy, sexual orientation, civil status, age (except as provided by law), religion, political convictions, language, ethnic or national origin, social condition, a handicap or any other status protected by law or Coveo policies.

A person who believes that he or she is being harassed should immediately report the situation to our human resources team. A complaint can be made verbally or in writing.

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.

3.2 Health, Safety and Security

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 – 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.

3.4 Environment

By the nature of our operations, we have a relatively limited impact on the environment. However, this should not stop us from adopting smart and responsible practices. We strive to make responsible, sustainable choices to protect the environment and we urge you to do so too.

4 OUR REPUTATION AND INTEGRITY

4.1 Conflicts 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.

4.2 Social Media

Coveo has adopted a Social Media Policy, and you are expected to review such policy periodically and follow it at all times. The Social Media Policy states among other things that you should be careful and assume accountability for what you post online, for instance by making it clear that the opinions that you are expressing are strictly your own and do not reflect the opinions of Coveo.

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 to 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 Gifts and Other Benefits

Offering or accepting gifts or other benefits may put Coveo and yourself in uncomfortable situations. Using your best judgment is key, but you are generally allowed to accept gifts or other types of benefits that meet all of the following criteria:

- They are infrequent;
- They are worth less than $200 and are objectively reasonable in the circumstances;
- They do not include cash, gift cards or discount coupons, regardless of their value;
- They arise from activities related to your 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 offered openly rather than secretly;
• 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 you or Coveo if made public; and
• They do not create or appear to create a situation of conflict of interest.

You must decline any gift, entertainment service, discount or any other benefit other than those that meet all of these criteria and declare it to the legal team.

You are also expected to obtain an approval from your manager before offering any gift or other benefit for business purposes.

4.6 Corruption and Bribery

We are subject to the laws of Canada and other jurisdictions where we operate, most of which have anti-corruption and anti-bribery laws. Coveo believes in fair, free and open markets, and has no tolerance for corruption. Offering or receiving bribes is strictly prohibited.

“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.

4.7 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;
• Use language that may suggest anti-competitive practices

4.8 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 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 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.

These principles apply to Coveo securities, but can also extend to the securities of our clients or suppliers, when you possess non-public material information about them.

Additionally, as further detailed in the Trading Policy, Coveo employees are prohibited from engaging in short sales, transactions in derivatives in respect of Coveo Securities (such as put and call options) or any other hedging or equity monetization transaction in which an individual’s economic interest and risk exposure in Coveo Securities is changed (such as collars or forward sales contracts), as these transactions may result in actual or perceived contraventions to applicable securities laws and/or inappropriate conflicts of interest.

4.9 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.

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, patents, logos, computer programs, creative materials, inventions, data and know-how. Intellectual property is certainly 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 misuses 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.

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 or 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 most probably have access to confidential information. Inappropriate use or disclosure of confidential information can lead to serious consequences. “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;
- 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 Nominating 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;
- 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 Records 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 influence fraudulently 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 Nominating 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.

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  REVIEW AND AMENDMENTS

The Board, with the assistance of the Nominating 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.