

CODE OF CONDUCT

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*Freely quoted
from Jason Fried*

"You don't create a culture. Culture happens. It's the by-product of consistent behavior. If you encourage people to innovate, and you give them the freedom to innovate, then innovation will be built into your culture. If you reward open communication, then open communication will be built into your culture."

Preamble

The Code of Conduct is the foundation of good corporate governance. Building on our mission and our core values, the Code of Conduct describes the principles of legally and ethically correct behavior both within the company and outside in all interactions with customers, partners, suppliers, competitors, investors, government agencies and the public.

The Code of Conduct applies to all employees including any regular employee, Tricentis-paid temporary employee, contingent worker (which includes agency temporary employees, independent contractors, and vendor employees), and intern of Tricentis and its subsidiaries irrespective of employment or hierarchical position.

Our Philosophy

Tricentis stands for IT solutions in Software Test Automation. We are the leader in Software Test Automation according to the Gartner Magic Quadrant.

"The success of Tricentis is based on the innovativeness of our product. We distinguish ourselves by our ability to provide excellence in software testing that responds to the needs of the market. The value we place on creativity and competence motivates us to innovate tirelessly."

We also stand for responsibility in our Management. Integrity and honesty as well as a respectful open communication with our employees and business partners are the basis of our daily work. Our Code of Conduct reflects our promise always to do the right thing.

THE CODE OF CONDUCT

Principles of Ethical Conduct

Full compliance with the applicable laws of the countries in which we operate is a matter of course and goes without saying. Tricentis is committed to international standards such as the principles of the United Nations Global Compact and the documents it is based on like the ILO'S Declaration on Fundamental Principles and Rights at Work, the Rio Declaration on Environment and Development, the UN Convention against Corruption or the United Nations Universal Declaration of Human Rights.

We expect the same from our business partners and vendors.

A Safe and Respectful Workplace

"Providing working environment as comfortable as possible for all employees is a key factor for us in supporting them to do their jobs successfully."

Tricentis achieves success by embracing a broad diversity of ideas, perspectives, and backgrounds. We believe that a diverse workforce is a strong workforce. To this end, we follow principles of equal employment opportunity and we are committed to providing a safe, creative and productive work environment for all personnel.

At Tricentis we consider health and safety as an integral part of our corporate culture as well as a legal obligation. Healthy, motivated and committed employees are the most important resource for the ongoing success of our business.

We installed several Social Areas, where employees can communicate, take meals together or simply take a break from work. We also provide free drinks and fruit.

Additional we inform our employees through our guidelines about Benefits, Health and Sustainability and Compensation that we hand out with the onboarding process.

Maintaining the Health and Safety of Our Workplace

Tricentis does not permit anyone to be under the influence of illegal drugs or intoxicants, including the inappropriate use of lawful medications, when conducting Tricentis business, representing the company, or attending company-sponsored events.

While some drugs are legal for recreational or other consumption in specific locations and circumstances, Tricentis does not allow their use in any form in the workplace, during work events, or in any manner where they will affect your work performance. When representing Tricentis, alcohol should only be consumed as part of company-sponsored events and should never be consumed to excess.

Tricentis strives to be a tobacco-free workplace. We do not allow anyone to use tobacco products that emit smoke or vapor on Tricentis' premises, either indoors or outdoors except in designated outdoor areas.

If required by applicable law we do not allow anyone to sell or possess dangerous weapons, real or replicas, on Tricentis' premises or when conducting Tricentis business, representing the company, or attending company-sponsored events. Firearms are prohibited, except in limited circumstances where Tricentis is required by law to allow the possession of firearms and provided such firearms are handled according to all applicable legal requirements and Tricentis policies.

Protecting Against Discrimination and Harassment

We believe that everyone has the right to be treated with dignity and fairness. We do not tolerate unlawful discrimination or harassment against anyone based on race, color, religion, gender, gender identity or expression, marital status, age, disability, veteran status, sexual orientation, national origin, citizenship, or other classification protected by applicable law. Tricentis does not tolerate violent behavior, threats of violence, or acts of aggression.

We protect our personnel from harassment and any other conduct that may foster an offensive or hostile work environment. This includes unwelcome or unsolicited sexual advances, threats of physical harm or violent behavior, and use of discriminatory slurs or inappropriate remarks or jokes. This protection applies whether the conduct occurs on Tricentis' premises, at off-site business meetings, or through email, voicemail, text, instant message, or other types of communication.

We will promptly investigate any reports of harassment, discrimination, or workplace violence and take corrective action as needed.

IT Security

We take care of confidentiality by having implemented several internal security policies. All of our employees are obligated to adhere to our current IT Security Policy and Physical Access Policy.

Confidential Information, Intellectual Property, Data Protection and Privacy

Confidential Information

Information represents an essential success factor in everyday operations and in competition. The use of modern information systems enables efficient and professional work and it also includes a risk for data security. For Tricentis the protection of personal and business-related data and ensuring the functionality and integrity of our information and communication systems are top priorities.

All data and information created, stored or sent within the context of working with Tricentis are the property of the company. All such data and information, both physically and electronically must be treated confidential. All information is considered for internal use only and must not be disclosed to third parties. You must protect all confidential information concerning Tricentis, as well as any confidential information entrusted to Tricentis by third parties.

You should never disclose confidential information unless you are authorized by Tricentis or providing information to governmental authorities in accordance with law. Your duty to safeguard confidential information also applies to communications with your family members and friends, and continues even after your employment relationship with Tricentis ends. Tricentis' confidential information includes all non-public information that might be useful to competitors or otherwise harmful to Tricentis if disclosed.

If you have a legitimate business need to disclose confidential information, you should first get approval from your manager and ensure that a non-disclosure agreement (NDA) is signed by the party receiving the information. Do not disclose any more confidential information than is necessary for your business purpose.

Intellectual Property

Intellectual property includes patents, trademarks, copyrights and trade secrets. Tricentis' policy is to establish, protect, maintain and defend its rights in all intellectual property and to use those rights in responsible ways. We protect the confidentiality of trade secrets – ours, and those of our business partners, competitors and other third parties. We respect the trademarks, copyrights and patents of others and do not infringe on their intellectual property rights. We are careful to always obtain permission to reproduce or distribute books, articles, software or other copyrighted material. Tricentis Legal can assist with obtaining the necessary rights.

Data Protection and Privacy

Tricentis is a steward of our employees', vendors', customers', and other individuals' personal information. We take our responsibility seriously. We handle personal information in accordance with our internal and external privacy policies in a transparent manner and for legitimate and limited purpose only, and we comply with applicable global data protection laws to protect personal information entrusted to us as part of our business operations.

We ensure that the collection, processing and use of personal data are carried out exclusively within the legally permitted and operationally necessary scope and to protect such data from unauthorized disclosure, use or modification. This also requires all employees to handle information and IT systems carefully. Careless handling may cause significant damage to our company, employees and third parties.

International Standards and Rights

Human and Labor Rights

At Tricentis it is our conviction that full respect for human and civil rights needs to be the utmost foundation of the society in general but also in corporate life. We clearly reject and do not tolerate any form of human trafficking, forced, compulsory or child or underage labor, discrimination based on race, color, religion, gender, age, origin, national origin, disability, sexual orientation or on any other reasons in any of its operations, facilities and supply chain. All employees must meet the minimum age requirement set by local law. We also do not tolerate any form of sexual harassment, insults, aggression, hurtful or indecent behavior.

We comply with applicable labor laws and social legislation in every country we employ people. We are committed to providing equal opportunities and fair treatment for all employees worldwide in all employment-related decisions such as recruiting, promotion, training and development, compensation and termination.

Anti-Corruption and Anti-Bribery Compliance

Tricentis believes in conducting business with the highest level of integrity. Under no circumstances do we allow our personnel, or any third parties acting on our behalf, to give or receive bribes or kickbacks in order to influence a business outcome or obtain favorable treatment. We also keep accurate and complete records of our transactions. We do not allow anyone to falsify or conceal the improper use of our funds. Even the appearance of an undue influence must be avoided.

We comply with all anti-corruption laws worldwide that apply to our business including the UK Anti Bribery Act 2010. We train our staff and make sure they understand our Anti Bribery Policy. Also we monitor and review our policies regularly.

Tricentis is subject to all applicable international laws that regulate our interactions with government officials. Before you give or even offer anything of value to a government official, you are responsible for understanding Tricentis' policies and obtaining all necessary pre-approvals.

Global Trade Regulation

Tricentis is subject to a wide range of trade control laws in the countries where we do business. Many countries but also supranational bodies as the United Nations or the European Union have enacted laws and regulations to fight against terrorism, violation of human rights, human and drug trafficking, organized crime and money laundering. They impose numerous sanctions and embargos against countries, organizations, companies and individuals, import and export restrictions for certain goods and technologies, as well as prohibition of certain services and financial transactions. These controls affect activities like hiring people, financial transactions, electronic transfers of software or information, and even visitors who come to Tricentis' premises.

Tricentis adheres to all applicable trade control and anti-money laundering regulations.

Tricentis expects you to be aware of the basic trade control concepts that affect your role and job duties. If you know or suspect any activity that may raise a concern, you should promptly notify your manager and your Tricentis Legal representative for additional guidance.

Sustainability and Protection of the Environment

Tricentis is committed to managing the impact of our business through operational excellence in water conservation, energy efficiency and waste reduction. We foster a culture of environmental sustainability at all our locations worldwide. It is Tricentis' conviction to fulfill legal requirements relating to environmental impact. We advise our employees to act responsible in sparing resources and avoid waste.

Communities

Tricentis operates in many diverse communities and we strive to reflect the communities that we serve. We treat diversity and inclusion as a business imperative. Through sponsorships, contributions and participation in diverse communities we demonstrate our commitment to inclusion and celebrating difference.

OUR INDIVIDUAL CONDUCT

"We are each responsible for acting in an ethical way and complying with applicable laws."

Protection of Shareholder Interests

Tricentis takes an active role in managing conflicts of interest. A conflict of interest can arise from any personal activities or relationships that influence, or appear to influence, your ability to act in the best interests of Tricentis.

You are encouraged to be transparent so that potential conflicts can be identified early and appropriate precautions can be taken to protect both you and Tricentis. If you have a circumstance that potentially conflicts with Tricentis' interests, you must disclose it to your Manager and follow any controls deemed necessary for Tricentis to ensure that individuals who make decisions or are otherwise involved can exercise independent business judgment in Tricentis' best interest. Any activity that competes with Tricentis or opposes Tricentis' interests will not be permitted.

The following scenarios are among those that give rise to potential conflicts of interest:

Performing outside work, whether paid or unpaid, that is related to Tricentis' business or the work you perform for Tricentis. As far as not already ruled within the respective employment agreement outside work may include consulting, speaking engagements, authoring publications, and developing software or apps for non-personal use. Outside work will only be permitted if it is limited in scope, does not interfere with your work at Tricentis, and does not utilize Tricentis' resources. Performing work for a Tricentis competitor is not allowed under any circumstances.

Conducting Tricentis business with related parties, such as a family member, person sharing your household, or anyone else with whom you have a significant personal relationship. You are responsible for avoiding situations where your personal relationships may create the appearance of a conflict of interest. For example, you may be required to follow specific controls to avoid participating in or having influence over any business relationship between your related party (or their employer) and Tricentis. Similarly, significant personal relationships within a reporting structure may create a potential conflict or the appearance of a conflict and need to be disclosed for evaluation.

Taking personal advantage of corporate opportunities that are presented to you or discovered by you through your position with Tricentis or through your use of Tricentis property or information. You may only pursue such opportunities if you have received authorization from Tricentis, or if appropriate, the Tricentis Board of Directors or a committee of the Board.

Giving or receiving gifts or hospitality from any outside entity that conducts business or seeks to conduct business with Tricentis. Tricentis recognizes that business gifts and hospitality can establish goodwill, but they can also create conflicts of interest, violate procurement laws, or constitute illegal bribery if they are excessive, frequent, or appear to be used for improper influence. Gifts and hospitality may only be exchanged in accordance with Tricentis policies and the policies of the outside entity.

Business Records and Company Resources

Maintaining Accurate Books and Records

Tricentis is required by law to keep books and records that accurately reflect the true nature of our operations and finances. We ensure that all documentation is complete and correct.

It is a violation of this Code of Conduct and our company policies to intentionally omit, hide, or disguise the nature of any transaction or liability in Tricentis' books and records. Falsification of business documents, whether or not it results in personal or commercial gain, is never permitted and may result in termination of your employment or business relationship with Tricentis. Cash or other assets may never be maintained for any purpose in any unrecorded or "off-the-books" accounts.

You are never permitted to misclassify the account or accounting period of any transaction, or to misrepresent the nature of a transaction. You must obtain appropriate authorization for all Tricentis business transactions and provide all necessary supporting documentation in a thorough and timely manner. All transaction documents must be properly recorded and reflected in Tricentis' books and records.

Financial Reporting

Tricentis is required by applicable law to file public reports and communications with governmental bodies that provide full, accurate, and understandable disclosure of our financial condition and results of our business operations. Tricentis relies on its financial records and other business records in preparing these reports.

Tricentis' financial disclosures must be accurate and transparent and reflect the high quality and integrity of our accounting practices and records. Anyone who contributes to preparing or verifying these reports is responsible for ensuring that the reports contain all relevant and important information to enable stockholders and potential investors to assess the soundness and risks of our business and finances.

Your full cooperation with any investigation or review is expected to help ensure that Tricentis' books and records, as well as our financial reports filed governmental bodies, are accurate and complete.

Ensuring Proper Use of Tricentis' Assets

We expect all personnel to protect Tricentis' assets and use company resources only to perform legitimate business functions (and for reasonable personal purposes, as allowed by Tricentis' policies). This means you may not use Tricentis' assets for any function that you are not authorized to perform, for any illegal purpose, or for any matter that violates the letter or spirit of this Code of Conduct or other Tricentis policies.

You are responsible for any Tricentis assets that are under your control. It is important that you avoid any unauthorized use, alteration, destruction, disclosure, distribution, theft, waste, or other carelessness when handling Tricentis' assets. The improper use of Tricentis' assets may expose both you and Tricentis to legal liability and damaged reputation, and result in disciplinary action, including termination of your employment or affiliation with Tricentis.

Tricentis' assets include tangible assets (such as office equipment) and intangible assets (such as software programs; patents, trademarks, and copyrights; and proprietary and confidential information).



If you are authorized to use Tricentis funds, you are expected to spend wisely and follow all applicable procedures. You should avoid waste and verify that Tricentis gets proper value for any services or products that you purchase. For example, if you have a company credit card for business travel and expenses, you may only use it for the types of expenses permitted by Tricentis policies and you are responsible for submitting proper documentation for reimbursement.



Tricentis provides electronic equipment and network access, such as computers, telephones, and e-mail and voicemail services, to enable our workforce to be productive and efficient in their jobs. Any information pertaining to Tricentis stored on personally-owned equipment, and any information stored on Tricentis-supplied equipment or any third-party account created using an Tricentis email address (for example, an address ending with "@tricentis.com"), may be monitored, accessed, or reclaimed by Tricentis as necessary to meet business or legal requirements, as permitted by law.



You are responsible for confirming that Tricentis has the appropriate rights before you use, make copies of, transfer (externally or internally), or resell any copyrighted materials. Third-party software is an example of copyrighted material. You must ensure that any third-party software you use is properly licensed and only used in accordance with the licensing agreement and relevant Tricentis policies. Copyrighted materials also include software, manuals, articles, books, and databases. Please contact the Tricentis Legal department for more guidance with respect to copyrighted material.

Internal and External Communication, Social Networks and Public Speaking

Tricentis demands honest and respectful behavior in all forms of internal and external communication, regardless form and media used. We do not tolerate any offensive content, discriminatory or harassing text or picture, derogatory references to age, disability, ethnic origin, marital status, national origin, color, religion, gender or sexual orientation.

Tricentis supports the appropriate use of social media both personally and, if authorized, on behalf of the company. If you engage in social media, you are expected to protect Tricentis' brand always and adhere to Tricentis' key social principles of being authentic, involved, responsible, and respectful. Remember that you are responsible for what you say or post online.

Whether through social media or other forms of public speaking, you may not represent that you are speaking on behalf of Tricentis unless you are authorized to do so by Tricentis Marketing Department. At all times, you must protect against any unauthorized disclosure of confidential information belonging to Tricentis, our customers, or any third parties with whom we do business.

Public Policy Engagement and Political Contributions

Tricentis believes that public policy engagement is an important and appropriate role for employees when conducted in a legal and transparent manner. Political involvement is governed by specific laws and is often a highly regulated area. If you are considering becoming politically involved, you are encouraged to contact Tricentis.

DOING BUSINESS GLOBALLY

Fair Business Dealing

Tricentis adheres to these basic principles of fair business dealing:

- We communicate honestly to our customers, business partners, stockholders, and community members.

- We do not misuse the intellectual property of Tricentis or anyone else.

- We respect others and do not take advantage of anyone through manipulation, concealment, abuse of confidential or privileged information, or misrepresentation of material facts.

- We require all sales and other commercial transactions to be supported with documents that accurately represent the transaction. We do not omit or misrepresent any material facts in our records.

- We act with integrity and we comply with all applicable laws and regulations.

- We provide accurate reports and statements to our employees, customers, business partners, stockholders, and creditors, as well as government agencies and officials.

Interactions with Competitors

You are expected to conduct all interactions with competitors, including social activities, as if they were completely in the public view. Remember that your interactions may later be subject to examination and unfavorable interpretation.

Open and Fair Competition

Tricentis complies with all competition and antitrust laws that protect and support free enterprise. We believe that open competition leads to a vibrant marketplace where consumers have access to more choices and better products and services. We do not participate in activities that have the effect or intent of reducing or destroying competition, such as agreeing with competitors to charge certain prices to customers (price fixing), coordinating with competitors during competitive bidding processes (bid rigging), or dividing up markets by region, product, or customer (market allocation).

We do not enter into illegal agreements with our competitors, whether formal or informal, written or oral. Before we form joint ventures with other third parties, we are cautious to consider whether the joint venture may have unlawful anticompetitive effects.

*Although
we compete
vigorously,
we play
by the
rules*

- We gather competitive intelligence lawfully and without the use of deception.

- We do not seek to acquire, use, or disclose a competitor's trade secrets or confidential information. If you receive confidential information about a competitor accidentally or from an unknown source, you should immediately contact your manager to determine how to proceed.

- We communicate honestly and we do not make false claims or comparisons about our competitors or their products or services.

- You are expected to conduct all interactions with competitors, including social activities, as if they were completely in the public view. Remember that your interactions may later be subject to examination and unfavorable interpretation.

When Tricentis purchases services or goods, we ensure that our selection process is fair and we guard against conflicts of interest held by anyone responsible for making or influencing purchasing decisions.

Conducting Business with Government Customers

Tricentis is subject to unique requirements that are considerably stricter when a government entity is our customer or ultimate end customer (such as when Tricentis performs as a subcontractor) than when we work with commercial customers. A violation of these requirements can lead to serious financial and reputational harm and result in Tricentis being prohibited from doing business with the government.

If your work involves a government entity, you are responsible for knowing the specific requirements that apply. Always ask your manager if you are unclear about what is required.

Document Retention

If there is an actual or potential litigation or investigation, Tricentis may determine that it is necessary to preserve information regarding the matter, such as emails and other documents that might otherwise be deleted.

If you become aware of any internal or external complaint, demand letter, lawsuit, or other legal proceeding involving Tricentis, you should notify the Tricentis Legal department immediately. You are expected to comply with any document retention or preservation instructions that you receive from the Tricentis Legal department.

OPERATING THE CODE OF CONDUCT

Your Responsibilities under the Code

You are expected to comply with this Code of Conduct any time you perform work for Tricentis, represent the company, or participate in company-sponsored events, whether you are on or off Tricentis' premises.

This Code of Conduct does not list every legal or ethical issue that you may face during business; rather, it is meant to guide your actions and be applied using your common sense and good judgment. If you face a situation that is not covered by this Code of Conduct, ask yourself these questions to guide your actions:

Is it legal according to the spirit, as well as of any law that may apply?

Is it ethical and consistent with the principles set forth in this Code of Conduct and other Tricentis policies?

Would you want your actions reported publicly?

What would your family, friends, manager, and co-workers think of your actions?

Could there be any direct or indirect negative consequences for Tricentis?

How to Report Suspected Violations

As part of adhering to the principles outlined in this Code of Conduct, you are required to promptly report any circumstances you become aware of that may be inconsistent with or in violation of this Code of Conduct. No retaliation will be taken against you for reporting a suspected violation that you believe in good faith to be true. Your communication will be handled with discretion and kept in confidence to the extent appropriate and permitted by law and Tricentis policies. There are several ways that you can report a suspected violation of this Code of Conduct or any other Tricentis policies.

You may:
 Discuss with your manager.
 Speak with a Tricentis Legal representative

You should always seek to report to someone who you believe is neutral and not directly involved in the conduct you are concerned about. Your prompt disclosure to the appropriate parties is important. It enables Tricentis to handle the matter in the best way possible and provide a thorough and timely resolution.

If you believe Tricentis has not taken appropriate action in response to your reported concerns, you should report your concerns to the Tricentis CEO. Employees who become aware of a suspected violation should not attempt to investigate it or take action on their own. Reports of suspected violations must always be made in good faith.

In addition, employees may exercise their legal rights or duty to report possible violations of law to the appropriate governmental authorities at any time.

No Retaliation

Tricentis will not retaliate against you for reporting any concerns or potential violations of Tricentis policies, including this Code of Conduct, that you believe in good faith to be true. Retaliation is prohibited by our company policies, and anyone who retaliates may be subject to civil, criminal, and administrative penalties, as well as disciplinary action including termination of employment or affiliation with Tricentis.

Cooperating with Investigations

Tricentis takes seriously any concerns and allegations of misconduct. Tricentis will promptly investigate any reported violations or potential violations of its policies and take corrective action as needed.

Your good-faith cooperation in any Tricentis investigation is expected. This includes making yourself available to talk to an investigator, responding to Tricentis' questions with candor, and providing complete and accurate information to Tricentis. You must never alter or destroy records in response to any actual or anticipated investigation, litigation, or audit.

Tricentis will keep its discussions and actions confidential to the extent appropriate and permitted by law and Tricentis policies. However, over the course of an investigation, Tricentis may find it necessary to share information with others inside and outside of Tricentis on a "need to know" basis.

If you have questions about whether the issue you have raised is being appropriately addressed, you are always invited to contact your Manager

