



CODE

OF

**CONDUCT**

## Mitel Employees,

**At Mitel, we believe great communications enable organizations to thrive.** Mitel's mission is to deliver flexible, future-proof communications solutions that support each customer's needs today and their ambitions for the future.

Our expertise lies in a unique ability to provide customers with world-class solutions and partnerships that can grow and adapt with them throughout the lifecycle of their business communications needs. In this era of hybrid work and constant change, communications technology is the lifeblood of every organization. Every day our customers depend on Mitel to help them stay connected, and so do the citizens, students, patients, and end customers they support.

**Our values and our Code of Conduct serve as our guides to conducting our business with the highest integrity and the highest ethical standards.** Our values reflect Mitel's culture and guide our day-to-day actions with customers and colleagues. Similarly, Mitel's Code of Conduct and Ethics and related policies provide important guidance to conduct our daily affairs. They apply to all employees and directors of Mitel. As a team, we have worked very hard to build a successful and well-respected company. **We simply cannot – and will not – tolerate unethical or inappropriate behavior.**

If any of us is uncertain whether our action is ethical or have a question about embodying ethical conduct, we should talk to our manager or the Chief Compliance Officer. We may also report possible violations by calling Mitel's ethics hotline, where we may choose to remain anonymous. Now, more than ever, building a great company requires an unwavering commitment to the highest ethical standards. **EACH OF US IS ACCOUNTABLE TO DO THE RIGHT THING.**

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# Glossary of Key Terms

“Mitel” and “Mitel Companies” means Mitel (International) Networks Limited and all of its controlled subsidiaries.

“Company” means the Mitel company who employs you.

“Mitel Company” means any of the Mitel Companies.

## Purpose

Ethical behaviour, or acting in a way that is good and right, is a personal responsibility we all share in our work. Ethical behaviour goes beyond complying with the laws, regulations and policies that govern us; it involves performing our jobs with integrity and thinking through the potential impacts of our decisions and actions.

Mitel’s policy is to promote high standards of integrity by conducting its affairs honestly and ethically. The purpose of this Code is to guide Mitel’s Board of Directors, executives, employees and contractors on how to carry out our duties in an honest and ethical manner. We are all expected to understand the Code and refer to it to help ensure we take appropriate actions and make ethical decisions.

We must act with integrity and respect in our dealings with Mitel’s customers, suppliers, partners, service providers, competitors, employees, and anyone else with whom we have contact in the course of performing our jobs. While the Code does not, and cannot, deal with every situation that may arise, the principles outlined in the Code should be seen as a guide for honest and ethical decision making. When faced with an ethical dilemma or an uncertain situation, it can be helpful to ask the following types of questions:

- Would my action or decision comply with applicable laws and regulations as well as my Company policies and procedures?
- Is it consistent with both the language and the spirit of Mitel’s Code of Conduct?
- Could I justify my actions to my colleagues, friends and family?
- What are the possible results of my choices? Who might be hurt or helped?
- What is the extent of the harm? What is the nature of the help?
- Would I be comfortable seeing it reported in the news?
- Would I be fine with someone treating me the same way?
- Would another person’s input help to evaluate the planned action?

If the answer is ‘No’ to any of these questions, it may not be the right thing to do, and a different direction should be considered. In the event that our Code does not have the answer to an ethical question you are facing or provide sufficient detail on the appropriate action, first consult with your manager who will either provide additional guidance, refer you to the relevant policy/ procedure, or to the Mitel Chief Compliance Officer. See the table below entitled “Still Have a Question?” for additional information.

### Still have a *QUESTION?*

Your manager is always a great place to start for clarity on conduct specific to your role.

However, a number of internal compliance resources are available to you depending on your situation.

**For more information**, you may contact the Mitel Legal & Compliance Department directly:

**Greg Hiscock** at ext. 403813, Legal Department: (613) 592-2122

**Email:** [legal@mitel.com](mailto:legal@mitel.com)

**Reporting to** [mitel.ethicspoint.com](https://mitel.ethicspoint.com), [mitelmobile@ethicspoint.com](mailto:mitelmobile@ethicspoint.com) or find your local toll-free number **HERE** on InsideMitel.



# Values

Mitel's values demonstrate how we represent Mitel and determine what drives Mitel's strategic vision. Mitel aspires to embody the following values in all that we do for our customers, partners and employees.

## We're in it together.



We foster teamwork, open communication, cooperation, and alignment across all levels of our organization. Collaboration means trust, respect, inclusiveness, and mutual support. We value each other's time, well-being, and unique perspectives. We consider our impact on each other and the bigger picture of our organization, the market, the environment, and the communities we operate in.

## We're here for our customers.



Our customers are at the heart of everything we do and our reason for existing. Whether internal or external customers, we strive to deeply understand their needs and apply our expertise in innovative ways to help them power connections that power the world.

## We get it done.



We are committed to investing the necessary time, effort, and energy required to solve our customers' challenges and to advance Mitel's leadership in the market. We take ownership and creatively solve problems until the job is done. We move fast while balancing smart decisions and smart risk. We go above and beyond to support our customers, partners, and each other.

## We embrace the adventure.



We're proud of what we do. We seek opportunity in change. We proactively navigate the evolving demands of the organization, communications industry, customers, technologies, and circumstances, and bounce back from setbacks with resilience and resourcefulness.

## We challenge ourselves to grow.



We aim to thrive, and thriving requires a growth mindset and continual evolution. We prioritize progress over perfection, and we apply what we learn to improve ourselves, our products, services, solutions, programs, and operations. We challenge ourselves to innovate and to grow through calculated risk-taking and experimentation.

## Personal Conduct

How to comply with the Code: **KNOW YOUR RESPONSIBILITIES.** As employees, you are expected to:

- **Live Mitel's Values:** Make sure every action you take is professional and ethical and that your behaviour aligns with our values.
- **Understand and follow the Code:** Read the Code carefully and refer to it often, along with the policies that apply to your work.
- **Prioritize Mitel's business interests:** Always look out for Mitel's best interests when making business decisions or taking action.
- **Follow the law:** Get to know the laws that apply to Mitel and your job. Follow them consistently and ask questions if something isn't clear.
- **Stay Alert and Voice your Concerns:** Watch for potential violations of our Code, our policies or any laws and voice your concerns immediately.



## Health and Safety

Mitel strives to provide a safe and healthy workplace for employees and visitors to its premises. All managers have the responsibility of ensuring proper safety and health conditions for their employees. Management is committed to maintaining industry standards in all areas of employee safety and health, including industrial hygiene, ergonomics and safety. To support this commitment, we are responsible for observing all safety and health rules, practices and laws that apply to our jobs, and for taking precautions necessary to protect ourselves, our colleagues and visitors. We are also responsible for immediately reporting accidents, injuries, occupational illnesses and unsafe practices or conditions to our managers. Threats, acts of violence and physical intimidation are strictly prohibited. No talk of violence or joking about violence will be tolerated. As is the case with any violation of the Code, we have a responsibility to report any unsafe behavior or condition regardless of whether we are directly involved or are a witness.

Further information regarding health and safety can be found in the Mitel Company policy, as applicable to your location.

## Respectful Work Environment

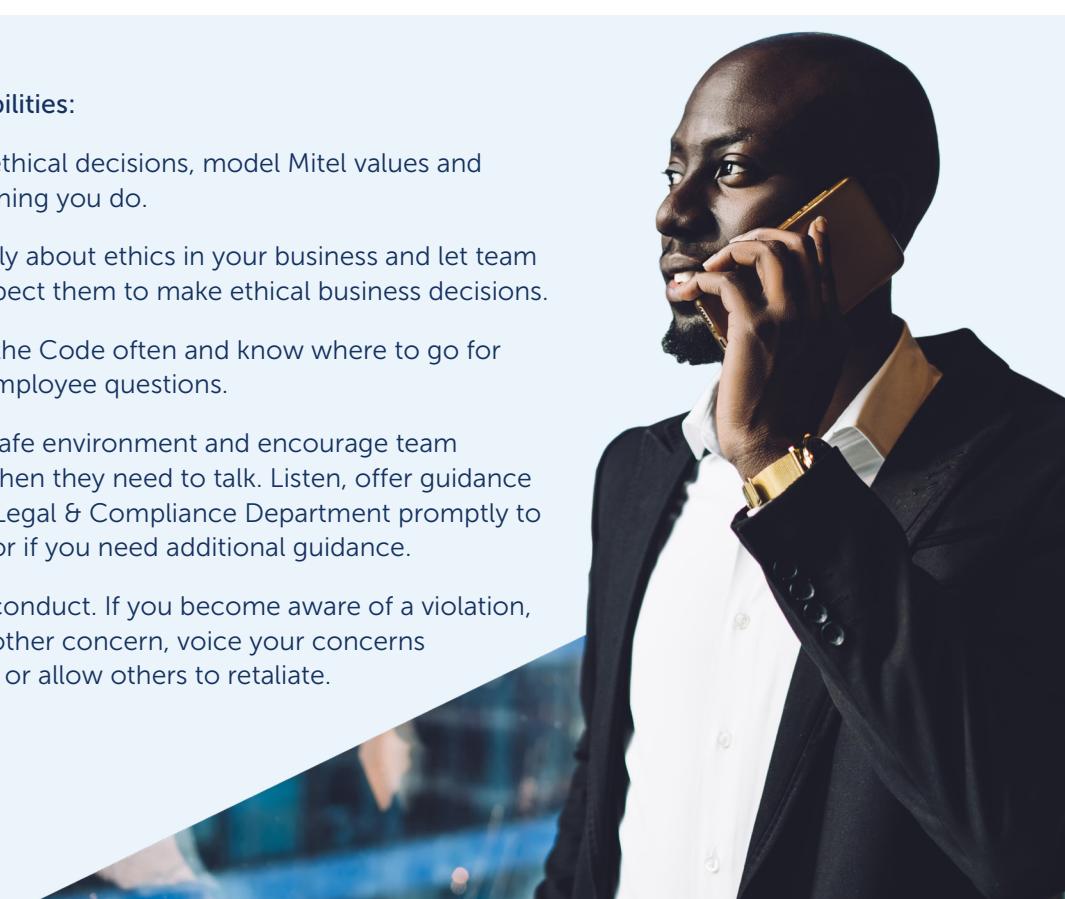
Mitel is committed to enhancing the work-life and relationships of Mitel's employees by providing a safe, healthy, supportive and secure workplace free from discrimination, harassment, sexual harassment or bullying. Each one of us is expected to contribute to creating a respectful workplace environment.

Any sort of intimidating or abusive behavior can seriously damage the victims, our work environment and reputation. We do not tolerate any form of discrimination and harassment.

If we believe our rights have been violated or if we have any other workplace concerns, we should consult our manager, Human Resources, the Legal Department or the Ethics Hotline. Mitel recognizes the sensitive nature of these claims and will work to ensure confidential treatment of the allegations in order to protect all involved. Any retaliation against any employee who reports harassment will not be tolerated.

### Leaders have additional responsibilities:

- **Be a Good Example:** Make ethical decisions, model Mitel values and demonstrate them in everything you do.
- **Set Expectations:** Talk openly about ethics in your business and let team members know that you expect them to make ethical business decisions.
- **Talk Up the Code:** Refer to the Code often and know where to go for resources and answers to employee questions.
- **Open Your Door:** Create a safe environment and encourage team members to come to you when they need to talk. Listen, offer guidance and follow up. Contact the Legal & Compliance Department promptly to report employee concerns or if you need additional guidance.
- **Take Action:** Watch for misconduct. If you become aware of a violation, a potential violation or any other concern, voice your concerns immediately. Never retaliate or allow others to retaliate.



As a manager, you have the special responsibility for building a culture of trust and ethics within your teams. The way you display your commitment to company values and principles sets the standards for ethical behavior and trust for your team to follow. Your success depends upon promoting a team environment where compliance is expected, and ethical behavior is the norm. Under no circumstances can you ask your team to break the law, or go against the company's values, policies and procedures.

As a leader, you are the ethical role model for your team members. Embodying the following will help you exemplify our corporate values and exhibit the highest standards of integrity:

- **Be Informative:** Help your team understand the seriousness of Mitel's expectations for ethical conduct. Communicate your personal support for company values and purpose, and be clear that you expect actions that are consistent with them.
- **Be Alert:** Always be on the lookout for situations or actions that may be unethical or potentially damaging to our reputation. Contact HR or the Legal & Compliance Department immediately if you suspect such situations and be careful to avoid even the appearance of implicit approval.
- **Be Open:** Assure your team that you are willing to listen, even if they have something difficult to say. Foster an inclusive environment where your team members feel comfortable asking questions and expressing their ideas and opinions.

When your team member raises a concern, you must carry out the following actions to assure them that they have made the right decision in approaching you:

- **Listen Carefully:** Thank the person for taking the difficult decision of speaking up, even if you disagree with them. Listen closely to what they have to say and show that you're focused on resolving the issue.
- **Maintain Confidentiality:** To the extent possible, protect the employee's privacy. Avoid discussing the conversation with others on your team.
- **Be Objective:** Continue to treat all team members with the same degree of fairness even if they've reported a concern or are the subject of the report.
- **Escalate to the Right Channels:** While you may be tempted to take ownership of the concern, you must assess whether it needs to be escalated to HR or the Legal & Compliance Department. If you have questions or aren't sure if you can resolve a concern on your own, consult your HR partner or the Legal & Compliance Department.



# Conflicts of Interest

A conflict of interest arises when personal, social, financial or political activities or business relationships are, or may be, in conflict or incompatible with the interests of the Company. Conflicts of interest expose our personal judgment and that of our Company to increased scrutiny and criticism and can undermine our credibility and the trust that others place in us. We must make all work decisions based on the best interests of Mitel and not on personal interests. Actual conflicts, or the appearance of a conflict should be avoided or disclosed to your manager or an officer of a Mitel Company, to be properly assessed and addressed. Carefully consider your own situation for any conflicts of interest, including taking personal advantage of opportunities discovered through your use of Mitel Companies' property, information or your position within your Company.

Most of the time, we easily recognize a conflict of interest. However, sometimes it is less clear that a particular activity or situation may cause or appear to cause a conflict of interest.

If you are uncertain whether your activities may constitute a conflict of interest, or even the appearance of a conflict of interest, consult with your manager, the Human Resources Department, the Legal & Compliance Department before taking action. Your obligation to provide written disclosure of conflicts of interest, or the appearance of conflicts of interest, continues throughout the time that you work at Mitel.

While it is impossible to list all activities that could pose a conflict of interest, the following are common areas where conflicts of interest can arise.

## **Employment of Relatives & Friends**

Mitel discourages us from hiring close personal friends or relatives in the same business unit, as it could lead to a potential conflict. The actions of family members and friends outside the workplace can also create a conflict if their actions affect our objectivity in the workplace.

## **Financial Interest**

Conflicts of interest may arise if either us or our family member has a substantial financial interest in a Mitel supplier, competitor or customer.

## **Corporate Opportunities: Gifts, Favours and Entertainment**

We have a duty to our Company to advance our legitimate interests should the opportunity arise. We should not take personal advantage of opportunities or favours offered to us by virtue of our employment with Mitel. We must be respectful of company property, information, and position, and make sure that neither us nor our family members use them for personal gain.

We should not accept, offer or authorize gifts, entertainment or other favours that are not a reasonable part of a commercial relationship. While gifts of cash are never acceptable, the occasional exchange of modest gifts and business courtesies, such as entertainment, sporting event tickets, meals or promotional items can build goodwill in business relationships and may be acceptable so long as the value of such courtesies or items is of a nominal value.

A gift or payment is inappropriate if it could influence or appear to influence a business decision. We should exercise good judgment in each situation, considering the nature of the gift or entertainment, its purpose, appearance, positions of the persons providing and receiving it, and the commercial context. Some exchanges may be seen as bribes and could tarnish the reputation of all Mitel Companies as well as the individuals involved. Further, there are anti-corruption and anti-bribery requirements for government officials that need to be followed as explained herein. We should not provide anything of value to anyone acting on behalf of a government entity, including elected, appointed, or others acting in an official capacity unless it has been first confirmed that the item complies with all laws and regulations and approved by management.

## Outside Business and Other Interests

While at work, we are expected to devote full-time effort to the business of Mitel. We should avoid any outside activities and/or employment that may interfere with performing our regular jobs or that is conducted during normal work times. Outside activities and employment should never involve the disclosure or use of proprietary, confidential, Mitel intellectual property, or Mitel Company information.

When outside employment is allowed, colleagues are still bound by all confidentiality and/or employment agreements with Mitel and all Mitel policies and procedures relating to confidential information. Further, you are expressly prohibited from personally benefitting from business opportunities that arise from the use of Mitel information or position.

Serving on the board of directors or an advisory committee of for-profit and non-profit organizations may present many opportunities for conflicts of interest. Before agreeing to become a member of the board of directors or an advisory committee of any organization, we should contact the Legal & Compliance Department to determine the relationship, if any, existing between our company and the organization and ensure activities relating to the organization do not create a conflict of interest or other problem. Mitel disallows all employees from serving on the board of directors of a company or organization that raises the potential for a significant conflict of interest (e.g., certain competitive, supplier or customer relationships).

## Charitable Activities

We may promote charitable causes to partners, customers, suppliers and colleagues, provided that we make it clear that we are acting on behalf of a charitable cause or organization and not on behalf of Mitel. We must exercise caution if generating donations while at work to ensure that partners, customers or suppliers do not feel that they are under any obligation to support the charitable cause or organization to maintain their relationship with Mitel and that colleagues do not feel pressured to make contributions or donations.

## Personal Political Activity

Mitel encourages personal participation in the political process in a manner consistent with all relevant laws and Company guidelines. We may support candidates or organizations of our choice through personal contributions or by volunteering so long as we separate our personal political activities from our work. This ensures that we maintain transparency, honesty and integrity with our stakeholders and each other. To continue lawful participation in politics:

- We respect the political opinions of all our colleagues even if they are different from ours, and not force our views on them.
- We do not conduct political activities on company time or use company resources such as telephones, computers, or other supplies.
- We do not use Mitel letterhead, company e-mail, or reference our business address or title when we express a personal view in a public forum (such as a letter to the newspaper).
- We obtain prior approval from the Chief Compliance Officer when we run for office or get appointed or elected to office.
- We never contact lawmakers on behalf of Mitel or lobby with lawmakers for Mitel's interests without getting explicit approval from the Chief Compliance Officer.

## Examples of CONFLICTS OF INTEREST:

- A manager **hires their nephew** in a supervisory role even though they do not have any experience and other candidates are better suited for the position.
- An employee uses their work account on certain tools and programs **to manage their own list of clients or to do work** for their personal business.
- An employee with access to Mitel funds **gives themselves a personal loan**.
- Mitel is supporting local food banks as part of its charitable offerings. An employee offers partners advantageous pricing on Mitel products in **exchange for a donation to the Mitel supported foodbank**.

## Not sure if there is a conflict of interest? **ASK YOURSELF:**

- Could this affect my objectivity?
- Could this influence the decisions I make on behalf of Mitel?
- Could an outside observer view this as a possible conflict?

If the answer to any of these questions is "yes" or "I'm not sure", **SEEK GUIDANCE**.





## Conducting Business at Mitel

### Compliance with Relevant Laws and Regulations

Mitel's operations and employees are subject to the laws of the countries and jurisdictions in which we operate<sup>1</sup>. It is important that we are aware of, and never intentionally violate, relevant laws and regulations. Violating relevant laws, regulations, or this Code, or encouraging others to do so, exposes Mitel to risk, including risk to its reputation. We should understand that violations of laws or regulations may also result in legal proceedings and penalties including, in some circumstances, civil and criminal penalties that could affect us personally in addition to a risk of adverse consequences to Mitel. We should also be attentive to changes in the law or new requirements that may affect our business team.

### Human Rights

We are committed to upholding fundamental human rights and believe that all human beings around the world should be treated with dignity, fairness, and respect. We ask that our suppliers and direct contractors demonstrate a serious commitment to the health and safety of their workers and operate in compliance with human rights laws. Mitel does not use or condone the use of slave labor or human trafficking, denounces any degrading treatment of individuals or unsafe working condition, and supports our products being free of conflict minerals.

We are committed to following all applicable wage and hour laws and regulations. Anyone paid based on hours worked must report and record all time worked accurately in accordance with established local procedure.

### Third Party Partners

We believe in doing business with third parties that embrace and demonstrate high principles of ethical business behavior. We rely on suppliers, contractors, and consultants to help us accomplish our goals. They are part of the broader Mitel team and should be treated according to our values. To create an environment where our suppliers, contractors, and consultants have an incentive to work with Mitel, they must be confident that they will be treated in an ethical manner. We offer fair opportunities for prospective third parties to compete for our business. The way in which we select our suppliers and the character of the suppliers we select reflect on the way we conduct business.

### Truthful Marketing

It is our responsibility to accurately represent Mitel and our products in our marketing, advertising and sales materials. Deliberately misleading messages, omissions of important facts or false claims about our products, individuals, competitors or their products, services, or employees are inconsistent with our values. Sometimes it is necessary to make comparisons between our products and our competitors. When we do so, we make factual and accurate statements that can be easily verified or reasonably relied upon.

<sup>1</sup>See "Application of the Code of Conduct" section for more details.

## Fair Dealing with Customers, Suppliers and Competitors

Mitel is committed to dealing fairly with its employees, customers, suppliers and competitors. We are expected to promote Mitel products and services in an ethical manner and to provide sufficient information to allow partners and customers to make informed decisions voluntarily and without any form of coercion, fear of retaliation, or undue influence.

We are prohibited from taking unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice.

## Anti-Bribery

No matter where in the world we work, there is an applicable anti-bribery law or policy. As a Mitel employee, we cannot offer or provide bribes or other improper benefits to any officer, agent, or independent contractor acting on our behalf to obtain business or an unfair advantage. A bribe is directly or indirectly offering anything of value to influence or induce action, or to secure an improper advantage. All employees, officers, agents, and independent contractors acting on behalf of Mitel are expected to strictly abide by these laws.

If we require help understanding with any of these laws, we must contact the Legal & Compliance Department.



**WHAT IS "anything of value"?** Anything of value may include, but is not limited to, cash, cash equivalents, unusual or non-standard discounts, donations, travel expenses, entertainment, stock or gifts.

## Bribes to Customers, Suppliers, and Government Agencies

Bribery and improper payments can also arise in situations that do not involve a government official. The exchange of appropriate gifts and entertainment is often a way to build our business relationships. However, we must conduct business with partners, customers, suppliers, and government agencies without giving or accepting bribes including commercial bribery and kickbacks.

We must avoid participating in commercial bribery and kickbacks, or even the appearance of it, in all our business dealings. Even in locations where such activity may not, technically speaking, be illegal, it is absolutely prohibited by Mitel's Code. Moreover, we must only work with business partners who have a reputation for integrity and report any signs that a representative is unethical.

If we wish to report a case of bribery or have questions regarding how anti-bribery applies to us, we must contact the legal department.

**Someone in another country might tell you a bribe is customary there. It may seem like the easiest way to get something done, but it is always wrong. Don't ever pay it or allow anyone else to pay it.**

## Anti-Trust & Fair Competition

We believe in free and open competition. In addition, in most of the countries where we operate, strict laws are in force to prohibit collusive or unfair business behavior that restricts free competition. There are almost no circumstances allowed by law to enter agreements with competitors to fix prices, bid rigging, terms of sale, production output, or to divide markets or customers. In addition, attempts to discriminate in prices or terms of sale among our customers, or to otherwise restrict the freedom of our customers to compete, may sometimes be illegal. Legal issues may also arise if we refuse to deal with certain customers or competitors.

## Anti-Trust and Fair Competition Violations Not Involving Competitors

Depending on business justification and effect on competition, other practices not involving competitors may result in civil violations of the antitrust and competition laws. These practices include:

- Exclusive dealing,
- Bundling/package offerings,
- Resale restrictions, and
- Selective discounting

We should contact the Legal & Compliance Department with any questions about the legality of practices or conduct under the antitrust and competition laws. If we become aware of any potential violations, contact the Legal & Compliance Department or report anonymously through the Ethics Hotline.

## Trade Compliance

Mitel is responsible for complying with national and global laws and regulations that relate to trading activities and the import and export of products, services and technology. These regulations are complex and may change quickly as governments adjust to new political and security issues. If our work involves international trade compliance, it is our responsibility to know, understand and follow the laws that apply to our work and the movement of our goods. We also expect all our vendors to know and understand the laws that apply to their products.

If we work in our supply chain, we (and our vendors) must provide accurate product descriptions, correct tariff classifications, valuation information and country of origin statements for all items we import or export, whenever required. If we have a question or concern, we must report it immediately.

## Competitive Intelligence

Gathering information about our competitors, often called competitive intelligence, is a legitimate business practice. Doing so helps us stay competitive in the marketplace; however, we must never use any illegal or unethical means to get information about other companies. Legitimate sources of competitive information include publicly available information such as news accounts, industry surveys, competitors' displays at conferences and trade shows, and information publicly available on the Internet. We may also gain competitive information appropriately from customers and suppliers (unless they are prohibited from sharing the information) and by obtaining a license to use the information or actually purchasing the ownership of the information.

## Environmental Commitment

Mitel is committed to conducting business in an environmentally responsible manner and strives to improve our performance to benefit our employees, partners, customers, communities, and the environment. To do so:

- We use energy wisely and efficiently and employ technology to minimize any risk of environmental impact.
- We comply with the environmental laws that apply to us.
- We educate employees whose work affects environmental compliance with the permits, laws, and regulations that apply to their work.
- We educate and engage our employees and inform external stakeholders in our environmental efforts.
- We contribute to and partner with organizations that work towards environmental goals.
- We engage our supply chain in supporting our sustainability efforts.
- We work with suppliers with demonstrable environmental commitments, to the extent we can.

# Mitel's Reputation and Resources

## Confidential Information

During the course of performing our jobs, we may have access to confidential, proprietary or personally identifiable Mitel Company, employee, customer or third-party information ("sensitive information"). Sensitive information is information that is usually not known by the general public, that could provide an organization with some kind of business advantage or that may be harmful to a Mitel Company, employee, customer or third party if disclosed. Sensitive information includes, among other things, any non-public information concerning Mitel, including its businesses, financial performance, results or prospects, personal employee information including salaries, personally identifiable details, and any non-public information provided by a third party with the expectation that the information will be kept confidential and used solely for the business purpose for which it was conveyed. When we disclose this confidential information, we may lose Mitel's competitive advantage or the trust of the companies we work with. As a general rule, we should presume that any information we receive about Mitel, its partners, customers, suppliers or its employees is sensitive information. We may not at any time disclose or share sensitive information with anyone, except what is required to perform your job, permitted pursuant to Mitel's privacy policies or as required by law. Each of us must be vigilant to protect sensitive information against loss, theft, unauthorized access and misuse. We should use sensitive information only as authorized, keep it secure and limit access to only those who have a need to know in order to do their jobs. Where sensitive information is entrusted to people outside of the Company, efforts must be made to ensure the continued protection and confidentiality of that information. Failure to comply with the privacy policies and confidentiality obligations may cause irreparable damage to Mitel Companies or to others and may result in legal action.

## Sharing with Permission

Unless sharing information with external suppliers and customers is against the law, or company or business practice, Mitel encourages sharing information when it may improve the quality, or use of, our products. If Mitel proprietary information is to be given outside the company, we must ensure that a written confidentiality and nondisclosure agreement is prepared, and that proper controls are established to manage the flow of information.

We must protect and, when appropriate, enforce our intellectual property rights. We also respect the intellectual property belonging to third parties. It is our policy to not knowingly infringe upon the intellectual property rights of others.

## Privacy Laws

Protecting the privacy and security of personal information is a growing global concern. Many countries are enacting or strengthening privacy laws that govern the use of personal information and holding violators accountable. Mitel is committed to complying with applicable privacy laws in the countries where we conduct business, including laws regarding the cross-border transfer of certain personal information.

Mitel respects the privacy of all its employees, business partners and customers. We must handle personal data responsibly and in compliance with all applicable privacy laws and company privacy policies (including our records retention requirements).

For more information on Mitel's commitment to privacy and to understand what types of information are considered personal or sensitive information according to applicable local laws, contact our Data Protection Officer or Chief Compliance Officer.



**Mitel would like to gather information around gender, age and race about its employees around the world so it can develop a diversity and equity strategy, targeting offices where there is opportunity for improvement.** It depends. In some jurisdiction, aspects of this information can be collected on a voluntary basis to support diversity initiatives. In other jurisdictions, Mitel may be prohibited from either collecting this information or collection may be subject to certain preconditions. In all cases, Mitel needs to be transparent about how it uses any of the personal data it collects about employees.



**I am on the marketing team and I would like to share a list of Mitel customers with a new partner so they can send promotional materials for a new product offering? Am I allowed to do this?** Mitel needs to carefully review how it shares customer information, as well as how marketing materials are sent to our customers. Marketing emails are subject to privacy and other laws which, if violated, may have serious legal and reputational consequences for Mitel. Marketing messages must have specific content and include a link to unsubscribe. In addition, marketing email lists must be updated to exclude customers who have opted out of email marketing.

### Protection of Company Assets & Resources

Mitel relies on us to act as an owner of company resources and use them honestly and efficiently so we can better serve our partners and customers and maintain value for Mitel. We must use Mitel's assets — whether equipment, corporate credit cards or information — solely for the benefit of the Company. These assets are not for personal gain or for the benefit of others outside of Mitel. We keep the Company's assets safe from loss, theft, damage, inappropriate use or other forms of fraud.

Our intellectual property is among our most valuable assets. Intellectual property refers to creations of the human mind that are protected by various national laws and international treaties. Intellectual property includes copyrights, patents, trademarks, trade secrets, design rights, logos, expertise, and other intangible industrial or commercial property. It also includes work products created by employees and contractors in connection to our work duties and/or or using company time, resources or information (e.g., inventions, discoveries, artwork, software, etc.).

Copyright laws protect materials such as computer software, artwork, audio, presentations, and training materials. Patent laws protect documented inventions, trade secret laws protect proprietary information, and trademark laws protect the product and service names we use and the industrial designs in our business.

Our Mitel logo is the most recognized symbol of Mitel and is designed to reflect consistently Mitel's values and attributes. Professional use of the Mitel logo requires strict adherence to Mitel standards and trademark laws. You must consult with Marketing and obtain written approval before using the logo on printed documents, corporate gifts, and other items. [Mitel's Marketing Guidelines](#) provides us guidance on the use of the Mitel name and logo.

In case we suspect theft in the workplace, or become aware of misuse of company assets, we must report it immediately to our manager, Legal & Compliance Department or reporting to the Ethics Hotline.

### Records Management

Our records are our corporate memory, providing evidence of actions and decisions and containing data and information critical to the continuity of our business. Records consist of all forms of information created or received by Mitel, whether originals or copies, regardless of media. Examples of company records include paper documents, e-mail, electronic files stored on hard drive or any other medium (CD, DVD, USB data storage devices, etc.) that contains information about our Company or our business activities.

We must retain or discard Mitel's records in accordance with our records retention policies. Mitel legal counsel occasionally may issue notices regarding retention of records in the case of actual or threatened litigation or government investigation. We must abide by the directions contained in these notices, as failure to do so could subject the Company and employees to serious legal risks.

If we have questions about the record-keeping requirements that apply to our jobs, we must contact the [INSERT CONTACT INFORMATION].



**The retention period listed for records I keep seems far too short. I would like to keep them a few years longer, just in case I might need them. Is this ok?** No, record retention policies are determined by a cross-functional team to ensure we are meeting legal and operational objectives while managing risk and expense.

## Accurate Financial Records

Keeping accurate and reliable records is crucial to maintaining investor trust in our business, making good business decisions and meeting regulatory requirements. Investors rely on accurate and easily comprehensible information to understand our financial results and our business direction. Mitel is committed to recording, processing and analyzing financial information accurately and in accordance with legal and ethical business laws to earn investor trust. We also strive to ensure that this information is secure, and readily available to those with a need to access it.

Financial records include payroll, travel and expense reports, e-mails, accounting and financial data, measurement and performance records, electronic data files, and all other records maintained in the ordinary course of our business. All company records must be complete, accurate and reliable in all material respects. There is never a reason to make false or misleading entries. Undisclosed or unrecorded funds, payments or receipts are inconsistent with our business practices and are prohibited.

To provide investors with accurate information and help them make informed decisions, we must refrain from undertaking the following activities:

- Maintaining undisclosed or unrecorded funds or assets for any purpose.
- Making, or asking others to make, false, misleading or artificial entries on an expense report, time sheet or any other report.
- Giving false quality or safety results.
- Recording false sales or recording sales outside of the time period they actually occurred.
- Understating or overstating known liabilities and assets.
- Delaying the entry of items that should be current expenses.
- Hiding the true nature of any transaction.
- Providing inaccurate or misleading information for company benefit programs.

Reporting accurate, complete and understandable information about our business, earnings, and financial condition is an essential responsibility for each of us. We must ensure the following behaviors in our day-to-day activities:

- Comply with our records management policies and retention schedules for all business records (paper or electronic).
- Follow established corporate retention requirements before we dispose of any business record.
- Make open and full disclosure to, and cooperate fully with, outside accountants in connection with any audit or review of our company's financial statements.
- Review all expenses submitted by our team members and ensure they are accurate and truthful before approving them.

Additionally, we have the responsibility to report immediately to our manager, the Chief Accounting Officer or the Chief Financial Officer during the following circumstances:

- We have reason to believe that any of our company's books and records are being maintained in a materially inaccurate or incomplete manner.
- We are being pressurized to prepare, alter, conceal or destroy documents in violation of our company policy.
- We believe someone has made a misleading, incomplete, or false statement to an accountant, auditor, attorney or government official in connection with any investigation, audit, examination or filing with any government agency or regulatory body.

## Social Media and External Communications

Social media is of growing importance in the marketplace. It enables us to learn from and share information with our stakeholders, as well as communicate with the public about Mitel. While doing so, we must be mindful that our social media posts may have unintended consequences that could impact both us and Mitel. We must be mindful not to disclose confidential and/or proprietary information about our business, our suppliers or our customers. When we engage in our personal capacity on social media, we must make it clear that we are speaking for ourselves and not on behalf of Mitel.

As Mitel employees, we are not authorized to speak on behalf of Mitel unless authorized by our Public Relations team. We may also not give the impression that we are speaking on behalf of Mitel in any communication that may become public unless authorized. This includes posts to online forums, social media sites, blogs, chat rooms and bulletin boards. This policy also applies to comments to journalists about specific matters that relate to our businesses, as well as letters to the editor and endorsements of products or services.

To ensure professional handling, we must redirect any media requests to our Public Relations team at [pr@mitel.com](mailto:pr@mitel.com).

## Government Requests, Subpoenas and Litigation Holds

We should immediately contact the Legal & Compliance Department if we are contacted by law enforcement or other government officials with respect to our duties in most circumstances. Any information we provide to law enforcement or government officials must be completely honest and truthful. If we receive a subpoena related to Mitel or our work, we must immediately forward to the Legal Department for their review and response. If we become aware of pending, imminent or contemplated litigation or a government examination or investigation, we must immediately contact the Legal & Compliance Department. Our legal counsel will advise on any records and documents that may be relevant to the subpoena, litigation or investigation, and instruct us accordingly on retention of such records, including those that may otherwise be automatically destroyed or erased (such as e-mail and voice mail messages).

## Speaking-Up

At Mitel, we aim to conduct business with the highest standards of ethics, honesty and integrity. Each of us is responsible for preventing the violation of this Code and reporting concerns about any form of malpractice, improper action or wrongdoing by Mitel, its employees or other stakeholders. Mitel believes that any employee with knowledge of wrongdoing should not remain silent. Even when we don't have all the details related to our concern, we are encouraged to report it with the reassurance that Mitel will treat it seriously, fairly and promptly.

While Mitel works hard to identify, incentivize and reward those who do the right thing, it also takes the necessary action, including notifying relevant violations to the authorities and invoking employment consequences against those who reject our values, allow violations of this Code of Conduct or engage in other unacceptable conduct. Where violations occur, then improvements shall be openly discussed and implemented, rather than buried or hidden.

No matter whether you have actual knowledge or only a suspicion, Mitel encourages all of us to report any violation of this Code, the law, or any other Company policy or procedure<sup>2</sup>. You may report any violation anonymously or through appropriate channels, as detailed in the Speaking-Up Policy.

<sup>2</sup>See "Application of the Code of Conduct" section for more details.

# Application of the Code of Conduct

The provisions of this Code will be applied and enforced to the fullest extent permitted under local law.

However, when enforcing, interpreting and/or applying the provisions of this Code Mitel will, to the fullest extent that it is permitted to do so, comply with local laws and/or the terms of any local collective (or analogous) agreements between Mitel and you. In the event that a provision of the Code is unenforceable or in conflict with local laws or the provisions of the local collective agreement, wherever possible the provisions of this Code shall be modified so as to permit their application and enforcement to the fullest extent permitted, and such unenforceability or conflict shall not affect the validity of any other provision of this Code.

For the purposes of clarification, local law means the laws, regulations and rules of the country (and where applicable, state, province, county, canton, municipality or analogous, within the country) where you live. For employees who reside within the European Union, or EU, local law includes the laws, regulations and rules of the EU applicable to you.

In all circumstances, all Mitel employees are obliged to respect the universally accepted principles on human rights, labor standards, the environment and the fight against corruption, as set out in this Code of Conduct and our other related policies.

## Mitel Policies

You are required to comply with all properly established Mitel policies applicable to you, which includes all policies established by the Mitel subsidiary that you work for and any global Mitel policies that have been properly established in your country / region.

Not all Mitel policies are applicable to you. For instance, a health and safety policy established by Mitel Networks Limited in the UK, will only apply to employees of that Mitel Company.

## Whistleblower Hotline / Reporting Code Violations

Mitel recognizes that in some jurisdictions local law may impact the strict application of the requirements under this Code to report suspected violations of this Code or the use of the Whistleblower Hotline. Mitel will, to the extent that it is permitted to do so, comply with local laws and/or the terms of any local collective (or analogous) agreements between Mitel and you.

Employees in France and Germany are not obligated to report suspected violations of the Code and such reporting is purely optional. There will be no disciplinary consequence if an employee in France or Germany for non-reporting.

# Waiver Provision

Mitel will waive application of the policies set forth in this Code only where circumstances warrant granting a waiver based on the best interests of Mitel. Any waiver pertaining to an employee must be approved by the Chief Compliance Officer and by the Chief Executive Officer. Waivers of the Code for directors and executive officers may be made only by those members of the Board of Directors not involved in the possible waiver and must be promptly disclosed as required by law or regulation.