



EDITION 2024

Motive's code of Ethics and Conduct

motive



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“This Code of Conduct serves as a crucial framework, outlining the principles and standards that define Motive’s culture.

It acts as a roadmap, ensuring that all individuals within the company understand the expected behaviour and conduct in our daily work.”

By respecting the Code of Conduct, our company can build a culture of integrity, trust, and accountability, promoting a harmonious and ethical work environment for all.





The Code of Ethics and Conduct

Welcome to the Motive Code of Ethics and Conduct.

This foundational document serves as our guiding compass, **delineating the ethical parameters** within which we operate at Motive. It embodies our organisational ethos and shapes the expectations we have of ourselves and our partners.

This Code is an essential directive for all individuals within the Empathy Holdings family, from employees at every level to our esteemed Managers and Executive Board members.

Upholding the values and standards outlined within this Code is not just a requirement; it is a commitment we hold in high regard.

Moreover, we advocate for the adoption of similar ethical principles and values among our suppliers, contractors, partners, and all other external entities integral to our business landscape.




Integrity forms the cornerstone of our approach.

We prioritise not just the **articulation of ethical values** but their practical integration into our daily operations.

Our commitment to **honesty, respect, and accountability** extends to every facet of our dealings, be it with our customers, colleagues, society, or the organisation itself.

Furthermore, we emphasise strict adherence to the **legal boundaries** prescribed by the prevailing laws and regulations.





As an integral part of the Motive team, you are entrusted with the responsibility to

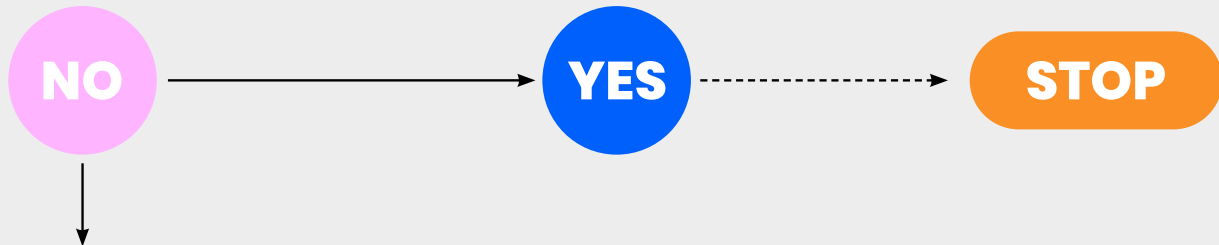
familiarise yourself with the tenets of this Code and actively apply its principles in your professional capacity. It is imperative to remain vigilant and address any actions that contradict the guidelines laid out here or contravene

the internal policies and external regulatory requirements. Together, through our collective adherence to these ethical standards, we foster a culture of accountability, transparency, and principled conduct.

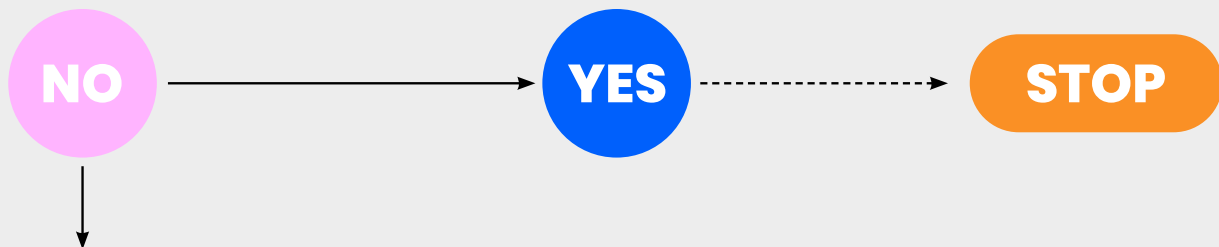
If you notice or receive information about any activity or circumstance at Motive that seems to go against this Code, please utilise the [Whistleblower Channel](#) provided on our website to report it.

If you have any uncertainties, feel free to refer to the outlined procedure before taking any action, or you can reach out to our Compliance Team at compliance@empathy.co. We're here to support and guide you through any concerns you may have.

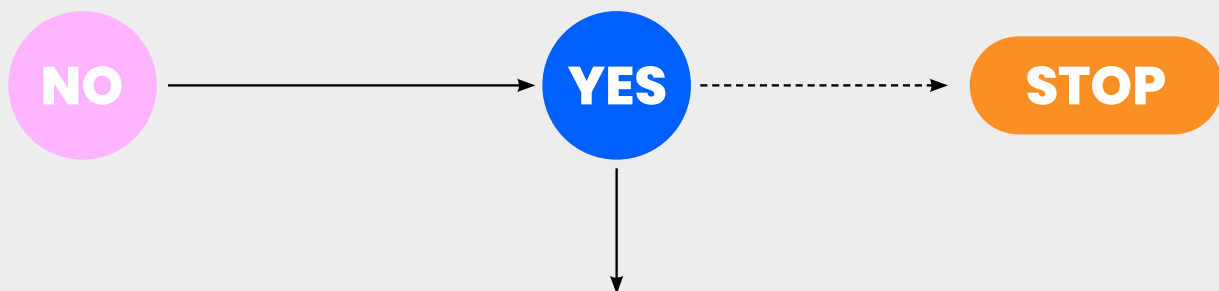
Does it violate any laws or regulations?



Is it contrary to Empathy's internal values or internal regulation?



Could my conduct be considered inappropriate or unprofessional?



In case of doubt, please contact the **Ethics and Compliance Committee**.

CONTACT US



Mission and Vision

Mission

Our mission is to level the ecommerce playing field for small and medium sized retailers.

We do this by giving them access to enterprise-level **ecommerce tools at an affordable and accessible price.**

We believe that all businesses, no matter their size, should have access to this technology; technology that is not only powerful, but gives retailers the opportunity to grow their business without relying on invasive data tracking practices to do so.



Vision

We understand the challenges of the modern retailer,

and have developed Motive Commerce Search to empower the growth of any sized shop. We support a movement of creative,

and innovative entrepreneurs who want to make a difference in the world of ecommerce. Together, we form a movement of people who care about each other, share their knowledge and experience, and collaborate on new projects and ideas across the entire ecommerce value chain.





Our beliefs

01

We believe in the power of ecommerce to **connect people, create opportunities, and transform lives.**

02

We believe that every shop owner and shopper deserves **fast, friendly, and flexible ecommerce experiences** that respect their privacy and ensure compliance.

03

We believe that data should be used to **empower, not exploit.**

04

We believe that **community is the key to success.**





Our goals, our values

Our goal is to level the playing field for small and medium sized retailers.

We do this by providing a set of tools based on our values as a company that will help them grow.



We offer these businesses the best technology with clear and honest pricing. We never set out to deceive, track or spy on our customers, and we celebrate their successes as our own.



Our conduct

5.1 Motive General Principles

A. Compliance with applicable laws and internal regulations

Making sure we play by the rules is a must around here. All Motive employees have to follow the laws and regulations in every country where we sell our products.

We've got our own set of rules too, and it's important for employees to stick to them. Any instructions related to these rules and procedures should be followed without a hitch.

We've got to keep everything in check, so it's crucial that any decisions made by Motive employees can be traced back to our rulebook. This means that whenever these decisions are reviewed by the company or any authorised third party, we've got to show that we've followed both our internal guidelines and the external rules.

We're committed to making sure our employees understand the ins and outs of the rules that apply to their jobs. If anyone notices that someone's not playing by the rules laid out in this Code, we've got a process in place for them to report it confidentially.

B. Human Rights Protection

We at Motive firmly believe that every person deserves to have their basic rights respected, and that's non-negotiable.

These rights are super important for people to grow and thrive as individuals.



We're all about spreading the word on respecting Human Rights, just like it's written in the United Nations Universal Declaration of Human Rights. It's a big deal for us to make sure these principles are followed in everything we do. When it comes to our partners, like suppliers and contractors, we're clear

about one thing: they've got to be on board with this too.

That's why we've set out specific rules in our Supplier and Clients Code of Ethics. We're not interested in working with anyone who doesn't take protecting and looking out for human rights seriously.

C. Sustainability and Environment commitment

We are deeply committed to actively participating in initiatives that **champion environmental responsibility, fostering the advancement and dissemination of sustainable technologies.**



Motive is resolutely dedicated to mitigating its environmental impact across the entire life cycle of its products. From the initial stages of product design and development to its eventual disposal, we meticulously integrate measures aimed at reducing and offsetting our environmental footprint throughout the various

processes of design, manufacturing, distribution, and sales.

In the performance of their work, Motive employees will promote the social and environmental sustainability of the company as a way of creating value for all its stakeholders in a responsible manner.



Likewise, in our interactions with customers, suppliers, and partners, our employees actively uphold and communicate our environmental principles, ensuring strict adherence to the environmental procedures and requirements pertinent to each specific case.

Any future expansions or construction undertaken by Motive will be executed in strict compliance with the prevailing regulations governing urban and environmental considerations. Our enduring commitment is to foster sustainable growth while maintaining a firm dedication to preserving and nurturing our planet.

D. Social Contribution

At Motive, we view Corporate Social Responsibility not just as a concept but as an integral part of our operational philosophy—a commitment to social and environmental betterment that benefits all those involved in our endeavours.

Our social commitment at Motive takes tangible form through sponsorships and direct involvement in social initiatives undertaken by the organisation itself.



We're passionate about supporting projects that foster social unity, inclusivity, and the protection of our natural environment.

In the same spirit, we actively encourage our employees at Motive to engage in volunteer programs and collaborate with non-profit or charitable organisations wherever we have a presence. We recognize the significant role we play in society and the environment, and thus, we prioritise both monetary contributions and non-monetary support for projects aligned with our ethical principles.

It's important to note that we steer clear of making financial donations to political parties, similar institutions, or individuals. Our focus remains firmly on making meaningful contributions to the broader societal and environmental landscape, in line with our enduring values.



E. Corporate reputation


Motive has a firm belief that our corporate image and reputation serve as invaluable assets, fundamental to maintaining the trust of our employees, partners, customers, suppliers, and society as a whole.

Each person affiliated with Motive has a responsibility to support the company's image and reputation in every professional interaction, taking into account the interests and well-being of local communities, particularly in the context of our global reach.

Similarly, Motive is dedicated to ensuring the proper and ethical use of the corporate image and reputation of our employees and partners

Motive employees are expected to exercise heightened vigilance and awareness during any public engagement, including media appearances, participation in professional events and meetings, social media activities, and any other public-facing efforts that may affect public perception of the Company.

Maintaining a positive public image is a collective commitment that permeates all aspects of our organisational culture.



Empathy Holdings is deeply committed to safeguarding both its own intellectual and industrial property, as well as that of others.

This encompasses a range of assets, including copyrights, patents, trademarks, domain names, reproduction rights, design rights, database extraction rights, and know-how privileges, among others.

This commitment extends to any products, market intelligence, price lists, advertising campaigns, or know-how that are classified as confidential information or are shielded by patents, trademarks, or copyrights. It is explicitly prohibited for any member of our team to utilise the works, creations, or distinctive symbols of intellectual or industrial property belonging to third parties without prior authorization confirming that the company holds the requisite rights and/or licences.

A photograph of a modern building interior, likely a multi-story office or commercial space. The image shows glass railings on upper floors, a large pendant light hanging from the ceiling, and a glass-enclosed staircase or elevator shaft. The lighting is warm and modern.

Furthermore, any intellectual or industrial property rights resulting from the work of our employees during their tenure with the company, pertaining to current and future Motive operations, will be the exclusive property of the company.

Motive will implement all necessary measures to uphold the protection of intellectual and industrial property rights, ensuring that all associated processes and decisions are traceable, well-substantiated, and subject to verification.

This will be achieved through the proper documentation of ownership of works, creations, or distinctive symbols, as well as the implementation of clauses that guarantee the originality and lawful use of third-party intellectual and industrial property rights.

Motive is ethically committed to the protection of personal data, ensuring strict compliance with national and international data protection regulations

At the heart of our code of ethics is the principle of limiting the collection and processing of personal data, reflecting our deep respect for individual privacy. As a result, our products are meticulously designed to function without the need to collect or process personal data, ensuring optimal functionality while maintaining the highest standards of privacy.

We understand that information and knowledge deserve special protection, and therefore all instances where Motive comes into contact with and processes personal data, such as that of legal representatives, customer contacts, and Motive's own employees, are treated with the utmost sensitivity and care in the scope of professional development.



**PRI
VACY
FIRST**



Recognising the fundamental right to protection of personal data,

we are committed to safeguarding the data of our customers, suppliers, employees and all other individuals associated with our business operations.

In line with this commitment, Motive maintains strict confidentiality for all classified information, as well as any other professional data accessed in the course of work.

Motive places paramount importance on adhering to the

necessary measures for the collection, storage, and access of data in full compliance with applicable regulations. We prioritise preventing any unauthorised access and diligently adhere to internal guidelines to ensure the responsible handling of data in all our operations.

Motive equips its employees with all the necessary tools and resources required to effectively carry out their roles.

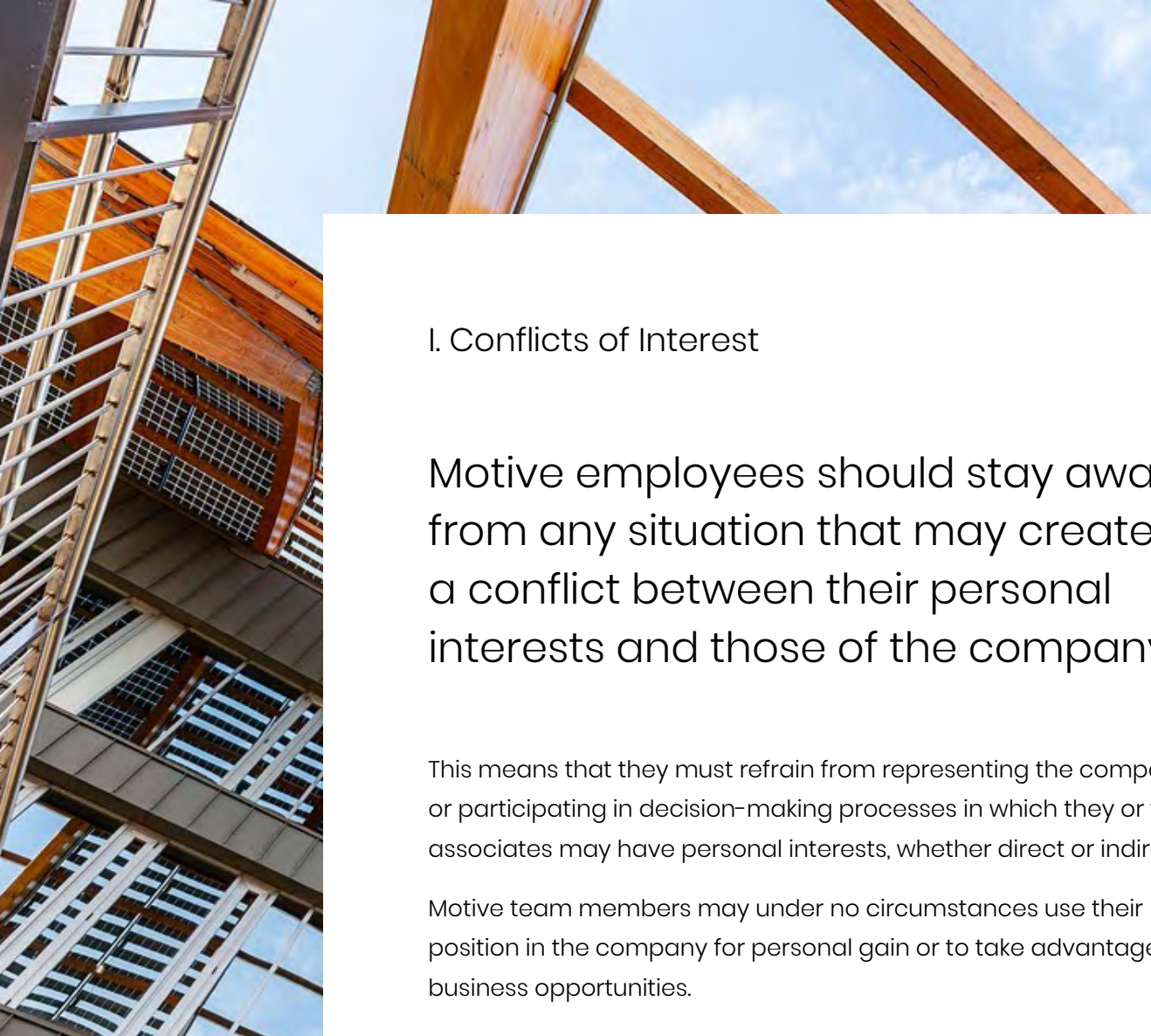
It is the responsibility of Motive to ensure that these resources are utilised responsibly, solely for the purpose of conducting official business. Any misappropriation of company assets provided for professional duties is strictly prohibited.

Furthermore, employees are required to obtain proper authorization prior to installing or utilising any computer programs or applications on devices owned by Motive.

In addition, all employees are expected to adhere to the security protocols implemented on company equipment and computer systems.



The oversight of these resources will be conducted in accordance with the guidelines established in the relevant company policies.



I. Conflicts of Interest

Motive employees should stay away from any situation that may create a conflict between their personal interests and those of the company.

This means that they must refrain from representing the company or participating in decision-making processes in which they or their associates may have personal interests, whether direct or indirect..

Motive team members may under no circumstances use their position in the company for personal gain or to take advantage of business opportunities.

During their time with Motive, employees are prohibited from soliciting, accepting, promising, offering or giving gifts, payments, commissions or any other personal benefits.

Moreover, they are required to report any personal gifts received or given, attendance at third party events as a guest, or the organisation of events where third parties are invited, unless prior approval is obtained from the Company.

Respecting the privacy of employees, Motive values the personal decisions made by its staff members in their private lives. In light of this, we encourage our employees to contact the Ethics and Compliance Committee if there is any conflict of interest, whether personal or involving family members. This ensures the integrity and professionalism of their roles within the company, with a strong emphasis on maintaining confidentiality and privacy.

J. Corruption, bribery and fraud

We are firmly against all forms of corruption and have zero tolerance for fraud in any situation

Unethical practices aimed at manipulating people or gaining unfair advantage have no place in our organisation. We are committed to operating within the bounds of the law, and we categorically prohibit any form of payments, commissions or privileges for unethical purposes. When it comes to business-related meals or travel, we strictly adhere to the guidelines set out in Empathy Holdings' Expense Policy and Travel Policy.

In addition, Motive maintains a strictly neutral stance on political matters, refraining from providing direct or indirect funding to political parties or associated organisations, their representatives or candidates.



All employees have a duty to report any violations of applicable anti-corruption rules to the Ethics and Compliance Committee.

K. Tax liability and prevention of anti-money laundering

Money laundering and the financing of terrorism pose serious threats to the progress and well-being of society.

All individuals associated with Motive must adhere to relevant legal provisions and the guidelines outlined in this Code, as well as the Supplier and Customer Codes of Ethics. It is vital to be vigilant in cases where there are signs of questionable integrity in business relationships.

At Motive, we are dedicated to implementing best practices recommended by regulatory authorities in tax and fiscal domains. We refrain from seeking undue advantages for the company in tax matters and ensure that the information provided to authorities is accurate and reflects the true state of the company

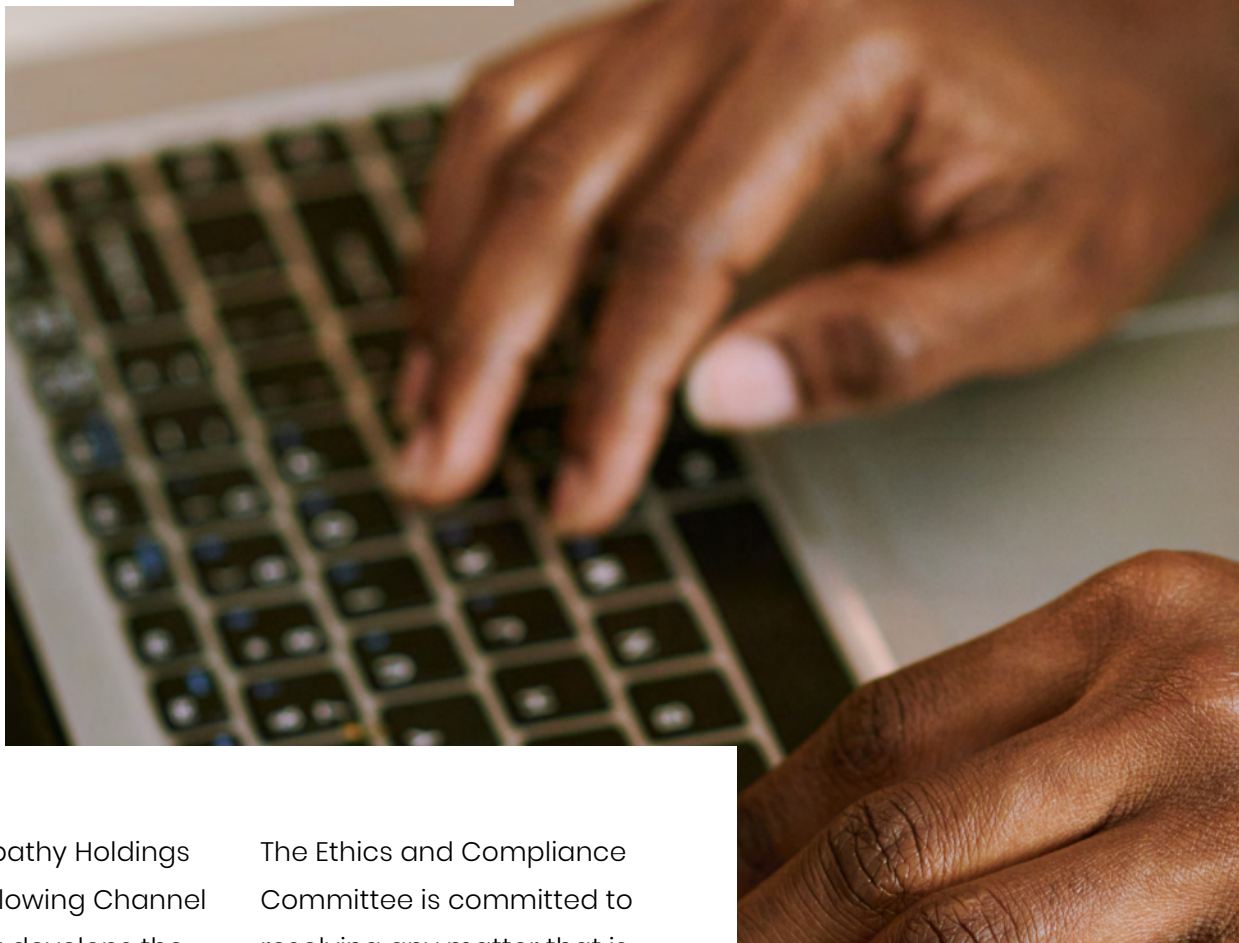
Additionally, any public aid, subsidies, or funds received by the company are used exclusively and diligently for their designated purpose.

L. Whistleblowing Channel

Empathy Holdings has made a channel that allows to communicate confidentially those actions that may be considered to violate the principles set out in this Code available to its employees and any person involved with the organization (customers, suppliers, partners...)

The Ethics and Compliance Committee may act on its own initiative or at the request of any duly identified employee or stakeholder.

Complaints may be communicated to the Ethics and Compliance Committee through the Motive website at the following link [here](#).



In addition, Empathy Holdings has a Whistleblowing Channel Procedure that develops the requirements contained in this section.

The Ethics and Compliance Committee is committed to resolving any matter that is submitted to its competence.



M. Free Markets

Motive operates in the markets with a commitment to fairness and a regard for promoting open market competition, in full adherence to both national and international regulations.

Our approach to competition involves steering clear of any deceptive, unfair, or anti-competitive tactics, and we abstain from unfairly discrediting our competitors.

When obtaining information from external sources, including competitors,

we ensure that it is done ethically and in line with relevant antitrust laws.

Furthermore, we are diligent in safeguarding against any potential breaches of trade secrets when welcoming new individuals into the company.

5.2 Employees

N. Diversity and Inclusion

Motive values diversity and inclusivity, recognizing the enrichment that different perspectives bring to an environment of equal opportunity.

We are staunchly opposed to any form of discrimination, actively preventing any actions that could impede the enjoyment of human rights and freedoms, regardless of factors such as origin, nationality, race, gender, or any other characteristic.

In line with the latest remote work regulations, Motive ensures that all employees have the necessary tools to fulfil their professional roles, adhering to statutory guidelines.

To uphold these principles, Motive has implemented comprehensive policies and protocols to prevent and address all forms of harassment, including sexual harassment and gender-based violence. Additionally, we actively encourage our employees to undergo bias awareness training, promoting empathy and respect in all facets of our operations.



Our company maintains a strict policy against harassment and abuse of authority, fostering a work environment that is both physically and psychologically secure and supportive.

We establish processes and protocols grounded in objective criteria to prevent any form of discrimination.

Training serves as a cornerstone for enhancing our employees' skill sets. We allocate time and resources to ensure their continuous growth, fostering a culture of knowledge expansion and professional advancement without favouritism.

Every role within the company is clearly defined, accompanied by distinct career paths for each. This ensures that all employees understand the expectations and requirements of their positions.

Such clarity aids in conducting performance evaluations objectively, enabling informed decisions concerning employee development.



Moreover, at Motive, we prioritise achieving a genuine equilibrium between employees' professional and personal lives.

We offer benefits such as remote work options and flexible working hours to support this balance effectively.

Preserving Health

Motive has a duty to provide all employees with safe, healthy working conditions and to enhance these continuously.

01

We **comply with the Guidelines** on health and safety at work.

02

If a dangerous situation arises, we make sure that our colleagues are **informed appropriately**.

03

We act cautiously so as **not to endanger others**.

04

We report all **hazardous incidents** to our managers.





Safety at Work

We perform regular hazard assessments and take measures to minimise risks. We provide the equipment needed to be comfortable and avoid risks.

We train our employees on health and safety, and share guidelines with recommendations to keep the workstation safe, even in their own home. We provide them with an annual medical examination and every employee has the opportunity to have health insurance for them and their family with the aim of promoting health care.

5.3 External relations

Q. With customers

Ensuring our customers' satisfaction with the services we provide is the foremost goal of our business operations.

All interactions between Motive and its customers are meticulously documented in a legally appropriate manner, outlining the rights and responsibilities arising from these associations with precision



At Motive, we prioritise values of transparency, confidentiality, and trust in all our dealings with customers

Our employees are required to engage with customers based on principles of respect, dignity, and fairness, considering the diverse cultural backgrounds of each individual. Discriminatory behaviour is strictly prohibited, and we offer special support for the integration of disabled or differently-abled individuals into the workforce.



In promoting our products, Motive employees are committed to maintaining an honest portrayal of their attributes, refraining from any misrepresentation or distortion.

Our promotional activities are conducted with integrity, ensuring that we do not provide false or misleading information that could misguide our customers or any third parties.



R. With providers

Motive employees are expected to maintain a professional, ethical and polite relationship with their suppliers.

In selecting suppliers, we prioritise objectivity, privacy and transparency, balancing the company's interest in securing the best terms with the goal of fostering long-term relationships with ethical and responsible suppliers.

All suppliers working with Motive must respect the human and labour rights of their employees without exception. Our procurement activities strictly adhere to applicable regulations and corporate procedures, with particular emphasis on the Supplier Code and the Procurement Policy that complements our internal guidelines.

In addition, no Motive employee is authorised to offer, provide, solicit or accept any kind of gift, favour or compensation, whether direct or indirect, that may influence decision-making in the performance of their professional duties.



Corporate Social Responsibility

Motive's Code of Ethics and Conduct has been approved by the Ethics and Compliance Committee

on XX, XX, 2023 and will remain in force until its revision or modification is approved.



Reviews of the code, as well as of the policies that complement it, will be carried out by the Ethics and Compliance Committee as often as necessary to ensure its effectiveness and that its contents are in line with the most relevant ethical and compliance issues for the organisation, and will be duly communicated to all company employees.



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