

# CODE OF CONDUCT



**“Act with Integrity & Prepare for Success”**

**PARIS - NEW YORK - LONDON - SÃO PAULO – SINGAPORE  
MIAMI - DUSSELDORF – MADRID - MILAN**

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## I. OVERVIEW - CODE OF CONDUCT

In daily business at S4M, we will face many situations that require individual decision making, some can be challenging due to misleading factors. Each action by S4M's employee reflects on the company and will always carry an effect, large or small on the reputation and integrity of the company. Every employee at the company is a S4M ambassador. Everyone is expected to use our common sense and sound judgment in their respective roles in the company. This code of conduct acts as a supporting document for everyone in the company.

### **Purpose**

This code of conduct (hereafter referred to as The Code) is a set of self-regulatory disciplines applied for all S4M employees, regardless of their positions, locations, to conduct business and carry out their responsibilities with integrity. The Code provides guidelines to act ethically and legally in a variety of circumstances. It is a crucial part of S4M's company culture that shows our fundamental expectations for honest and moral actions concerning everyone's professional and personal behaviors.

### **Amendment and update**

As a mobile advertising company, to cope with fast changes in technology, intellectual property rights and applicable laws, The Code is subject to amendments and updates periodically. The modification of The Code ensures up-to-date standards and efficient conducts of S4M's business.

### **Coverage of the Code**

The Code will not cover all the aspects of daily business activities and situations. Nevertheless, it exists to provide the most common standards and principles for conducting business on behalf of S4M. The goal is to offer each employee with helpful recommendations in various situations.

All S4M directors, executives, officers, and employees at the Headquarter or any international subsidiaries should understand and follow the instructions of The Code, as well as comply with all statements in The Code.

The Code applies to all staffs working in any department at SAM4MOBILE SAS, including those working for S4M, Yanco, Fusio and Studio projects.

### **Inquiries and Contribution**

Understanding The Code thoroughly, as well as implementing it into our daily business conduct is vital. Thus, the Board of Directors welcomes any inquiries and contributions to improve The Code for it to be more comprehensive and relevant to everybody. We expect every staffs to be familiar with The Code despite of their geographical locations, or languages. In brief, your supportive opinions and contributions related to The Code are highly appreciated.

If you have any questions or requests regarding The Code, please feel free to discuss it with your direct supervisors or managers. Particularly, should you have any doubts or would like to seek proper consultation before taking any course of action, it is important to raise these inquiries with an immediate

supervisor. Regardless, each employee's common sense and best judgement should be a priority and The Code is not intended to act as a substitute.

## II. APPROPRIATE & ETHICAL CONDUCTS FOR S4M EMPLOYEES

### 1. Compliance of The CODE when performing your tasks

#### 1.1. Protecting S4M's Copyrights and Intellectual property

SAM4MOBILE®, S4M®, Yanco® by S4M, Fusio® by S4M, Studio brand names and trademarks as well as Advertising virtual platforms, proprietary formats including the 3D Cube and Video2Store and the entirety of the [www.s4m.io](http://www.s4m.io) website (including any content names, title, design, text, image, photographs, logos, videos, and so on) are important Copy Rights and Intellectual properties owned by S4M or by its subsidiaries. These above mentioned items are the products of non-stop contribution and devotion for discovering and developing new technology. Therefore, all S4M employees must have full obligation to use and to protect those intangible assets in an appropriate manner.

These intellectual properties are valuable assets representing the image and competitive advantages of S4M. It is prohibited to use or distribute S4M intellectual properties without official permission in written from the company. The improper use of these assets could lead to damage of the company's reputation or result in unexpected consequences. Any unauthorized usage of these assets will be subject to legal actions and punishment.

#### 1.2. Keeping confidential information and trade secrets

Confidential information and trade secrets are valuable assets of S4M, which should not be shared externally for any purposes or intentions and should be prevented from any leakage. Thus, S4M employees currently working or those who will eventually leave S4M, must not disclose or ask other partners to disclose any confidential information belonging to S4M, S4M's clients, suppliers, or other vendors, unless with prior written permission. Confidential information and trade secrets include but are not limited to S4M's business plans and projects, sales and financial data, customer or supplier lists and personal information, labor contracts, S4M's software, programs, and information technology system, and so on.

To prevent any intentional or unintentional attempts to disclose S4M's confidential information, S4M has applied different levels of empowerment and delegation authority in using the company's software, including but not limited to SalesForce, , Fusio, Studio, and Accounting software namely Idylis and Sage. Nevertheless, any employees with authority to access to this data must not extract any data for personal use or disclose them to unauthorized people. All sensitive and important documents must be carefully arranged and protected with key locks, passwords and all trashed documents must be properly destroyed to prevent the leakage of confidential information.

Each S4M staff must not discuss any sensitive or confidential information in public places, such as in restaurants, hotels, elevators, corridors, restrooms, in any public transportation, and so on.

Every staff has an obligation to safeguard any information that our vendors, partners, clients, and suppliers provide to us, and commit to perform the same non-disclosure principles. Any attempts to utilize confidential information for personal gains or “insider trading” are prohibited.

S4M explicitly prohibits employees from participating in or financially benefit from the generation of invalid traffic (IVT), the purchase, sale or resale of IVT (except for the sole purpose of company and/or sanction research), linkages with suspect business partners and lack of transparency in IVT actions.

### **1.3. Developing S4M’s software and advertising products**

When designing and developing software, platform, advertising formats or advertising messages to be displayed in any digital mediums for S4M, all IT staff and developers must utilize their own knowledge and experience to perform their tasks. Copying, duplicating, or using unauthorized software of other parties are discouraged as doing so will contaminate the credibility of our products and the integrity our company. More importantly, unauthorized usage of other parties’ intellectual property is illegal and can be considered as a crime of thief, hence exposing company to complicated and costly lawsuits. For these reasons, all employees involved in developing S4M’s software are prohibited from any attempts to use other parties’ unauthorized software or intellectual property, any violation will result in strict punishments.

Besides, in designing the advertising messages for mobile campaigns, none of our products should contain words or images that are illegal, violent, offensive or pornographic.

Creativity is a treasure and S4M highly values every employees’ creativeness.

### **1.4. Use of S4M’s and third-party software and technologies**

The usage of S4M’s software and technology is only granted to duly authorized partners, who have mutual written agreements with our company, including our clients, suppliers, and advertising agencies.

Similarly, we are commit against the use of unauthorized software and technology. All third-party software and technologies must be licensed by the company and we must adhere to the limitations or the restrictions in the usage, copy or distribution of these properties.

### **1.5. Principles in collecting and using data**

To create mobile advertisements and launch advertising campaigns, we are required to collect and use large amounts of data relevant to our stakeholders, i.e., audience or consumers, client data, or even data related to our operations. We understand our obligation to collect, use, manage and distribute these data with the highest responsibility. When necessary, we will implement appropriate technical measures to secure and retain data. Our data treatment follows applicable rules, regulation and laws.

### **1.6. Using and protecting S4M’s assets**

All employees are responsible for appropriate usage, management, and protection of S4M’s properties and tangible assets.

It is not permitted to take any equipment, machines, documents, or other assets out of the company without prior permission from your superior managers.

None of S4M's resources and assets must be used for personal purposes. Computer system, supplies, any property under your possession must be properly used for business purposes only and must be secured to avoid unauthorized usage from others.

Depending on each individual's tasks and responsibilities, S4M staffs are equipped with personal computers or laptops, accessories, badges, keys, lockers, mobile phones, Master Cards, and so on. Everyone must be accountable for the usage and protection of these items.

### **1.7. Ensuring accurate accounting records, financial reports, and auditing activities**

All regulations related to the accuracy, timeliness, fairness of accounting books and financial reports are clearly stated by national and international laws. Thus, it is crucial to maintain understandable, accurate, full, and fair accounting records, books, and reports, which truly reflect our daily business transactions.

We are expected to accurately and carefully:

- Input accounting and financing data related to any transactions that may arise during our daily business activities to reflect the true movements of all accounts.
- Record as much details as all transactions and fully indicate our assets and liabilities, revenues and expenses.
- Ensure all transactions and accounts are recorded in the correspondent accounting period, supported by original and detailed documents, invoices, and receipts.
- Perform all reports in accordance with jurisdiction and conduct auditing activities in independent and precise ways.
- Ensure no misleading information are recorded or given to internal and independent auditors. Any falsifications in accounting records, books and record maintenance are prohibited and strictly punished.
- Ensure all accounting and financial data and information are concealed by Accountants, financial officers or auditors.
- Comply with applicable jurisdictions related to accounting and financial matters.

The responsibility of honestly and fully recording information falls on every member of S4M, who are involved in daily business activities and transactions of the company. These full and accurate data play a critical role in the decision making process of the Board of Directors, hence, no falsification and mistakes should be permitted.

### **1.8. Handling conflicts of interests**

Conflicts of interest are likely to happen when you find an opportunity and must decide whether to utilize it in your personal interest or in the interest of the business. Sometimes, the conflicts of interest are not evident and can hence be difficult to take the right decision. In these circumstances, you should inquire with your superior managers or the Board of Directors for direction on the correct actions. They are best placed to provide you with an optimal solution for each situation. Below are some examples among hundreds of possible situations where conflicts of interest might arise and recommended suggestions for your behavior:

- You have an important role in the negotiation process of a contract with suppliers or clients and hold key information or a key position at S4M. In this case, you should not utilize your advantages to ask for or to receive personal benefits, including but not limited to money, gifts, gratuities, discount, loans, and so on from any side. Your acceptance of these benefits, even when they are minor or above nominal values, are the origin and starting point for the continuity of gift giving habits and dependence in the future. As the circle of give and take continues, you might not be able to make objective and correct decisions with the parties that have offered benefits to you. Instead, you should reject any personal offers and act objectively in any situation. Any of your family members should not receive any gift or benefits from the suppliers, clients or vendors on your behalf.
- When you have an opportunity to advance your responsibilities, you are encouraged to do it for the sake of S4M. In contrast, using our company's opportunity and resources for personal advancements in your career or personal gain are not permitted.
- Business dealings should be clear and direct. Doing business with your families, friends and relatives are discouraged in any situations because this might lead to subjective and unfair decisions.
- S4M does not restrict your personal entertainment with any entities, but none of these entertainments should affect or potentially affect your business activities or your decisions regarding your role at S4M.
- Some employees might have duo jobs in different companies. However, they should separate their works so that they do not interfere with each other. Moreover, the use of one company's resources, information, documents, or property for the business purposes of another is strictly prohibited. Particularly, employees are prohibited to work or keep minority interests in our competitors, vendors, or clients. They must not utilize S4M's information to compete or threaten the sustainability of S4M in the future.

Any conflicts of interest that arise during your business works should be clearly indicated and disclosed to the Board or your superior to show your integrity and honest to the company.

### **1.9. Covering up mistakes and fraudulent actions**

Making mistakes might be unavoidable when performing your tasks. However, there are always solutions to solve these problems if you are willing to bring them to light. Whenever making a mistake, you should report and discuss it with your managers or supervisors for correction. Covering up mistakes only makes the problem worse and might bring up serious damage for both the company and yourself, especially when you try to cover it up with any mean. More seriously, it could become an opportunity for our rivals to compete against us and to destroy our business performance.

Fraudulence, the action attempting to cheat or deceive others, is illegal. Any intentional fraudulent conducts are subject to strict discipline, including fines and imprisonment. This is in violation of law, which all of us must do our utmost to avoid. To do so, S4M must ensure that there are not any intentional

falsification in our records or misrepresentation in any of our products, services, document, and data offering to clients or public, in any of our accounting, financial or business reports to the government or third parties. S4M strictly follows the applicable law, all our personnel should also act in accordance.

### **1.10. Other internal regulations**

Accompanying with The Code, S4M issues other rules, principles, and internal regulations to effectively manage and direct all activities and aspects of our business. These rules and regulations, in addition to The Code, form a complete set of standards to guide the whole company in a unified directions toward integrity, productivity and success.

## **2. Proper conducts when cooperating with colleagues**

Since our establishment in 2011, S4M has expanded worldwide with more than 100 employees and executives and with operations in France, United Kingdom, United States, Brazil, Singapore, Germany, Belgium, Italy, and in the coming time, Spain. The cohesion of dynamic and talented teams is key to our success. Therefore, we hope all S4M personnel will follow the following recommended principles to strengthen our unity and further develop our business.

### **2.1. Non – discrimination**

S4M always strives to offer all qualified employees with equal opportunities without discrimination of age, gender, marital status, pregnancy, origin, nationality, religion, color, sex, sexual orientation, and other characteristics protected by law. This non-discrimination applies to all employment procedure, terms and conditions, regarding but not limited to hiring, recruitment, promotion, rewarding, evaluation, disciplining, compensation, termination, and so on.

All S4M employees should also respect this policy with equal treatment to every colleague and contribute to the tight coherence among our members. Any involvement in aggressive behavior to degrade or to discriminate other members of S4M will not be tolerated. S4M is committed to maintain a workplace without contempt and discrimination.

### **2.2. Non - harassment**

Everyone's dignity should be respected. Everyone has the right to live and work without fear of harassment, conscription or intimidation. The following list provides some examples of harassment:

- Offensive behaviors or undesired physical contacts
- Using words or body gestures to criticize someone's appearance, or personal life
- Creating unwelcome terms or nicknames that upsets the victims
- Offensive jokes or comments to humiliate others
- Any attempts to outrage others

These actions go against our morality and philosophy of mutual respect and should never be present in the workplace. Anti – harassment is the responsibility of everybody.

### **2.3. Maintaining a workplace without drugs, threats, and violence**

Law prohibits any activity related to drugs, alcohol, threats, and violence; hence, S4M requires all employees to refrain from these activities. Likewise, all members of S4M must contribute to protecting our workplace from these serious social problems.

S4M will apply up to the highest disciplinary actions if any violation of this policy is reported.

### **2.4. Ensuring a safe working environment**

S4M understands clearly the importance of a safe working environment, hence, we strive to maintain a workplace where the safety for all employees is a priority. In addition, S4M ensures the best sanitary conditions with clean, tidy and well-equipped working environment.

Being a member of S4M, everyone must comply with all regulations and standards of safety. When threats or high probability of working accidents are apparent, everybody has the right to refuse to work or to leave the workplace to protect their health and safety and to call emergency agents to resolve the problems.

All employees hold a considerable responsibility in keeping a safe and economical working environment, they are required to perform, including but not limited to the following duties:

- Before leaving their workplace, all employees must turn-off all electrical devices, such as lights, computers, air conditioners, and so on, as well as all water taps in the restrooms and dining areas.
- All employees are responsible for keeping their offices clean, especially the electrical tools, and request periodic maintenance of these devices.
- Everyone must strictly abide by fire prevention and evacuation plans
- It is prohibited to bring any flammable materials into or to smoke inside the company

## **III. APPROPRIATE & ETHICAL CONDUCTS WHEN DEALING WITH OTHER ENTITIES**

### **1. Integrity when dealing with Governments and Authorities**

#### **1.1. Compliance with applicable laws**

With operations in several countries and four continents, S4M needs to adhere to all applicable international laws as well as national laws and jurisdictions of each host country. The law dictates, so, if any provision of this code or of our rules and regulations does not respect with the law, we will follow the guidelines and standards set by law.

#### **1.2. Anti – Bribery**

Many countries prohibit actions of bribery and corruption regulated by their laws, such as the U.S Foreign Corrupt Act and The UK Bribery Act. These laws regulate and give strict punishments to any individuals or enterprises, which give gifts, gratuities, benefits to government officials in exchanged for any commercial and business advantages. Therefore, S4M employees are prohibited to give or offer benefits to any third parties or individuals without permission from the Board of management.

### **1.3. Fair competition and Trade restrictions**

Compliance with fair competition laws and trade restriction regulations is important for doing business. We commit not to involve any illegal actions to affect fair competition, to harm or block our competitors.

Therefore, we should not involve in an arrangement or agreement with our vendors, clients, supplier, or representatives of clients to affect the market price of our products and services, terms of sales, discount, and commission policies, or dumping. Any actions regarding these activities, if discovered, might not only be subject to legal issues and risk being brought to court but also damage the reputation of the company.

### **2. Integrity when dealing with our partners, clients, suppliers and competitors**

Any transactions with our clients, partners and suppliers must go through precise negotiations and agreements with official documents, which must be validated by signatures.

We avoid any unfair actions, bribery, improper gift giving and entertainment, which might damage the image of the company. These unfair dealings include but are not restricted to abuse, dissimulation, or misrepresentation of market information to take advantages of others.

We adhere to fair competition and we must act accordingly when competing with our competitors.

We must not discuss with our competitors or any of their representatives about our products, services or non-disclosure data and information. Likewise, we should not attempt to illegally use or exploit our competitors' non-disclosure information.

We respect our partners, clients and suppliers and cooperate with them on a win-win basis. We must not take advantage of them with privileged information or abuse our authority or positions in the company. We must not give to or receive any gifts or gratuities from any of them. More importantly, we commit to protect all data and non-disclosure information provided by our clients, suppliers or partners.

To sum up, all our behaviors and actions have a strong effect on S4M's reputation of integrity, hence, acting with self-accountability, uncompromising honesty, and adhering to company's policies, rules, regulations, and all applicable laws are expected. S4M expects all employees to refer frequently to The Code and always act for the integrity of our company.

## **IV. IMPLEMENTATION & ADMINISTRATION OF THE CODE**

### **Implementation**

All employees, officers, executives, managers, and directors of S4M are required to comply with all the standards of conducts regulated by The Code.

### **Administration of the code**

The Board of Directors and Managers in subsidiaries are responsible for managing, training and coaching their subordinates to properly implement and apply this code in their daily business activities.

### **Reporting Unethical conducts**

Every employee of S4M has the responsibility to maintain and uphold the ethical standards in this code. Any witness or observation of violations to The Code should be reported honestly to the Board of Directors or your direct managers. Our company highly appreciates this action and commits to protect the safety and will keep their personal identity confidential.

**Prohibition of Retaliation or Retribution**

Any attempts for retribution or retaliation against those who report unethical conducts or assist in the investigation process are prohibited and shall be considered as a violation of The Code.

**Disciplinary actions for any violation**

Any violation of this code shall be subject to strict disciplinary actions, up to and including dismissals, depending on the seriousness of the violation.

**V. ACKNOWLEDGEMENT CONFIRMATION**

I, \_\_\_\_\_(Full name), certify that I have received a copy of The Code of Conduct of S4M. I have read and understood all described standards of conducts in The Code. I commit to apply them in my daily business activities and comply with them as long as I am an employee, an officer, an executive, a manager or a director of S4M.

Office Location \_\_\_\_\_

Department \_\_\_\_\_

Position \_\_\_\_\_

Signature \_\_\_\_\_

Date \_\_\_\_\_