



Code of Ethics, Anti-Corruption Practices & Whistleblower Policy

This document forms part of the mandatory onboarding plan for new employees. It is shared and discussed with all employees at least once a year. In addition, we communicate changes to the Code of Ethics whenever it is updated.

Unless expressly stated otherwise, the terms "we", "the company" or the like used in this document mean the company GAIA Insights GmbH.

Introduction

1. We will operate our business with fairness, honesty and transparency.
 - For example: transparent payment terms, accurate books of account.
2. We will not engage in any act of corruption or endorse the offer of bribes on our behalf for the purpose of obtaining a business advantage.
 - For example: no bribe paid by company representatives.
3. We will not accept any bribes. We also do not tolerate corrupt offers being accepted by our employees in order to influence the course of our business.
 - For example: careful management of commission payments.
4. We will avoid negotiating with anyone who does not adhere to our values and is likely to damage our reputation.
 - For example: careful choice of partners.
5. We will establish our processes in order to avoid direct or indirect corruption and to respect and reinforce our values.
 - For example: the paragraphs of this Code relating to gifts and hospitality.
6. We will keep clear and up-to-date records.
 - For example: correct book-keeping and accounting records.
7. We will make sure that everyone in our company and our partners is aware of our principles.
 - For example: good communication and appropriate training to make ignorance inexcusable.
8. We will regularly review and update our program and internal procedures as necessary.
 - For example: learning from experiences.
9. We will respect these principles, even in difficult circumstances.
 - For example: we do not pay nor accept bribes, even if tempted.



Conflict of Interest

A conflict of interest arises when personal interests come before those of the company.

In the presence of a real or potential conflict of interest, the employee(s) concerned must declare it in writing to the People & Culture team. The employee(s) concerned must withdraw from the exchanges in question and refrain from exerting any influence on the parties involved. Withdrawal and abstention continue for the duration of the exchanges and until any risk of conflict of interest - real or potential - has been resolved.

Corruption

Corruption is an abuse of power exercised by the person to whom this power has been conferred for the purpose of personal enrichment. This definition encompasses various offenses, such as bribery and the granting and acceptance of a benefit. Corruption is a serious problem and GAIA Insights is committed to treating it as such.

Under Swiss law, corruption is a crime punishable by deprivation of liberty of up to five years. Likewise, the company will be liable for acts of corruption committed by members of its staff if it has not taken all reasonable and necessary organizational measures to prevent such an offense. When the responsibility of the company is engaged, the fine can amount to five million francs (art. 102 PC).

Register of Cases of Corruption and Conflicts of Interest

Cases of corruption and conflict of interest, and the manner in which they are handled and resolved, will be recorded in writing in a separate register from the donation register: the register of corruption and conflict of interest cases.

This register of cases of corruption and conflicts of interest will be brought to the attention of the CEO annually.

This register will also indicate the annual communication to internal and external stakeholders on the anti-corruption practices of this Code.

Finally, this register will indicate the dates on which the annual training and upgrades relating to anti-corruption practices have taken place.

Commissions, Gifts & Bribes

Members of staff are prohibited from soliciting or accepting for themselves or for others gifts or other benefits by virtue of their employment (e.g. kickbacks in any form whatsoever, including bribes, wine, gifts or meals). Excluded are gifts and meals in the context of professional activities of a value of up to CHF 100.- (food & drinks included).

The acceptance of advantages or invitations must neither restrict the independence, objectivity and freedom of action of GAIA Insights employees in the exercise of their professional activity, nor arouse the slightest suspicion of bias.



Responsibilities to the Client

All employees agree:

- not to give false information to a client concerning the products and services of GAIA Insights;
- not to manipulate clients for commercial purposes;
- not to mispresent features of the company's products and services.

Donation Policy & Donation Register

The company is committed to full transparency in its donations to charitable organizations.

To this end, GAIA Insights undertakes to keep a register of donations and to record in writing each donation and/or contribution - in cash or in kind - to beneficiary organizations and individuals. The aim is to guarantee the traceability and transparency of donations.

The company agrees that the CEO annually reviews and approves the donation register.

The company undertakes to comply with these general provisions as well as the special provisions within the framework of the payment of donations.

Special provisions for charities:

- The charitable entity must be declared in a public register.
- Donations should always be made directly to a charity and not to an individual.

Special provisions for sponsorship and patronage:

- The donation may be paid to an individual or an organization provided that the absence of any apparent or latent conflict of interest is proven and that an appropriate contract is established.

Whistleblower Policy

Employees who denounce acts contrary to the law or to ethics (e.g. economic crimes, acts of corruption), irregularities or even dangers to man or the environment are referred to as "whistleblowers". In the context of a so-called "internal" alert, the denunciation is made within the trust structure designated as such within the company. As part of an "external" alert, employees report their observations to the competent authorities or inform the media and public opinion.

An internal ethics alert system helps the company to detect irregularities committed within it in good time, so that it can adopt the necessary counter-measures. It is an effective mechanism for preventing and managing risks (reputational, financial, etc.) and for strengthening a positive and open corporate culture.

Whistleblowers can report their internal alerts to the company's People & Culture team or to the CEO. Alerts are forwarded to the competent authorities if necessary.



This Code does not tolerate reprisals against employees who have correctly reported a situation. A report is deemed to be justified when the whistleblower can, in view of the knowledge at their disposal, consider that they are in the presence of an irregularity, which they report to the competent confidence body.

Denunciations which have the sole purpose of slandering or falsely accusing colleagues are not protected and GAIA Insights reserves the right to punish them.

The people reporting an incident can be employees, customers, suppliers, shareholders, competitors and others.

In order for the internal whistleblowing system to work, the internal body undertakes to strictly maintain the secrecy of denunciations. The anonymity of the whistleblower is guaranteed within the framework of the law, as well as the confidentiality of information brought to the attention of the internal body. In this context, the internal body protects the whistleblower from any discrimination or reprisals. Finally, the alert system fully complies with data protection provisions.

Information & Awareness

GAIA Insights ensures that each section of this “Code of Ethics, Anti-Corruption Practices & Whistleblower Policy” is discussed with its employees and that they, as well as all future employees, accept them in full. Suppliers and other business partners should also understand and agree to this Code.

Inspired by and adapted from documentation provided by Certification Team - B Lab (Switzerland).

Sources:

- *GENEVA AIRPORT, Directive concerning the prevention and management of conflicts of interest - principles relating to gifts and hospitality, Version of 08/28/2018.*
- *SWISS HEALTH PROMOTION, Directive Quality criteria for the management of health in companies, GSE criteria 1-6, Friendly Workspace, Version 20170101.*
- *ZEWO, The 21 ZEWO standards, April 2016.*
- *TRANSPARENCY INTERNATIONAL, Principles of doing business to counter corruption, Edition for small and medium-sized enterprises, 2008.*
- *TRANSPARENCY INTERNATIONAL, Internal ethics alert system, Guide for companies, January 2013.*