



PERFORMANCE REVIEW INSTITUTE

Code of Business Conduct

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PRI Philosophy

The Performance Review Institute (PRI) is committed to conducting its business in compliance with all applicable laws, rules, and regulations and in accordance with the highest ethical principles. The PRI Code of Business Conduct (or the "Code") is one of several tools that PRI provides its employees and representatives (collectively referred to as "associates") to assist them in meeting our legal and ethical obligations.

PRI's policy is to uphold the highest legal, ethical, and moral standards. Our customers support PRI because they trust us to be good stewards of their resources, and to uphold rigorous standards of conduct. Our reputation for integrity and excellence requires the careful observance of all applicable laws and regulations, as well as a scrupulous regard for the highest standards of conduct and personal integrity.

PRI will comply with all applicable laws and regulations and expects its associates to conduct business in accordance with the letter and spirit of all relevant laws; to refrain from any illegal, dishonest, or unethical conduct; to act in a professional, businesslike manner; and to treat others with respect.

In general, the use of good judgment based on high-ethical principles will guide associates with respect to lines of acceptable conduct. However, if a situation arises where it is difficult to determine the proper course of conduct, or where questions arise concerning the propriety of certain conduct by an individual or others, the matter should be brought to the attention of PRI. Associates should contact their immediate supervisor, Human Resources Business Partner, or primary company contact.

Introduction

The PRI Code of Business Conduct sets forth standards of conduct for all of PRI. Throughout the Code, "PRI" is used to refer to the enterprise as a whole, to each person within it, and to any person who represents PRI or any part of the PRI organization.

Adherence to the Code is required of all employees and representatives (collectively referred to as "associates") of PRI. The PRI Code is available on the PRI Team Microsoft Teams Channel (under "General") and also on the PRI website at: www.p-r-i.org.

The Code provides information about our standards of integrity and explains our legal and ethical responsibilities. It does not address every specific situation or set forth a rule that will answer every question. Rather, it is intended to provide guidance on our responsibilities and to assist in making the right decisions. It is each person's responsibility to understand which compliance programs apply to their area of responsibility and to manage the business accordingly.

Any associate of PRI, regardless of his or her position in the company, who violates our legal or ethical responsibilities, will be subject to appropriate discipline/consequences. Non-compliance

with certain aspects of the Code may also subject the individual offender and PRI to civil and/or criminal liability.

Resources: Inquiries & Reporting

This Code provides an overview of the legal and ethical responsibilities that we share. Each of us must uphold these responsibilities. The standards and expectations outlined here are intended as a guide for making the right choices. If any aspect of the Code is unclear to us, or if we have any questions or face dilemmas that are not addressed, this should be brought to the company's attention. If we become aware of a situation in which we believe our legal or ethical responsibilities are being violated or if we feel that we are being pressured to violate the law or our ethical responsibilities, it is our personal responsibility to communicate this concern to the company.

We can speak with our direct manager or supervisor, or use the Open Door Policy to talk to someone else in management, including the Human Resources Business Partner, or someone from the function with the expertise and responsibility to address the concern. Any of these people may have the information needed or will be able to refer the question to another appropriate source.

Another communication channel to assist us is the PRI Ethics Action Line. We can contact the PRI Ethics Action Line when we have a concern or want to report a potential violation of our legal or ethical responsibilities. We may use whatever method of communication with which we feel most comfortable. The important thing is to get the needed guidance, to report what is known, and to get questions answered.

The PRI Ethics Action Line is an anonymous, automated phone and online system available for employees to share a comment. The PRI Ethics Action Line can be reached at 833-591-0574.

Callers may use the PRI Ethics Action Line as a confidential way to report questionable accounting, financial or audit matters, or facts that may affect the vital interest of PRI or the moral or physical integrity of its associates.

When the PRI Ethics Action Line is called or submitted online, the person submitting may expect that:

- ✓ A report will be forwarded to appropriate PRI management for follow-up.
- ✓ The concern will be addressed by members of management that may include representatives from Human Resources or Corporate Legal. Each concern will be carefully evaluated before it is referred for investigation or resolution.
- ✓ The concern will be handled promptly, discreetly, and professionally. Discussions and inquiries will be kept in confidence to the extent appropriate or permitted by law.
- ✓ Certain follow-up information about how the concern was addressed may be obtained upon request.

Investigations into allegations of unethical or illegal conduct must be conducted confidentially and professionally.

Retaliation

Our commitment to integrity includes a responsibility to foster an environment that allows us to report violations without the fear of retaliation or retribution. No one should be discouraged from using any available channel within the organization for reporting behavior and/or activities they believe to be unethical.

Anyone who retaliates against another associate for reporting known or suspected violations of our legal or ethical obligations is in violation of the Code and subject to disciplinary action, up to and including dismissal. Retaliation also may be a violation of the law, and as such, could subject both the individual offender and PRI to legal liability.

Respecting Each Other

Equal Opportunity and Fair Treatment

We treat each individual fairly, and recruit, select, train, promote, and compensate based on merit, experience, and other work-related criteria. We comply with all applicable laws governing fair employment and labor practices. We do not discriminate against any applicant for employment or any associate in any aspect of their employment at PRI because of age, race, religion, sex, disability, sexual orientation, gender identity, military status, pregnancy, national origin, veteran status, or other basis prohibited by applicable law.

Freedom from wrongful discrimination includes freedom from any form of discriminatory harassment. Prohibited harassment includes conduct that is intended to interfere or that has the effect of unreasonably interfering with a fellow associate's work performance or creating an environment that is intimidating, hostile, or offensive to the individual.

Workplace Health & Safety

The health and safety of our people are of utmost importance to PRI, which is committed to protecting the health and well-being of each PRI associate. We are all responsible for understanding and complying with PRI health and safety processes, procedures, and guidelines, as well as those issued by applicable regulatory authorities.

Associates are required to advise the company of any vehicle accident, workplace injury, instance of non-compliance, or any situation presenting a danger of injury. This information will assist in preventing injuries and will ensure that appropriate medical attention is provided. Through investigation of such reports, we can identify contributing factors and determine if our policies and processes are effective and adequately communicated. When an unsafe condition, practice, or non-compliant action is identified, prompt and appropriate action must be taken to correct the condition and prevent it from happening again.

Substance Abuse

It is the policy of PRI to maintain a drug and alcohol-free work environment. This policy is in place to protect all PRI associates, including the associate under the influence.

Violations of this policy include:

- Possession, purchase, distribution and/or sale of any illegal substance
- Distribution and/or sale of prescription drugs
- Reporting to work under the influence of an illegal substance or alcohol (this includes offsite events/meetings while performing services on behalf of PRI)

Violations of this policy are subject to disciplinary action that could include suspension / termination and possible legal action depending on the severity of the situation.

PRI may take any or all of the following actions:

- Conduct alcohol and other drug screening tests both before and during employment as authorized by law
- Inspect persons and their property in our employ or doing business with the company
- Cooperate with outside law enforcement agencies or take any other actions deemed necessary and appropriate.

Workplace Violence Prevention

PRI is committed to a safe working environment, free of threats, intimidation and physical harm. Everyone has a right to work in a safe environment and shares the responsibility for assuring each other's safety. **PRI has adopted a zero tolerance workplace violence policy.** This means we will investigate and take appropriate action against any threat to a safe workplace.

PRI prohibits violent behavior including, but not limited to, physical assaults, fighting, threatening comments, intimidation, and the intentional or reckless destruction of company, associate, or customer property. Any comments or behavior that reasonably could be interpreted as intent to do harm to people or property will be considered a threat. We also prohibit the unauthorized possession and/or use of weapons by any associate while at work, on company property, or while on company business.

Any associate who believes that he or she may be the target of violence or threats of violence, or is aware of violent or threatening conduct by, or directed at, a PRI associate that could result in injury to a person or the destruction of property, has a responsibility to immediately report the situation to his or her immediate supervisor or manager. If an associate is unable to or prefers not to contact an immediate supervisor or manager, the associate can call Human Resources Business Partner.

Sexual & Other Types of Harassment & Discrimination

PRI will not condone or tolerate any harassment, including sexual harassment, of its associates, customers, guests, vendors or suppliers. Harassment of, or discrimination against, applicants and associates on the basis of race, color, religion, sex (including sexual harassment), gender, national origin or ancestry, age, disability, veteran status, sexual orientation, gender identity, or on any other basis prohibited by local, state, federal or foreign law is unacceptable and will not be tolerated. This policy applies to all persons - managers, supervisors and associates.

Harassment will not be tolerated at PRI sponsored events, including examples such as, conferences, meetings and company picnics/parties.) **This is a zero tolerance policy.**

Illegal sexual harassment has been defined generally as including unwelcome sexual advances, requests for sexual favors and other verbal or physical conduct of a sexual nature, whenever (1) submission to the conduct is either an explicit or implicit term or condition of employment; (2) an associate's reaction to the conduct is used as a basis for employment decisions affecting that associate; or (3) the conduct has the purpose or effect of interfering with the associate's work performance or creating an intimidating, hostile or offensive working environment. No associate or applicant should be subjected to unsolicited and unwelcome sexual overtures, nor should an associate or applicant be led to believe that any opportunity or benefit will in any way depend upon "cooperation" of a sexual nature.

Sexual harassment is not limited to demands for sexual favors. It also may include such actions as: (1) sex-oriented verbal "kidding", "teasing" or jokes; (2) repeated offensive sexual flirtations; advances, or propositions; (3) continued or repeated verbal abuse of a sexual nature; (4) graphic or degrading comments about an individual or his or her appearance; (5) the display of sexually suggestive objects or pictures; (6) subtle pressure for sexual activity; and (7) inappropriate physical contact.

Sexual harassment does not refer to occasional compliments of a socially acceptable nature, or consensual personal and social relationships without a discriminatory employment effect. It refers to behavior that is not welcome and that is personally intimidating, hostile, or offensive.

Other harassment may include jokes, verbal abuse and epithets, degrading comments, the display of offensive objects and pictures, and other conduct that the individual might reasonably find to be offensive. This policy prohibiting harassment, whether sexual or of another nature, is not limited to relationships between and among associates and prospective associates, but also extends to interaction with members, customers, guests, vendors, or suppliers. No associate shall ever subject any member, customer, guest, vendor or supplier of PRI to harassment, including sexual harassment, of any nature, including the conduct described above. Furthermore, no associate will be required to suffer harassment, including sexual harassment or discriminatory conduct, by any other associate, customer, guest, vendor or supplier.

Avoiding Conflicts of Interest

Associates should avoid any situation that involves or may involve a conflict between their personal interest and the interest of PRI. As in all other facets of their duties, associates dealing with customers, suppliers, contractors, competitors or any person doing or seeking to do business with PRI, are to act in the best interest of PRI. Each associate shall make prompt and full disclosure in writing to their manager or company contact of any potential situation which may involve a conflict of interest. Such conflicts include:

- Ownership by employee (or family member) of a significant interest in any outside enterprise which does or seeks to do business with or is a competitor of PRI.

- Serving as a director, officer, partner, consultant, or in any managerial capacity with an outside enterprise that does or is seeking to do business with or is a competitor of PRI. Exceptions to this can be approved by the PRI CEO.
- Acting as a broker, finder, go-between or otherwise for the benefit of a third party in transactions involving or potentially involving PRI or its interests.
- Any other arrangements or circumstances, including family or other personal relationships, which might dissuade the employee from acting in the best interest of PRI.

Gifts and Entertainment

Gifts, Favors, and Payments Given by PRI

Gifts, favors, and payments may be given to others at PRI's expense if they meet all of the following criteria:

- They are consistent with accepted business practices
- They are sufficiently limited in value (generally \$100 or less) and in a form that will not be construed as a bribe or payoff
- They are not in violation of applicable laws and generally accepted ethical standards; and
- Public disclosure of the facts will not embarrass PRI

Payments, commissions, or other compensation (excluding earned income) to or for the benefit of associates of customers (or their family members or associates) not required by written contract are contrary to PRI policy.

Gifts, Favors, Entertainment, and Payments Received by PRI Associates

Associates shall not accept for themselves or others any gifts, favors, entertainment, or payments without a legitimate business purpose nor shall they seek or accept personal loans from any person or business organization that do or seek to do business with or is a competitor of PRI.

In the application of this policy, associates may accept for themselves and members of their families common courtesies usually associated with customary business practices. These include, but are not limited to:

- Lunch and/or dinner with vendors sometimes including partners as long as the invitation is extended by the vendor.
- Gifts of small value from vendors such as calendars, pens, pads, etc.
- Tickets to events (such as sports, arts, etc.) if offered by the vendor. Overnight outings under the condition that individuals from other companies or the vendor are in attendance.
- The receipt of alcoholic beverages is discouraged.
- Gifts of perishable items usually given during the holidays such as cookies, candy, nuts, etc.

A strict standard is expected with respect to gifts, services, discounts, entertainment or considerations of any kind from customers, suppliers and/or vendors. It is never permissible to

accept a gift in cash or cash equivalent such as stocks or other forms of marketable securities of any amount. Associates should not accept gifts from those under their supervision of more than limited value (generally \$100 or less).

Safeguarding our Business

Choosing Vendors and Consultants

We strive to be fair in our choice of vendors and consultants and are honest in all business interactions with them. We choose our vendors and consultants based on appropriate criteria, such as qualifications, competitive price, and reputation. Anyone responsible for buying or leasing materials or services on behalf of PRI must conscientiously guard their objectivity.

We also expect our vendors and consultants - and others who do business with us or on our behalf - to conduct their business on behalf of PRI in compliance with all applicable laws and regulations and in accordance with the highest ethical standards.

Slavery and Human Trafficking

PRI is committed to conducting all aspects of its business in an ethical and transparent manner. We acknowledge our duties and responsibilities under the U.K. Modern Slavery Act 2015.

We are committed to maintaining high ethical standards and acting with honesty, integrity and transparency in all our business dealings worldwide. We do not tolerate any form of slavery or human trafficking in our organization or within our supply chains. We expect the same high standards from all our suppliers, contractors, and business partners.

Company Property and Services

The use of company time, labor, supplies, equipment, tools, buildings, or other assets for personal benefit is prohibited. Associates are required to pay for personal use of PRI services. Company property used in the course of work with PRI remains the property of PRI and must be returned upon request by PRI or upon termination of employment / engagement.

Collectively, we have the responsibility for safeguarding and making proper and efficient use of PRI's property, including:

- Company time
- Cash, checks, drafts, and charge cards
- Land and buildings
- Vehicles
- Equipment, including fax machines, copiers, and telephones
- Materials and supplies
- Computer hardware and software
- Information assets, including electronic data and intellectual property
- Scrap and obsolete equipment.

PRI property must not be used for any purpose not related to PRI business without prior authorization from the appropriate manager.

Intellectual Property

PRI depends on intellectual property, such as information, processes, and technology. Those tools are available at our disposal because of significant investments of time and company funds. If our intellectual property is not properly protected, it becomes available to others who have not made similar investments. This would cause us to lose our competitive advantage and compromise our ability to provide unique services to our customers.

PRI intellectual property includes confidential PRI business information, program documents and checklists, trade secret technology (such as computer software and systems), trademarks, and copyrighted works.

It is the responsibility of every PRI associate to help protect PRI intellectual property. It is the responsibility of PRI managers and supervisors to foster and maintain awareness of the importance of protecting the PRI intellectual property.

Electronic Equipment, Systems, and Information

We have a responsibility to protect PRI information assets from unauthorized use and disclosure. This obligation extends to personally identifiable information about our customers and associates, even if that information is also in the public domain. This responsibility arises pursuant to contracts with our customers and suppliers, PRI policies, and privacy laws in the countries in which we operate. We manage our information assets at all times in compliance with applicable privacy laws.

We comply with PRI business security practices that protect confidential and/or proprietary information. We use appropriate technical and organizational security measures to protect PRI information assets, including personally identifiable information about PRI customers and associates, from unauthorized use and disclosure. PRI is committed to the use of advanced technologies in its business operations.

These powerful tools, provided for business purposes, expand the information available to us and enhance our ability to communicate with each other, our business partners, vendor, and customers. We use information technology and engage in electronic communications to manage our business efficiently, and to comply with PRI policy and legal requirements. We permit brief, limited personal communications that do not violate the law or other PRI policies, and that do not interfere with our business responsibilities.

Copyrighted Material

We may not reproduce, distribute, or alter copyrighted materials owned by others without a valid license or prior permission of the copyright owner or its authorized agent. It is not always easy to determine if such permission exists, and we must confirm that appropriate permission exists before using such materials.

Copyrighted works include, but are not limited to, printed articles from publications, TV and radio programs, videotapes, music performances, printed photographs, digital photographs, training materials, manuals, documentation, software programs, databases, diskettes, CDs, and Web pages. In general, the laws that apply to printed materials are also applicable to audio, visual, and electronic media. Presentation slides, training materials, management models, or other materials prepared by outside consultants or organizations also may be copyrighted.

To avoid violations of copyright laws, all PRI associates must ensure that appropriate authorization is obtained prior to using or reproducing any materials. While PRI has obtained license or other forms of permission to use and reproduce copyrighted materials, any doubt with regard to whether use is authorized should be resolved in favor of not using or reproducing the materials.

Trademarks

In order to maintain our reputation and the value of the PRI brand, we must ensure proper use of our name and our trademarked images at all times. PRI owns a number of symbols, brand marks, and logos that identify various aspects of our company. It is important to reproduce these images accurately, because they also represent our company and help maintain the PRI image. Incorrect usage of our trademarks by PRI associates or others should be reported to the Controller.

PRI trademarks (marks used in connection with goods) and service marks (marks used in connection with a service) that have been registered with appropriate authorities worldwide should appear in print and other visual media with the appropriate registration notice.

Correct use of registration and common law notices in all print and visual communication helps protect PRI registered marks and unregistered marks.

Confidential and Proprietary Information

Information is a valuable corporate asset. Dissemination of information is critical to our success. However, much information about PRI's business activities is confidential or proprietary. Just as PRI values and protects its own confidential and proprietary information, it is our policy and practice to respect the confidential and proprietary information of others, including information we may have about our customers, suppliers, and associates.

Because the disclosure of confidential or proprietary information could seriously damage PRI's interests, safeguarding this information is the responsibility of all PRI associates. If we learn about proprietary or confidential information during the course of employment or relationship with PRI, we should be careful not to share it with others, including other associates, unless they need to know it for a legitimate business reason that will not violate any law, regulation, or PRI policy.

We may be asked to provide information about a customer to a job function or business, but depending upon the circumstances, this could be a violation of Antitrust/Fair Competition, Privacy, or other laws, or our contractual commitments to the customer. If associates not usually privileged to the information as a part of their job responsibilities request that information, we should consult with a manager or Leadership Team member, prior to divulging the requested information.

We should also guard against unintentionally disclosing proprietary or confidential information. Situations that could result in inadvertent disclosure of sensitive information include: discussing confidential or proprietary information in public - in restaurants, on elevators, or on airplanes; talking about it on public or mobile phones; working with sensitive information on laptop computers in public; or transmitting such information by insecure means. The obligation to

protect PRI's confidential and proprietary information continues even after you leave the company.

Customer Privacy

Under no circumstances is information regarding PRI customers, including but not limited to names, addresses, telephone numbers, and email addresses, to be shared with any third party or for purposes other than those to which the customer has agreed, without customer's formal written consent.

Data Protection

It is PRI's expectation that personal data will be treated respectfully and safeguarded appropriately. PRI shall embed privacy by design and default into its operations and continually consider the organizational and technical steps required to protect the personal data we process against loss, misuse, unauthorized access, unauthorized disclosure, manipulation, or destruction. PRI shall, with regard to the applicable data protection legislation and the PRI Data Protection Officer, implement measures to ensure that certain key principles are respected, such as purpose limitation, data minimization, data accuracy, storage limitation, accountability, lawfulness, fairness, transparency, integrity and confidentiality.

Internal Controls

To ensure the integrity of our internal accounting and business practices, PRI has implemented various policy and procedures, many identified within this document, with the intent of placing controls over certain activities. To monitor the effects of such controls, the company undergoes an annual internal controls review by its external independent accounting firm as part of its annual audit of the company's financial statements. Every four years, sooner if warranted, the company engages such external accounting firm to conduct an in depth examination of the company's internal controls over financial reporting. In addition, PRI's Controller conducts an annual fraud / risk assessment designed to uncover weaknesses in the company's internal controls and to identify areas of opportunity for fraudulent activities. All of these efforts are designed to protect the assets, as well as, the reputation of the company while identifying opportunities for continuous improvement in maintaining the highest of business standards.

Our Obligations as a Global Organization

Transacting Transnational Business

Transnational business is vital to PRI. The laws of both the United States, and other countries in which we operate, frequently affect our transnational business transactions. Among other things, these laws regulate PRI's interaction with foreign governments and their officials, restrictive trade practices, and import and export shipments. Antitrust laws also regulate many aspects of PRI's business outside of the United States. PRI is committed to conducting its business abroad in compliance with all applicable laws. All associates involved in PRI's transnational business should be familiar with and adhere to these requirements.

Anti-Corruption Compliance

As a U.S. based corporation, PRI is subject to the U.S. anti-bribery laws that are enforceable worldwide and cover all PRI operations, including all businesses, agents, and joint ventures. Anti-bribery laws include the Foreign Corrupt Practices Act (FCPA) and all such laws of the countries in

which we operate.

Broadly speaking, the FCPA prohibits a U.S. based company or any of its worldwide businesses or affiliates from bribing - or offering, promising, or authorizing anything of value to - a foreign government official in order to obtain or retain business. We conduct our business in accordance with the FCPA, and every one of us, regardless of the country in which we work, must adhere to its requirements.

Under the FCPA as well as other anti-bribery laws, PRI, its associates, and its agents also are prohibited from doing indirectly what we are prohibited from doing directly - we cannot make any payment to a third party if all or any part of the payment will be given to a prohibited person. PRI could be held liable for such payments even if the company did not know, but should have known, that the payment was going to a prohibited person.

Export Control

PRI is committed to ensuring compliance with governmental Export Control laws and regulations (i.e. The International Traffic in Arms Regulation (ITAR) and the Export Administration Regulations (EAR). It is the responsibility of each PRI associate to understand these regulations and they're associated responsibilities, take advantage of training resources provided by PRI, and ask questions as necessary. Questions regarding export control may be directed to the Quality Manager, PRI.

The Code is not an express or implied contract of employment and does not create any contractual rights of any kind between PRI and its associates. In addition, all associates should understand that the Code does not modify their employment relationship, whether at will or governed by contract. This Code is intended to clarify each associate's existing obligation for proper conduct. PRI reserves the right to amend, alter, or terminate the Code or the policies at any time for any reason.

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