



Global Code of Conduct

FEBRUARY 2020

Safecall Phone Lines

See the following link for a complete list of free phone numbers or find a complete list at page 17:

<https://www.safecall.co.uk/freephone>

Safecall Online Reporting

www.safecall.co.uk/report

A Message from the CEO

BluJay Team:

BluJay Solutions (“BluJay” or the “Company”) is a successful and dynamic organization. One of the reasons for that success is our commitment to treating all of our relationships with the highest level of respect. As we continue to provide our Frictionless Supply Chain products throughout the world, it is inevitable that we will come across situations that could cause a conflict of interest or otherwise challenge our ethics or integrity.

This Global Code of Conduct (“Code”) was developed to guide you in determining how to make the right choices. It is also my hope that this Code will be more than just a set of rules. The principles set forth in the Code should help each of you reflect on how to interact with others in order to do the right thing, with the goal of continual improvement.

This Code cannot anticipate every situation you may come across, so if you feel the need for guidance, you are encouraged to seek out your manager, Human Resources, the Legal Department or submit an enquiry, anonymously or not, to Safecall.

I am proud of what we have been able to accomplish together and I look forward to successfully meeting the challenges and opportunities we face going forward. The best is yet to come.

Sincerely,

Andrew Kirkwood, Chief Executive Officer
BluJay Solutions Limited

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About the Global Code of Conduct: Application & Responsibilities

This Code applies to all employees, officers and directors of BluJay Solutions Limited and its affiliates worldwide. Temporary workers, vendors, agents, consultants, contractors and anyone acting on behalf of the Company must adhere to the Code while working for or representing our Company. BluJay officers and directors must use the highest ethical and moral standards in performing their job duties and in all business relationships.

While this Code contains many important guidelines for BluJay, complemented by BluJay's employment policies, neither the Code nor BluJay's employment policies can cover every possible situation.

There may be circumstances where you believe BluJay should consider making an exception to the Code. Approval of any action that would not comply with the Code must be sought in advance and may only be granted by BluJay's Chief Executive Officer or EVP of Legal. Waivers of the Code for members of the Board of Directors or executive officers of the Company can only be granted by the Board of Directors or a responsible Committee thereof. When a waiver is granted, the Board or responsible Committee shall make sure appropriate controls are in place to protect the Company. These waivers will only be granted in very special circumstances.

Anyone employed by BluJay who violates this Code by asking someone to engage in illegal activities is acting in breach of their employment obligations. Anyone who violates this Code is subject to disciplinary action in accordance with local disciplinary policy and procedure.

I. Rules of Engagement

We are all responsible for maintaining and protecting BluJay's reputation and goodwill.

Speak Up

We are all expected to report potential wrongdoing. If any of us are aware of or suspect a violation of this Code (or other unethical or unlawful conduct), we must speak up and make a report to Human Resources, the Legal Department or Safecall. We cannot fix issues if we don't know about them.

You can be assured that any reported matter will be handled promptly, appropriately and as confidentially as possible. BluJay will not tolerate any threats or acts of retaliation for reporting an incident. Anyone who engages in retaliatory conduct will be subject to discipline in accordance with local disciplinary policy and procedure. Please immediately report any suspected retaliatory conduct against you, or someone you know to your manager, a member of Human Resources, the Legal Department or Safecall. Please be aware that the Company also will not tolerate abuse of the system or false reports.

Former employees can also report violations of the Code. You can always ask to consult with an advisor to discuss the matter before filing a report and/or to determine if a report should be made. Please contact your local HR team if that scenario arises.

Reporting Violations

BluJay encourages you to be vigilant in identifying any non-compliance with this Code. We encourage you to report any non-compliance to BluJay or report it through Safecall.

Safecall provides an independent confidential reporting line where you can raise your concerns and be assured they will be properly addressed. Calls are handled by skilled staff and will be treated in complete confidence. Safecall will not disclose your name if you wish to remain anonymous.

You can contact Safecall at any time on the freephone numbers found on page 17 below.

The Safecall phone lines are available 24/7, 365 days a year.



Alternatively, Safecall can be contacted via the web at: www.safecall.co.uk/report

Details of the Safecall service can also be found on Safecall posters at the BluJay offices.

When you contact Safecall, the call handler will communicate your question or report to the appropriate BluJay contact person, who will coordinate an investigation, if warranted, and take any other appropriate action. You also can arrange a time to call back and receive information about BluJay's response.

Safecall may take up to 36 hours to initiate a response. Therefore, when reporting an emergency that requires immediate attention, please personally contact someone, such as your manager or a member of the Human Resources Department. Individuals who are found to have filed false reports shall be subject to appropriate disciplinary action.

II. Maintaining an Ethical and Safe Workplace

Diversity & Respect

BluJay is a positive and inclusive workplace. We embrace the many ideas, experiences and contributions brought forth by our very diverse workforce and are firmly committed to maintaining a workplace based on our collective values which stress the quality of our products and services, the importance of teamwork, and the need to treat each other with dignity, fairness, and respect.

It is the policy of BluJay to hire, train, promote, compensate and administer all employment practices without regard to race, color, creed, gender, sexual orientation, age, military or veteran status, marital status, religion, medical condition, national origin, disability, ancestry or membership in any other protected category under international, federal, state or local law. All personnel related matters such as compensation, benefits, transfers, training and participation in social and recreational programs are administered without regard to any characteristic protected by law.

Fair Labor Practices

BluJay complies with all generally accepted human rights and labor laws and we treat everyone with the utmost respect and dignity.

BluJay does not:

- > Employ children under the legal age of employment in any country of local jurisdiction;
- > Use any form of forced, bonded or involuntary labor;
- > Prevent workers from controlling their identification documents, including work permits;
- > Partake in any human trafficking or slavery; or
- > Allow any sexual or other harassment in its workplace.

Human trafficking deserves special mention. BluJay will not tolerate human trafficking, slavery, or any form of forced, bonded, or compulsory labor in any part of our global organization. BluJay strongly believes that all human beings are entitled to their rights and freedoms. BluJay also believes that the acceptance of and compliance with internationally acknowledged human rights laws are fundamental to all its business relations.

BluJay employees, partners, suppliers, vendors, contractors and any other party with whom BluJay conducts business are not permitted to engage in any activity constituting forced labor, slavery or human trafficking. You are expected to report any failure to comply with laws prohibiting slavery and human trafficking. Those who report will be protected from retaliation.

Preventing Harassment, Discrimination & Other Inappropriate Conduct

BluJay believes everyone has the right to work in an environment totally free of harassment and discriminatory acts, joking or similar conduct including, but not limited to, psychological harassment in the form of hostile or unwanted conduct, verbal comments, actions or gestures. Such behavior is morally and legally wrong and does not advance the purposes of our Company. Unwanted behavior of this type can give rise to legal consequences for both the Company and the individual. To that end, BluJay sets a standard of conduct that is more stringent than federal, state and local laws, as it forbids discriminatory or harassing conduct even if the conduct does not rise to the level of a violation of applicable law. Consequently, anyone who engages in this type of prohibited conduct will be subject to disciplinary action in accordance with local disciplinary policy and procedure.

Please remember that we work in a diverse Company with individuals who come from many different backgrounds. Sometimes, individuals will perceive and receive information in a different way than intended, as this will be based upon their own personal background and experiences. Therefore, even if you do not have an inappropriate "intent" behind what you do, your behavior still could be interpreted as harassing or discriminatory. So, always be mindful of your actions.

Unlawful discrimination or harassment based on race, color, creed, gender, sexual orientation, age, military or veteran status, marital status, religion, medical condition, national origin, disability, ancestry or membership in any other legally protected category is prohibited and will not be tolerated by BluJay. It is your responsibility to report these incidents. BluJay will take appropriate measures in response to any reports.

For additional information on this policy, please see the BluJay Team Member Handbook (as applicable) or contact the Human Resources Department.

Safe Workplace

BluJay has a zero-tolerance policy when it comes to acts or threats of violence. We ask you to stay alert and report any activity that may be harmful to the safety and well-being to anyone on the BluJay team.

BluJay is also committed to providing a drug and alcohol-free workplace. Abuse of alcohol and the use, effect, sale, possession, distribution or manufacture of illegal drugs, or other controlled substances, and misuse of prescription drugs is prohibited.

BluJay prohibits the consumption of alcohol on Company premises, with the exception of specially designated Company-sponsored events. When attending these functions, you are expected to act professionally and should not become impaired. Any alcohol consumed must not affect your work, the safety of yourself or others. Moreover, Company events will offer non-alcoholic beverage options for those who have to return to work, drive or who choose not to drink alcohol.

III. We Protect BluJay Assets and Assets Entrusted To Us

Protecting BluJay Assets

BluJay possesses a significant number of assets of considerable value. It is expected that each BluJay employee will protect Company assets (including, but not limited to) systems, data, confidential and proprietary information and intellectual property. This extends to workplace tools such as laptops, tablets and smartphones. Assets should only be used to advance the legitimate business purposes of BluJay. Incidental personal use of these physical assets and systems is permitted provided it is in accordance with BluJay policies, which can be found on SharePoint, and does not adversely affect productivity.

In order to accomplish our business goals, we rely heavily upon technology for communication. Consequently, BluJay communications systems, such as email, Internet and voicemail, are also important Company assets to be used for business purposes, consistent with BluJay policy. Every form of communication that you make or access through BluJay's systems has the potential to reflect on the Company. It is also your responsibility to ensure the confidentiality of our systems by safeguarding any logins or passwords.

Confidential & Proprietary Information

One of BluJay's most valuable assets is its confidential and proprietary information. Confidential information includes, but is not limited to, financial information, including product costs or prices; product pricing or strategies; product ideas or inventions; statistical information; business plans and proposals; sales and marketing strategies, plans, projections or proposals; client and customer lists; technical information, such as source code; information on research and development; copyrightable information; and/or confidential or proprietary information of BluJay or another entity. Intellectual property includes, but is not limited to patents, trademarks, trade dresses, trade secrets and copyrights.

Any improper disclosure of this information could have a materially adversely impact on BluJay's competitive position. Confidential information should not be exchanged with another party without first entering into a non-disclosure agreement. This will place important legal obligations on the third party to protect and keep confidential the information that we have provided. Please contact BluJay's Legal Department for further guidance and support.

If you obtain confidential information from third parties, you must treat it in the same way as the confidential information of BluJay. You are also required to respect the trademarks, copyrights, trade secrets, and patent rights of other entities. BluJay prohibits any unauthorized

duplication of copyrighted materials and the unauthorized use of trade secrets, patents or trademarks.

Employees must keep confidential information secure in the office environment. Equally appropriate caution should be taken when discussing confidential information.

BluJay owns all rights, titles and interests in any invention, idea or development created as a result of your employment pursuant to the terms of your employment agreement. In the event that you leave the Company, you have an ongoing responsibility to maintain the confidentiality of BluJay. Also, if you believe that your employment with BluJay may breach a duty you owe to another entity, such as an obligation not to disclose confidential information, you must notify BluJay immediately and prior to any anticipated breach.

Keeping Personal Data Private

BluJay understands the importance of maintaining the privacy of our customers', partners' and employees' personal information. This requires us to handle their personal information with care. Personal information is anything that could be used to identify someone either directly or indirectly. BluJay adheres to data privacy laws that mandate how to collect, store, use, share, transfer and dispose of personal information. We should only use personal information in the manner for which it was entrusted to BluJay. For additional information, please review our privacy policy as well as our policy on data security and GDPR on our website:

<https://www.blujaysolutions.com/privacy-policy/>

<https://www.blujaysolutions.com/gdpr-data-security-blujay/>

Cyberthreats

Third parties, including our customers trust BluJay with their data and rely on us to protect it. Please ensure that you follow the processes and practices BluJay has in place to protect our networks, computers, programs and data from attack, damage and unauthorized access. To do otherwise, puts BluJay assets, and those of others, at risk.

IV. We Respect Our Business & Compete Ethically

Working with Suppliers

BluJay works with many suppliers around the world. It is important that we select the right suppliers based on factors like quality, price, reliability and their commitment to the values set forth in this Code. It is incumbent upon us to hold our suppliers to BluJay's high standards and ensure that they operate ethically and in compliance with the law.

Business Partners and Resellers

We utilize a network of resellers and lead referral partners. Like our suppliers, we must choose our marketing and selling partners after careful due diligence and hold them to BluJay's high standards and the values set forth in this Code.

Competing Ethically

BluJay sells its products and services based on the value they bring to our customers. We should clearly and professionally articulate the value that our products deliver and compete vigorously for business. However, we must always act ethically and in compliance with our policies and the law. We should not knowingly make false claims or misleading statements about our products, or those of other companies including our competitors. We always want to be accurate, honest and provide full disclosure. If we are comparing our products to those of our competitors, always make sure that any comparison can be fully substantiated. Be aware that some countries prohibit comparative advertising. We also may not compete by using unfair or illegal practices such as inducing others to breach contractual obligations so they can work with BluJay.

Anti-Bribery

BluJay employees, consultants and business partners are prohibited from offering or receiving bribes, directly or indirectly, in order to obtain business or any other commercial advantage for BluJay. A bribe refers to any offer or acceptance of an item of value to or from another person or entity as an incentive to unfairly influence or promote a certain act or omission. The Foreign Corrupt Practices Act ("FCPA"), UK Bribery Act – 2010 is an example of an international anti-corruption law. This applies to both the government and public sectors, as well as to the private sector. In particular, BluJay employees, officers and directors must never provide anything of value to foreign government officials, foreign agencies, instrumentalities of foreign governments or any official of a public international organization. You must contact a member of BluJay's Legal Department before offering anything of value to any foreign government official. Furthermore, prior to entering into any contract with any international government, you must contact the Legal Department. Employees are required to follow BluJay's Anti-Bribery & FCPA Policy which can be found in our global corporate policy repository on SharePoint, which outlines appropriate corporate entertaining and approvals required.

BluJay employees, consultants and business partners are also prohibited from offering payments, usually small amounts, to public officials to speed up the processing of licenses, permits or any other type of governmental document.

Conflicts of Interest

When conducting business for BluJay, you may be confronted with a conflict of interest where your personal interest, or that of a family member or friend, could influence your decision and obstruct your ability to act with total objectivity. If a situation arises that could create an incentive for you or appear to others to create an incentive then you should immediately disclose it to your BluJay manager.

Money Laundering

BluJay employees, consultants and business partners are prohibited from concealing or disguising money obtained from criminal activities thereby making it appear to have originated from legitimate sources or constitute legitimate assets. BluJay employees must maintain accurate financial records and reports to support this in accordance with international laws and regulations.

Accurate Reporting

Honesty and integrity and fundamental BluJay values. Therefore, BluJay has established business procedures to help ensure that all accounting, financial and other reporting accurately and fairly reflects the transactions and condition of the Company in accordance with applicable laws, regulations and generally accepted accounting principles.

All Company transactions must be recorded accurately, timely and completely, in compliance with the law and BluJay's policies. Reports or records that are known to be false, misleading or that conceal important and relevant information must not be used. All reports must be valid and supported by appropriate documentation consistent with BluJay policy. BluJay's records also must be managed properly to ensure they are maintained for appropriate periods of time, as dictated by applicable laws.

Communication

BluJay has so much to celebrate. You may be asked to share our story by speaking at an event or writing an article. There are times when it is appropriate to share our story publicly; however, there are only a few employees designated to speak publicly on BluJay's behalf. Please direct any media requests and/or requests for speaking or publication to the Marketing Team. Moreover, remember that social media posts are public. All of us must take care to ensure that personal views and opinions we share via social media are not interpreted as those of BluJay.

Competition

BluJay employees, consultants and business partners must comply with all applicable antitrust and competition laws of all countries. Although these laws vary, they seek to encourage competition for the benefit of consumers. BluJay employees, consultants and business partners should not: (i) divide markets or allocate customers; (ii) fix or control prices with competitors; (iii) structure, withhold or manipulate bids for the benefit of another entity; (iv) limit the production or sale of products or product lines; (v) discuss prices, costs, profits, conditions or other material term with competitors for a customer's business.

Behavior that could be seen as "anti-competitive" and in violation of these laws can include many things, even seemingly harmless informal verbal discussions about pricing, customers or product quality with competitors. Always check with your manager, a representative in Human Resources or the Legal Department before taking any action that could be viewed as having an anti-competitive effect. Any violation of these laws, whether deliberate or unintentional, exposes BluJay and its employees, officers and directors to serious civil liability and/or criminal penalties and is strictly prohibited.

Trade Regulations

BluJay employees, consultants and business partners shall comply with all applicable trade and import regulations including sanctions and embargoes that apply to their activities. Those of us at BluJay are responsible for understanding how the global trade laws and regulations apply and for conforming to these laws to ensure no technology, data, information, program and/or materials resulting from services will be imported or exported, directly or indirectly, in violation of these laws and regulation, or will be used for any purpose prohibited by these laws and regulations.

Community Involvement

BluJay encourages employees to become involved in the community, be that through volunteering for or donating to charities or political campaigns. However, activities pursued outside of work must be performed as citizen and not as an employee of BluJay. BluJay complies with all applicable laws regulating political affairs, including laws on political contributions and lobbying. BluJay will not pressure employees to make any political contributions or to support a particular political party or candidate. If you plan to make a personal contribution to any political fund or charity, you must ensure that it cannot be perceived as involving BluJay funds or services. If you have any questions regarding this policy, please contact your manager or a member of the Human Resources or Legal Department.

Environmental Responsibility

At BluJay, it is our responsibility to conserve resources and protect our environment for generations to come. We take climate protection into account, respect and preserve natural resources and have implemented processes that reduce and eliminate waste in our facilities including recycling, as well as re-using and substituting materials whenever possible. Moreover, we should travel for business only when necessary and take advantage of video conferencing as an alternative whenever possible. We also take actions to comply with all applicable environmental laws, regulations and standards.

Disclaimer

This Code should not be construed as providing legal advice and the issuance of this Code does not represent a guarantee of employment, a guarantee of any other rights or benefits, or a contract of employment, express or implied, between BluJay and its employees, officers or directors. Employment "at-will" provisions remain for those employees subject to at-will employment provisions. If there is an inconsistency between this Code and any BluJay policy or practice, such inconsistency must be brought to the attention of Human Resources or the Legal Department. The Company shall resolve any inconsistency, at its sole discretion.

BluJay takes great pride in being a company with exemplary business ethics that translate into good business practices. The support and commitment of every employee in adhering to this code will ensure that we continue to work in a safe and productive environment whilst following the highest standards of behavior.

Important Contact Information

Safecall Global Free* Reporting Phone Lines

Australia	1 800 312928 (from 25/06/2018)
Belgium	00 800 72332255
Canada	1877 5998073
China*	4008 833405
Landline only	China Unicom/Netcom 10800 7440605
Landline only	China Telecom 10800 4400682
Denmark	00 800 72332255
France	00 800 72332255
Germany	00 800 72332255
Hong Kong	3077 5524
India	+800 440 1256
Italy	00 800 72332255
Netherlands	00 800 72332255
New Zealand	00 800 7233 2255
Singapore	800 4481773
Spain	00 800 7233 2255
Sweden	0850 252 122
Switzerland	00 800 72332255
UK	0800 9151571
USA	1 866 901 3295

*For China, there is shared cost if the first phone number listed is used; for free calls, use a landline to call either the Unicom/Netcom or Telecom number listed.

Safecall Online Reporting: www.safecall.co.uk/report

Legal Department Contact

Joy Burkholder Meier, EVP Legal & HR
Joy.Meier@blujaysolutions.com

Finance Department Contact

Michael Hunt, CFO
Michael.Hunt@blujaysolutions.com