



# Code of Conduct

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## CEO'S MESSAGE



Miro Miroslavov  
President and CEO

Welcome to **OfficeRnD**

Great employees make great companies, and we are delighted that you have chosen **OfficeRnD** to contribute and grow with us.

Our core values are the driving force of **OfficeRnD** success. They have been dictating our approach from the very start, and we need all our employees to share these values. In this constantly changing world, we are committed to observing the strictest ethical business practices in all that we do, with all our partners, and in each of the countries we operate.

Here's what we believe in!

**Transparency** - we are fully transparent with each other, our customers, and the world.

**Respectful** - we respect ourselves, our team, our customers, our competitors, and everyone else.

**Team Love** - we support our team first. We care about each other before everything else.

**Customer Care** - we love our customers too. Period. We do it all for them.

**Leadership** - we are here to grow and help others grow.

**Decisive & Passionate** - we make decisions, and we execute with passion. We don't tolerate uncertainty, moaning, and mediocracy.

**Risk-taking** - we take risks, and we are not afraid to fail.

**Humble** - we don't like big egos. We keep ours at home.

Before all, we are good humans who want to do good!

This Code of Conduct is a guide created to help each of us act in line with those values. It is the practical reference in ensuring that we abide by the law and that we make decisions in line with applicable ethics standards. Please take your time to read this Code to understand what **OfficeRnD** expects of us when fulfilling our commitments to our colleagues, to our customers and suppliers, to our partners and to the public.

No document can cover all possible scenarios. That's why this Code of Conduct includes information on who to contact if you need support or advice or if you need to report a matter of concern. I can assure you that any matter reported in good faith will be investigated thoroughly and will give no rise to any reprisals.

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## 1. PURPOSE.

The purpose of the **OfficeRnD** Code of Conduct is to define the standards of conduct to be observed by the Board of Directors, management, as well as all employees of the companies in the **OfficeRnD** Group (**OfficeRnD** Ltd, **OfficeRnD** Inc., **OfficeRnD** EOOD, as a whole, defined as the **OfficeRnD** Group) and to strengthen our Groups' ethical culture regarding the following matters:

- The values and principles in the **OfficeRnD** Group's business relationships, by implementing standard ways of acting and conducts in line with business ethics. In conducting our business, we are guided by the principles of promoting ethical and responsible decision-making.
- Conducts that will not be tolerated, that are inappropriate and may even be criminal offences in business relationships. Any such violation would be thoroughly investigated, and actions might be applied based on the Disciplinary Section of this Code.
- The obligation to use the Whistleblowing Channel to report any conduct that goes against this Code of Conduct.

We all follow our Code.

Likewise, it is to be expected that these standards of conduct are also shared by the various persons with whom the **OfficeRnD** Group interacts, whether these are customers, suppliers, partners, collaborators, public or private institutions.

The Code of Conduct is established by the Board of Directors and is based on the Mission, Vision, and Values of the **OfficeRnD** Group, our Corporate Social Responsibility (CSR) principles, our Environmental, Social and Corporate Governance principles, as well as its commitment to strengthen the Groups' ethical culture and to ensure that its employees exercise due diligence with regard to compliance with the regulations in each of the countries in which the **OfficeRnD** Group operates.

For this purpose, the Board of Directors has established a structure and a model in the **OfficeRnD** Group to safeguard against, detect and investigate, and take actions against any violations of the Code of Conduct and applicable regulations, through the Ethics and Compliance Committee ([whistleblower@officernd.com](mailto:whistleblower@officernd.com)).



## 2. SCOPE OF APPLICATION OF THE CODE OF CONDUCT.

The observance of the conduct and behaviour guidelines set out in this Code of Conduct is mandatory for all **OfficeRnD** Group employees, regardless of their company position or geographical location. The Code is applicable to all the Groups' companies and subsidiaries in which it holds a decisive influence over management control. Additional details and requirements are set in each location specific Employee Handbook.

No employee, regardless of his/her level or position, may ask another employee to go against the provisions of this Code of Conduct, neither can any conduct be justified on the grounds of an order from a higher level or a lack of knowledge of the Code of Conduct or the legislation in force.

Through its accountability, the **OfficeRnD** Group undertakes to be accountable to the interested parties, as well as to be accountable to the legally authorized bodies in relation to the normative acts. Accountability for the overall impact of **OfficeRnD** Group's decisions and activities on society and the environment also implies its responsibility to those affected by its decisions and actions, as well as to society as a whole.

## 3. THE CODE AND THE LAWS.

We are committed to acting within the laws and regulations in every country in which we operate and where financially reasonable follow all best practices. As a global company, the laws, and regulations of more than one country apply to the work we do. Regardless of location, we must understand and abide by the laws and regulations that apply to the work we perform.

Since no single document can address every possible situation that could present an ethical issue, we must all use good judgement to decide the most appropriate way to conduct ourselves. If you find yourself in a situation in which you are unsure whether a decision or action is the most appropriate one, try to answer the following questions:

1. Is this the right thing to do?
2. Does it follow our Code, policies and applicable laws and regulations?
3. Am I being respectful, honest, and fair?
4. After my decision is made, how will others view my actions?

When in doubt, the Ethics and Compliance Committee should be consulted.

## 4. CORPORATE SOCIAL RESPONSIBILITY PRINCIPLES.

To determine the scope of its social responsibility, identify the relevant issues and determine its priorities, the **OfficeRnD** Group considered the main topics defined in the Corporate Social Responsibility Guidelines. Also, the **OfficeRnD** Group conducted a survey of all interested parties (sample) and assessed the applicability, significance and priority of all additional topics explained in the CSR Guidance based on internal methodology. The results of this assessment are documented. The assessment of these topics is reviewed at least annually and revised as necessary.

## 5. EMPLOYEES.

The **OfficeRnD** Group employees must not violate the law that is applicable in their place of work and must observe the internationally accepted ethical practices, in accordance with the Fundamental Rights and Public Liberties set out in the Universal Declaration of Human Rights.

Likewise, workers shall act in an ethical and socially acceptable manner in all their actions, avoiding any type of conduct which, while not violating the law, could be damaging to the Group.

All **OfficeRnD** Group employees must comply with their respective job description and non-disclosure agreements.

## 6. BOARD OF DIRECTORS AND MANAGEMENT.

In addition to the obligations and rights of any other employee, those persons holding positions of responsibility on the Board of Directors or Management must be suitable role models. They must therefore:

- Ensure that all employees under their supervision understand their responsibilities under this Code of Conduct and other applicable **OfficeRnD** Group policies and procedures.
- Take every opportunity to discuss the Code of Conduct with the employees, the need to comply with it and stressing the importance of ethics.
- Create an atmosphere in which employees under their supervision feel comfortable talking about raising their concerns.
- When unable to support employees in the application of this Code of Conduct refer them to the Ethics and Compliance Committee.

- Ensure we comply with the legislation regarding Modern Slavery to ensure we uphold our commitment of being a people focused organisation and we treat everyone fairly and equally from both an internal and external perspective.
- Never encourage or give orders to achieve business results, or results of any other nature, that benefit the company yet violate the Code of Conduct or applicable legislation.

## 7. ETHICS AND COMPLIANCE COMMITTEE.

The Ethics and Compliance Committee (hereinafter the Committee) is the body within the **OfficeRnD** Group that ensures that the Code of Conduct and ethical culture are disseminated within the Group and that employees are familiar with the Code and comply with it.

This Committee is appointed by, and answerable to the **OfficeRnD** Group Board of Directors, to which it reports on a regular basis.

The Board of Directors has given this committee autonomous powers of initiative and supervision within the **OfficeRnD** Group, to ensure compliance with the applicable regulations, particularly in criminal matters, and with the Code of Conduct by all **OfficeRnD** Group employees.

The Committee also manages the Whistleblowing Channel and ensures the complete confidentiality of any possible reports on hypothetical violations of the Code of Conduct and applicable regulations. The investigation into these wrongdoings is made through an impartial procedure adapted to the circumstances of each case.

## 8. DIVERSITY, EQUAL OPPORTUNITY, AND EQUAL TREATMENT.

In their working relations with other employees, particularly those who manage teams and/or individuals, **OfficeRnD** Group employees are obliged to act on the basis of respect, dignity, equality and diversity.

They shall promote business activities based on respect, mutual collaboration, the equality of individuals above any kind of differences. They shall correctly manage diversity and coexistence, with consideration regarding attention to, and the workplace integration of the disabled and those with functional diversity, offering the same opportunities for access to employment, advancement and professional promotion based on conditions of merit and ability.

The **OfficeRnD** Group does not permit any form or means of discrimination, no type of physical, sexual, psychological, or verbal harassment or abuse, or any other type of degrading treatment. All measures available shall be implemented to pursue and rebuke any action or circumstance identified. To this end, the necessary prevention and response procedures and protocols have been established.

OfficeRnD Group is an equal opportunity employer. In accordance with applicable law, we prohibit discrimination against any applicant or employee based on any legally-recognized basis in the countries we operate in, including, but not limited to: race, colour, religion, sex (including pregnancy, lactation, childbirth or related medical conditions), sexual orientation, gender identity, age, national origin or ancestry, citizenship status, physical or mental disability, genetic information (including testing and characteristics), veteran status, uniformed service member status or any other protected status.

It is forbidden to use discriminatory language in any type of corporate communication, internal or external, and inclusive language shall be encouraged within the organization.

## 9. HEALTH, SAFETY AND ENVIRONMENTAL MANAGEMENT.

The OfficeRnD Group shall ensure that its employees perform their work in safe, healthy, and environmentally friendly workplaces. It undertakes to implement the policies, procedures and means required to minimize the associated risks, for its own personnel and for third parties. To this end, we have established the corresponding policies on occupational safety, health and the environment management and adopted the necessary preventive measures to comply with the provisions of the applicable legislation as well as any other regulatory provision that may come into effect in the future. On an annual basis we evaluate internally the impact we have on the environment that include but its not limited to, energy use, waste management, natural resource conservation. Our aim is to be environmentally responsible and sustainable company.

All OfficeRnD employees must be familiar with and comply with the rules on occupational health and safety and the environment management, ensuring their own safety and that of anyone who may be affected by their activities. To this end, all the necessary resources and means are made available, in addition to compulsory training for employees, to ensure that they can work safely in a healthy, environmentally friendly atmosphere.

Regarding these matters, employees are obliged to inform their superior or the person responsible for health and safety, of any malfunction, incident or risk observed.

Likewise, appropriate action shall be taken to ensure that any related third parties implement the measures adopted by OfficeRnD in their own companies.

## 10. PREVENTION OF CORRUPTION.

To avoid activities related to corruption, no OfficeRnD employee may offer, grant, request or accept, directly or indirectly, gifts, invitations, favours, or rewards, in cash



or in kind, that, whatever their nature, may influence the decision-making process related to the performance of the duties derived from his/her position.

## 11. ANTI MONEY LAUNDERING.

As a Group, we are committed to carrying on business in accordance with the highest ethical standards. It is the policy of the **OfficeRnD** Group to prohibit and actively prevent money laundering and any activity that facilitates money laundering or the funding of terrorist or criminal activities by complying with all applicable laws and regulations aimed at combating money laundering and terrorist financing. To this end, **OfficeRnD** Group will only conduct business with customers who are involved in legitimate business activity and whose funds are derived from legitimate sources.

**OfficeRnD** Group has designated an Anti-Money Laundering Compliance Person, with full responsibility for its Anti-Money Laundering program.

Where any suspicions arise, that criminal conduct may have taken place involving a customer, colleague or third party, you should consider whether there is a risk that money laundering or terrorist financing has occurred or may occur. If such case occurs, it is your responsibility to inform the Ethics and Compliance Committee and the Financial director.

## 12. CONFLICT OF INTEREST.

While working for **OfficeRnD** Group, employees must act in the best interest of the Group. A conflict of interest arises whenever an employee's personal relationships and activities interfere or appear to interfere with his/her ability to act in the best interest of **OfficeRnD** Group.

Specifically, the following circumstances are considered to represent a potential conflict of interest and should be reported:

- The performance by the employee, his/her relatives or any other person related to the employee, whether directly or indirectly, whether alone or through some company or institution, of activities of the same nature or complementary to **OfficeRnD** Group's business activity.
- The performance by the employee, his/her relatives or any other person related to the employee, whether directly or indirectly, whether alone or through some company or institution, of activities that involve or could involve the exchange of goods and/or services with **OfficeRnD** Group, whatever the system of remuneration agreed.

At the time of recruitment and during their employment, all employees must communicate any circumstance that could involve a conflict between their own

interest and that of **OfficeRnD** Group. This obligation to communicate a conflict of interest also covers any knowledge or suspicion of a conflict of interest involving another employee.

In this respect, should a personal conflict of interest arise that could compromise the necessary objectivity or professionalism of their position, employees are required to inform their direct supervisor in writing, with a copy to the Ethics and Compliance Committee, so that appropriate measures may be taken to the mutual benefit of **OfficeRnD** Group, and the persons concerned and, where applicable, either authorize or prohibit the potential conflict of interest situation.

### **13. PRIVACY AND PERSONAL DATA PROTECTION.**

The **OfficeRnD** Group respects the privacy of all its employees, suppliers, and customers, as well as its stakeholders and collaborators.

Personal data shall be processed responsibly and in compliance with the legislation on privacy that is applicable at any time (i.e., GDPR, CCPA, PIPEDA, The Privacy Act, The Data Protection Act, etc.).

Those **OfficeRnD** Group employees who process personal data must act in accordance with the applicable law. They must also observe the protocols and instructions drafted by the **OfficeRnD** Group's Data Protection Officer and the Security and Compliance Lead.

In any case, such **OfficeRnD** Group employees shall be obliged to respect and safeguard the personal privacy of all those individuals whose data are accessed while performing their duties within the **OfficeRnD** Group, maintaining strict confidentiality regarding the said data. The above shall be applicable to all personal data, including identification data, financial, medical or data of any other nature and which can in some way identify the holder and, therefore, affects his/her personal privacy.

Personal data processing shall be proportionate and restricted, so that:

- Only data that are strictly necessary for performance of the activity shall be collected, processed, and used.
- The collection, processing and use of the said data shall be conducted in a way that guarantees the security, reliability and accuracy of the data, an individual's right to privacy and compliance with the obligations arising from all applicable laws.
- Only those persons authorized to do so, by reason of their work, shall have access to such data, insofar as is necessary for performing their duties.

## 14. USE OF RESOURCES AND PROPRIETARY ASSETS.

Employees shall use the OfficeRnD Group's resources and assets according to the ISMS-POL-08 – Acceptable use policy provisions.

## 15. CONDUCT ON INTERNET, SOCIAL MEDIA, AND FORUMS.

The participation of OfficeRnD Group employees on the Internet, social media and professional forums shall always be made in such a way that this is at a personal level and is not the opinion of the OfficeRnD Group. Information, opinions, or statements on professional matters shall always be true and non-confidential.

Care should be taken when mentioning an employment relationship with OfficeRnD Group. The aspects included in this Code of Conduct are applicable, particularly regarding aspects on discrimination, slanderous opinions or made in bad faith, intellectual or industrial property, or the disclosure of restricted or confidential information on customers, suppliers or any other internal information pertaining to OfficeRnD Group.

On the other hand, employees are forbidden to use the OfficeRnD Group image, name or brands to open websites or sign up for forums or social media on behalf of the OfficeRnD Group.

## 16. WHISTLEBLOWER POLICY.

All OfficeRnD Group employees, regardless of their hierarchical level and geographic location, as well as suppliers and third parties with a direct relationship and a legitimate commercial or professional interest, are obliged to report any violation of the Code of Conduct and applicable legislation to contribute to the ethical culture of the OfficeRnD Group.

Likewise, the Group's employees are obliged to pass on any disclosure or communication made by any customer, supplier or related third party, and which could entail a violation of the Code of Conduct and applicable legislation to the Ethical and Compliance Committee.

No employee, regardless of his/her level or position, can ask another employee to go against the provisions of this Code of Conduct, which would be a violation of the Code and must be reported. In this respect, a particular conduct or violation cannot be justified by claiming an order from above – due obedience – or by being unfamiliar with the Code of Conduct, the Group's policies, or applicable legislation – deliberate lack of knowledge.

Communications and disclosures should always be made in good faith about deeds committed by employees, suppliers or third parties with whom the **OfficeRnD** Group has either an employment, business, or direct business relationship regarding:

- Violations of the Code of Conduct or any other **OfficeRnD** Group policy or procedure.
- Any violations of the regulations and legislation in force in the labour, civil or criminal areas that may come to their knowledge and which affect the **OfficeRnD** Group.
- Any doubt or suspicion regarding specific or potential economic or reputational damage to the **OfficeRnD** Group.

Reports made with misleading information in bad faith shall be a violation of the Code of Conduct, as well as lying to investigators, falsifying documents, refusing, or failing to cooperate with an investigation relating to the Code of Conduct.

Any employee who believes they have been (or witness of) harassed, discriminated against or subject to retaliation by a co-worker, supervisor, agent, client, vendor or customer of **OfficeRnD** Group, in violation of the foregoing policies, or who is aware of such harassment, discrimination or retaliation against others, should immediately provide a written or verbal report to their direct manager, any other management team member, Human Capital Business Partner, the Ethics and Compliance committee, at <https://www.officernd.com/whistleblower-form/> or to the CEO. After a report is received, a thorough and objective investigation by management will be undertaken. The investigation will be completed, and a determination made and communicated to the employee as soon as practical (no later than 30 days after receiving the complaint). The **OfficeRnD** Group expects all employees to fully cooperate with any investigation conducted by the Company into a complaint of proscribed harassment, discrimination, or retaliation, or regarding the alleged violation of any other **OfficeRnD** Group policies, and during the investigation, to keep matters related to the investigation confidential.

If we determine that this policy has been violated, remedial action will be taken, commensurate with the severity of the offense. Appropriate action will also be taken to deter any future harassment or discrimination prohibited by this policy. If a complaint of prohibited harassment, discrimination or retaliation is substantiated, appropriate disciplinary action, up to and including termination of employment, will be taken.

If you are involved in an investigation of an alleged violation of the policies and are dissatisfied with the outcome, you may request reconsideration within 14 days after the outcome was communicated to you. Your request must be submitted in writing to

the Ethics and Compliance committee and identify the reasons why you believe the matter was not adequately or properly resolved. Your request will be addressed promptly.

The Ethics and Compliance committee and equivalent state agencies will accept and investigate charges of unlawful discrimination or harassment at no charge to the complaining party.

## 17. PROTECTION AGAINST RETALIATION.

Retaliation is prohibited against any person by another employee or by OfficeRnD Group for using this complaint procedure, reporting proscribed harassment, or for filing, testifying, assisting, or participating in any manner in any investigation, proceeding or hearing conducted by a governmental enforcement agency. Prohibited retaliation includes, but is not limited to, termination, demotion, suspension, failure to hire or consider for hire, failure to give equal consideration in making employment decisions, failure to make employment recommendations impartially, adversely affecting working conditions or otherwise denying any employment benefit.

An employee should report any retaliation prohibited by this policy to their direct manager, any other management team member, Human Capital Business Partner, the Ethics and Compliance committee, at <https://www.officernd.com/whistleblower-form/> or to the CEO. Any report of retaliatory conduct will be investigated in a thorough and objective manner. If a report of retaliation is substantiated, appropriate disciplinary action, up to and including termination of employment, will be taken.

If you are involved in an investigation of an alleged violation of the policies and are dissatisfied with the outcome, you may request reconsideration within 14 days after the outcome was communicated to you. Your request must be submitted in writing to the Ethics and Compliance committee and identify the reasons why you believe the matter was not adequately or properly resolved. Your request will be addressed promptly.

## 18. DISCIPLINARY ACTIONS.

It is the OfficeRnD's aim that the rules and procedures should emphasise and encourage improvement in the conduct of individuals where they are failing to meet the required standards, and not be seen merely as a means of punishment. Every effort will be made to ensure that any action taken under this procedure is fair, with you being given the opportunity to state your case. A progressive disciplinary system will be used. Any decisions taken are based on the applicable local laws in the country we operate in, but can be summarized to:

- Verbal warning.



- Written warning.
- Final warning.
- Termination.

Each location specific Employee handbook further describe the disciplinary practices that are in compliance with the applicable location legislation.

There may be occasions where the performance or conduct of an employee is serious enough to by-pass one or more of the above steps. When an employee is shown to have violated the Code of Conduct, then the record of the final decision and a copy of the letter(s) of notification shall be filed in the employee's file as part of his/her permanent records.

Employees under investigation for a potential violation of the Code of Conduct will have the opportunity to be heard before any final decision is taken.

## 19. SUPPLIERS RELATIONS.

Our suppliers are selected and evaluated beyond the basis of economic criteria. We also look closely at their information security and privacy posture and implemented controls, ethical values, public image, health and safety and environmental management, social responsibility, and any information about fraudulent activities. The **OfficeRnD** Group is committed to source responsibly and aim to partner with suppliers that share the same high standards as us. Every supplier undergoes a comprehensive due diligence process before engagement and annually thereafter.

## 20. ACKNOWLEDGMENT OF THE CODE OF CONDUCT.

The **OfficeRnD** Group will disseminate and communicate the contents hereof to all employees through the internal communication media (Human Resources Information System).

The **OfficeRnD** Group employees are obliged to be familiar with, and to comply with the Code of Conduct and the location specific Employee handbooks. Not having read the Code of Conduct and/or the Employee handbook will not be an excuse for not complying with its contents.

All **OfficeRnD** Group employees are required to acknowledge the Code of Conduct and their location specific Employee handbook upon hire and annually thereafter.

## 21. EFFECTIVE DATE AND REVIEW.

The Code of Conduct has been in effect since the day of its initial creation. The formal approval by the Board of Directors of **OfficeRnD** Limited was at its meeting held on April 21, 2022.

The Code of Conduct shall periodically be reviewed and updated, where applicable, listening to any proposals for improvement made by all employees through the Ethics and Compliance committee.

## 21. REVISION HISTORY.

Number of the revision	Revision date	Description	Approved by
1.0	02.29.2022	Initial Document	Miro Miroslavov – President and CEO
1.1	03.04.2022	Improved the requirements for Background and Reference Checks	Miro Miroslavov – President and CEO
1.2	03.17.2022	Included Whistle-blower policy and requirements.	Miro Miroslavov – President and CEO
1.3	03.22.2022	Included global disciplinary policy	Miro Miroslavov – President and CEO
1.4	04.21.2022	No changes	Review and approved by the Board of Directors
1.4	04.16.2023	No changes	Annual review