

Certified



Corporation

# Code of Conduct

## Critical Software

# A Message From Our Founders



If there is one thing that matters to us at Critical, it is the way we look at the world around us and the people who make it what it is. The importance we give to our collective life, what we do and how we do it: this defines who we are.

We care about challenges, engineering and technologies. But we also care about causes and the reasons why we do things. We build change, and we know that is a privilege. We want to feel proud by getting involved in the right changes – impacting the things that can help to make the world a better and safer place.

Ethics and trust, inclusion and equal opportunities, and climate and ecological urgency are the foundational pillars that drive our desire to help build a better world. Transparency, a strong sense of ethics and trust foster collaboration. And collaboration spurs creativity, effectiveness and efficiency. Which is what Critical Software is all about.

Inclusion and equal opportunities are the cornerstones of diversity. And diversity challenges us, makes us better, richer, more demanding, and helps us fight for a better and fairer world. The planet, the environment, and our collective response to climate change – the most demanding crisis humanity faces – can only be at the centre of our concerns.

This document summarises the principles that guide our actions. Such principles – just like our values and our culture – are not and never could be mere words. We would do, care, and feel exactly the same if this document did not exist. More than just what and how we do things, this document reflects the very core of what we are.

**Gonçalo Quadros** (Chairman)

**João Carreira** (CEO)



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# Our Purpose

We engineer  
change, helping  
to build a better  
and safer world  
through trusted  
and transformative  
technologies



# Our Values

## Engineering ingenuity

We engineer ingenuity, and we love a challenge. Challenges create change, allowing us to invent new things, energise our ideas and achieve greatness. Challenges help us to serve our customers, in our relentless pursuit to "make the best better". Whatever we've accomplished, we're always hungry and ambitious for more, always asking new questions, always innovating.



## Stronger together

We believe we are stronger together. We work hard and smart for each other and the world around us. We believe that everyone we work with and everything we do matters. We pride ourselves on our energy and resolve in delivering on our promises. We care deeply about our work and are passionate about attracting and nurturing the very best talent.

# Our Values

## Listen, think, act: boldly

We listen, we think and we act: boldly. When things matter the most, we take the initiative. As a team and as individuals, we trust in our expertise, which empowers us to be decisive, brave and committed in our work. We're resolute and resilient: not everything in life is easy, but we wouldn't have it any other way.



## We care about the way we get to the top

We care about the way we get to the top. Trust is tied to everything we do. We are guided by our dedication, honesty and integrity at all times – to each other, all of our customers and suppliers, and the communities we are an important part of. These principles lie right at the heart of our organisation. We know there are no short cuts to success, and we're willing to go the distance to make sure we do things the right way.



## Relationships

Trust is at the heart of Critical Software. Our relationships with clients, colleagues and the communities around us are built on it. For us, these relationships are not just business. They reflect something deeper about who we are.

With all of our relationships, we understand the importance of acting responsibly and with integrity: from the technologies we invent and deliver for our clients, to the way we look after confidential data, to the way we communicate with the world around us.

We pride ourselves on setting high standards of conduct across all of our relationships. We hold ourselves to strong values and ethics and we expect to reflect this in areas such as law, tax, the environment, human rights, and health and safety issues.

In the case of defence and related industries, we are committed to not working on weapons, ammunition and other such systems that have the capability of harming people or the planet in disproportionate or indiscriminate ways. We are committed to complying with all export control laws and international conventions and to not doing business with clients whose applications may have high-severity impacts due to high levels of social and ethical concerns and potential harm. We have a specific Defence Market Policy in place in order to ensure extra vigilance is applied when engaging in defence projects.

Delivering on our purpose means building relationships beyond the business world too, and we are committed to working with communities and NGOs where they share our goal of helping to make the world a better and safer place.

## Wellbeing and Fairness

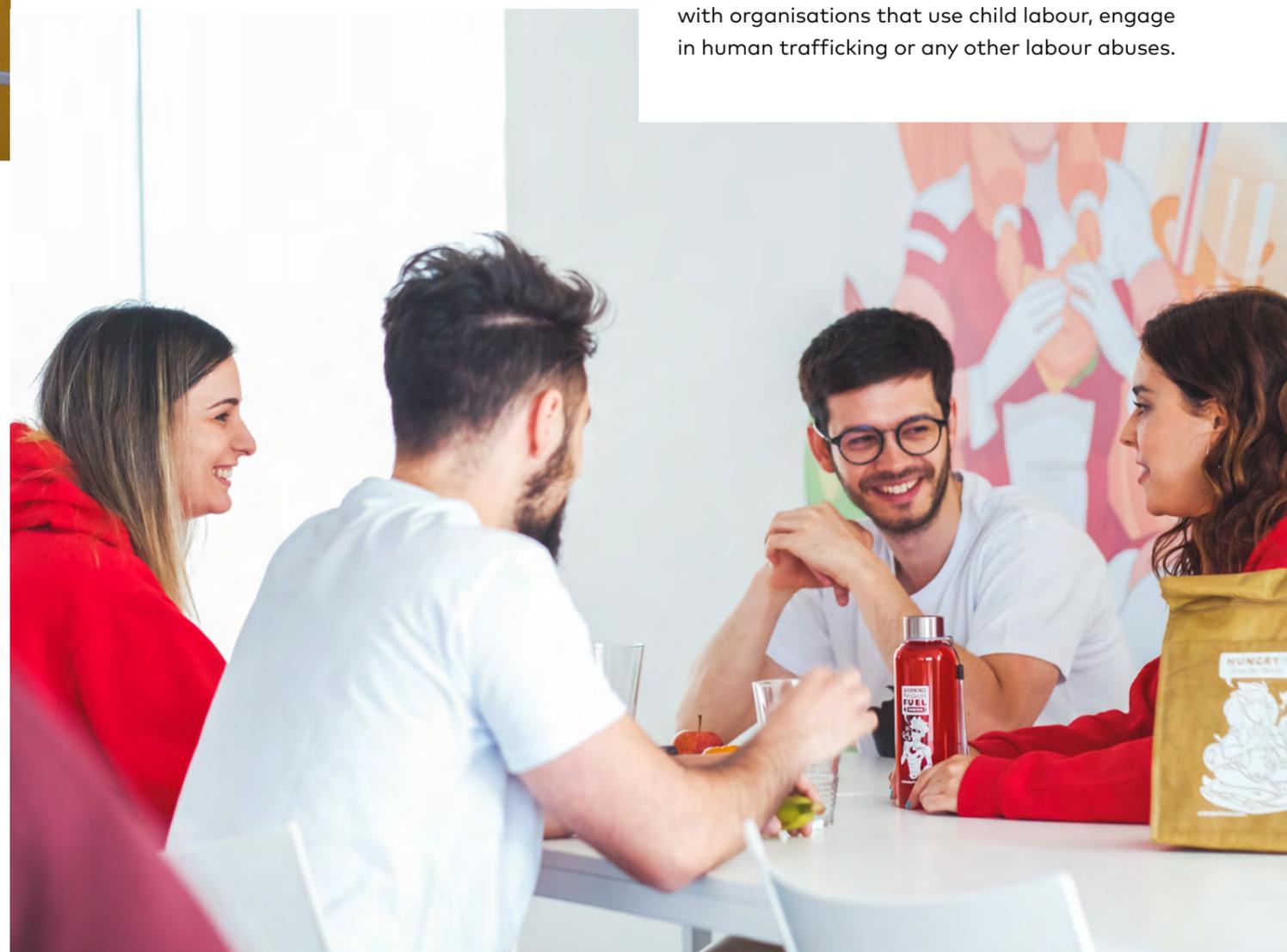
The wellbeing of our people, our clients and our communities is paramount to us.

We concern ourselves with everyone that works at or with Critical. Our working environment and conditions are of central importance in achieving this. We promote an environment where we look out for one another and respect the needs of individuals. We actively welcome diversity, and we treat all of our employees with dignity and respect, providing a work environment with equal opportunities for professional and personal growth.

We look to empower everyone to achieve their potential, free from discrimination, harassment, and unsafe conditions. We encourage freedom of speech and acknowledge unions.

Our wealth distribution policy transparently sets out how we distribute our profits back into the company, our employees, our wider community and shareholders. We operate a rule where the highest salary in the company cannot be greater than 10 times the lowest salary. We are transparent on matters concerning health, safety and the environment too.

Naturally, our concern for the wellbeing of people extends beyond our own doors: we do not work with organisations that use child labour, engage in human trafficking or any other labour abuses.

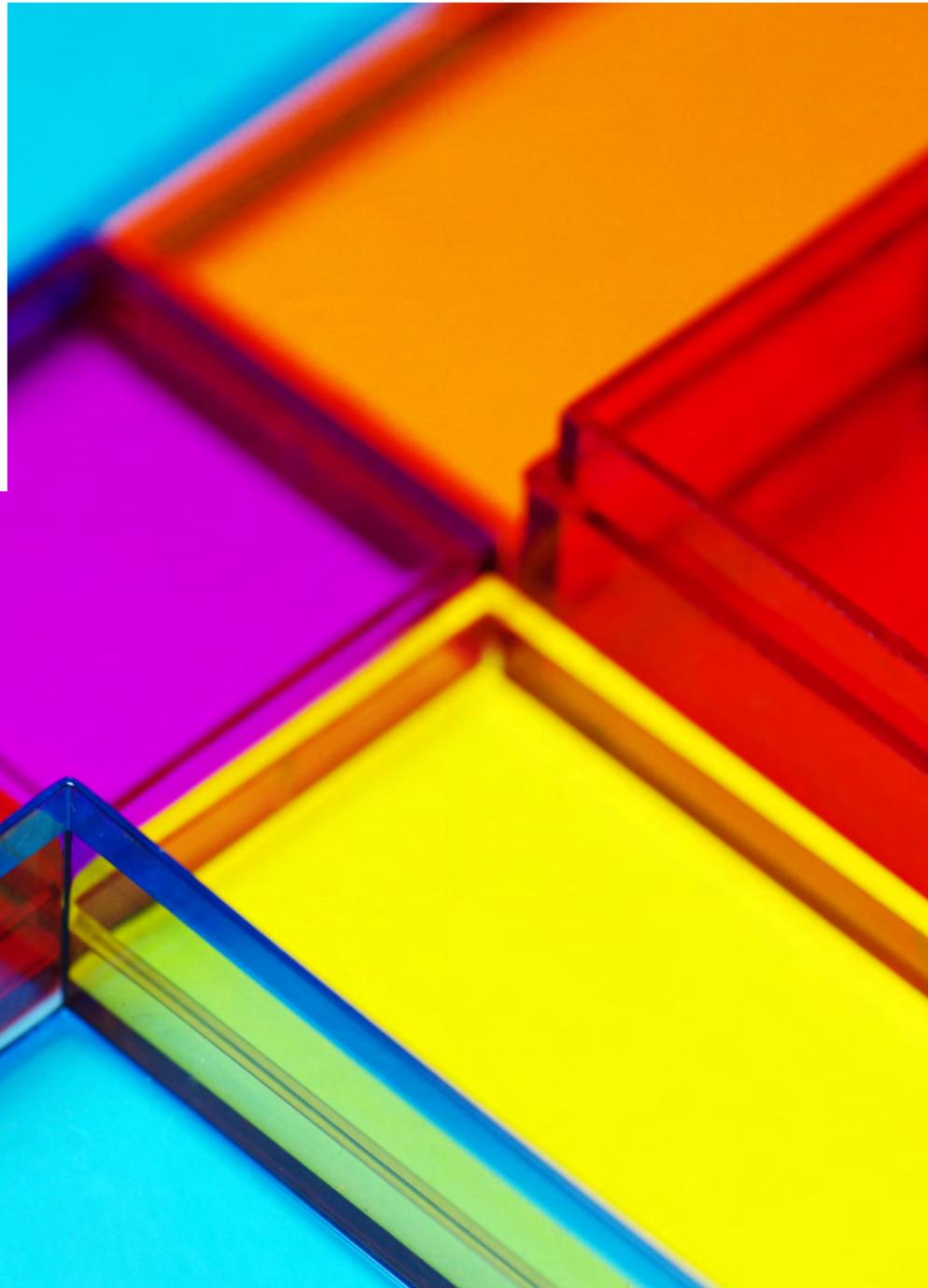


# Equal Opportunities, Diversity and Inclusion

We firmly believe in nurturing a diverse community based on merit. We believe we thrive as a community precisely because of the many distinct talents we each possess. We do not allow unfair discrimination of any kind: whether it be on the grounds of race, nationality, gender, religion, politics, sexual-orientation, disabilities, age, marital status or anything else.

These principles run across our culture: from recruitment to career development, and we actively make any reasonable adjustments necessary to support any employee inclusion requirements.

We are very conscious that gender representation is a particular issue in the technology sector, and we are actively engaged in ways to address this challenge within our business and across communities.



## Money and Tax

We respect and follow the laws and customs of the countries and communities where we operate. We are committed to paying taxes in the countries where we are based, and we take a zero-tolerance approach to the facilitation of tax evasion. We do not influence decisions through improper payments or turn a blind eye to improper financial conduct of any kind.

Improper payments or unfair benefits are forbidden in all of our relationships. And we openly promote competition and avoid establishing exclusive relationships with suppliers.

We look to work with individuals and partners who share our values of trust and transparency.

# Gifts, Travel and Hospitality

We demonstrate sound judgement when exchanging business courtesies with clients and suppliers. Any gifts and meals offered or received should be transparently declared and in strict compliance with our code of conduct.

At no time should we receive or give cash or solicit gifts or any other improper benefit from any of our relationships in order to gain business or an unfair advantage.

All hospitality and travel expenses must have a legitimate business purpose and be reasonable.



# Conflicts of Interest

We understand the importance of avoiding conflicts of interest, whether they might arise for financial or personal reasons. Building trust relies on avoiding situations that might unfairly influence our decisions.

Potential relationships that can bring conflicts of interest include those within our organisation or with related third-parties. These relationships might be of a business, family or other personal nature. As a first measure, all employees should avoid or remove themselves from any situation where such a bias may occur.

If they are unable to do so, there is an obligation to disclose the relationship and they should inform the Critical Ombudsperson, who will help to resolve the situation in way that protects against conflicts of interest and bias.



# Privacy and Data

We comply with all relevant laws on data and privacy, including all transparency requirements about how we handle data. We take confidentiality, privacy and data concerns seriously and recognise them as central to the trust we build in our relationships.

Protecting information, ideas and intellectual property is also a crucial part of our responsibility as a trustworthy partner.

We use secure technologies and processes to protect data and confidential information and have a dedicated in-house Chief Security Officer role to support this.



# Executive Management and Governance

The Management Board plans for and assesses the company's overall performance. In order to foster transparency, accountability, fairness, good governance and long-term sustainability, the Management Board is strictly comprised of individuals that stand-out for their individual own merits.

A separate Board of Directors sits independently of the Management Board, approving the strategy of the company and holding its performance to account.

In addition, an Audit Committee monitors overall performance, including matters relating to budget and risk management.

# Sustainability and Social Responsibility

As a sustainable company, we are committed to the development of the communities around us and the wider environment we live in. We are actively engaged in community and social responsibility initiatives at many levels and encourage active participation from our employees.

We are particularly motivated to tackle inclusion and diversity challenges in the tech sector, and in society's use of technology. These include in areas like neurodiversity, gender and poverty.

We are committed to the objectives of the Paris Agreement within the United Nations Framework Convention on Climate Change. We are also working towards becoming carbon neutral, focusing our attention on the following United Nations Sustainable Development Goals.

**4** QUALITY EDUCATION



**5** GENDER EQUALITY



**8** DECENT WORK AND ECONOMIC GROWTH



**9** INDUSTRY, INNOVATION AND INFRASTRUCTURE



**10** REDUCED INEQUALITIES



**11** SUSTAINABLE CITIES AND COMMUNITIES



**13** CLIMATE ACTION



# Our Responsibilities

As employees and representatives of Critical Software, we are each expected to uphold the standards outlined in our Code of Conduct with honesty, commitment and integrity. A more detailed version can be found [here](#).

We each have an obligation to speak up if we believe these standards are being compromised in any way. This can either be done by speaking to your line manager in the first instance, or otherwise contacting the Critical Ombudsperson at [csw.ombudsperson@gmail.com](mailto:csw.ombudsperson@gmail.com).

The Ombudsperson can also be contacted anonymously by visiting <https://report.whistleb.com/en/criticalsoftware>.





# Critical

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