



## Supplier Code of Conduct



## 1. About our Code of Conduct

At Real Matters Inc. (“Real Matters” or the “Company”), our clients include some of the world’s largest, most trusted financial institutions. By choosing to do business with us, they trust that we uphold the highest standards of integrity, accountability, ethical conduct and performance, while observing the laws and regulations that govern our industry. The Real Matters Supplier Code of Conduct is our commitment to extend those principles to business partners, suppliers and vendors of the Company (collectively “Suppliers”). It sets the expectation that our Suppliers will act with the highest level of integrity, uphold the law, and that they will treat all of our stakeholders, and each other, with respect and transparency. It also ensures that our Suppliers behave in a way that safeguards Real Matters’ reputation and the trust that our investors, clients, business partners, regulators and communities place in our Company.

All Suppliers who engage with Real Matters Inc., including any of our direct or indirect subsidiaries, have a duty to demonstrate the highest standard of business conduct.

As a Supplier to Real Matters you are required to read the Supplier Code of Conduct and to adhere to its principles as a condition of your engagement with the Company.

## 2. Creating a Positive Work Environment

Real Matters is committed to providing a positive work environment that is free of all forms of harassment, violence and discrimination. As a Supplier, you have an obligation to treat our employees, clients, the public and all of our stakeholders with dignity and respect.

### **Diversity**

Real Matters values diversity and inclusion. Our people are the Company’s most valuable asset. The collective sum of the individual differences, life experiences, knowledge, inventiveness, innovation, self-expression, unique capabilities and talent that our employees invest in their work represents a significant part of our culture.

We embrace our employees’ and Suppliers’ differences in race, national or ethnic origin, color, religion, age, sex, sexual orientation, gender identity or expression, marital status, family status, genetic characteristics, disability and military status. All of our Suppliers are expected to exhibit conduct that reflects inclusion, both when representing the Company and within their own company.

We do not accept any type of harassment, regardless of the perpetrator, whether it’s a Company employee, Supplier, client or the public. Verbal or physical conduct that disrupts or interferes with your ability to provide products or services, or that creates a hostile work environment, will not be tolerated.

Real Matters will not work with a client or Supplier that violates the basic principles outlined in this “Creating a Positive Work Environment” section.

## Health and Safety

The Company is committed to providing a safe and healthy working environment for all employees in accordance with all state, provincial and federal regulations. Workplace health and safety is of critical importance to the Company. As such, the Company and its management will:

- make reasonable provisions for the occupational health and safety of its employees in accordance with the laws of the jurisdictions in which the Company operates;
- keep employees familiar with safe work practices through training or other communication as required from time-to-time;
- identify and notify employees of any hazardous workplace conditions and provide reasonable preventative measures to protect employees from these hazardous conditions; and
- establish and maintain a procedure and protocol to be followed in the case of serious injury or fatality.

Suppliers have a duty to:

- strictly comply with directives, approved work procedures and all laws or regulations intended to ensure their health and safety;
- advise the Company in a timely manner of any dangerous or hazardous workplace conditions; and
- refrain from any conduct or misconduct that they know or reasonably ought to know is dangerous to their own health and safety or to that of others within the workplace.

While visiting Company facilities, smoking is allowed only in designated areas.

## Substance Abuse and Weapons

Suppliers are not permitted to manufacture, distribute, possess, sell or attempt to sell, receive or be under the influence of legal or illegal substances that cause them to be impaired at our worksites or when representing the Company.

Suppliers are prohibited from the consumption of alcohol at our worksites or when representing the Company, unless they are invited to participate in a Company sponsored event where alcohol is being offered. We rely on you to exercise good judgment and never drink or use a substance that may cause impairment in a way that leads to impaired performance or inappropriate behaviour, endangers the safety of others or violates the law.

Real Matters is also committed to a violence-free work environment and will not tolerate any level of violence or threat of violence in the workplace. All of our Suppliers are strictly prohibited from bringing or storing a weapon at our worksites. If you become aware of a violation of this policy, please report it immediately to [compliance@solidifi.com](mailto:compliance@solidifi.com).

### 3. Avoiding Conflicts of Interest

You have an ongoing responsibility to identify conflicts of interest in relation to Real Matters. You must disclose actual, potential or perceived conflicts so they can be avoided or managed appropriately.

#### **Anti-Bribery**

You may not give cash or cash equivalents to any of our employees or board members, in an attempt to influence an individual's actions or decisions as a means of obtaining business opportunities with Real Matters. In addition, you may not give gifts of material value in an attempt to influence an individual's actions or decisions as a means of obtaining business opportunities with Real Matters, save and except for gifts given in the ordinary course of business and in line with customary business practice.

#### **Related Party Transactions**

Avoiding potential conflicts of interest also means that you should not use or provide the Company products or services in a way that improperly benefits you or your immediate family. Therefore, you are required to report to the Company the fact that you or any of your immediate family members is or was within the past two years an employee of the Company prior to providing products or services as a Supplier of the Company. Immediate family members includes a spouse, domestic partner, parent, grandparent, sibling, child, grandchild, step-parent, step-grandparent, step-sibling, step-child, step-grandchild or in-law.

### 4. Preserving Confidentiality

Through your engagement with Real Matters, you may be provided with or receive or have access to proprietary and confidential information, which includes information related to the Company's past, present or future products, software, research, development, information security, clients, business partners, financial performance, strategy or administrative activities. You may also receive or have access to third-party confidential or proprietary information, including information about a client's customers. Real Matters considers this information, including any materials or documents containing the information, to be confidential and proprietary.

It is your duty to comply with all obligations set out in your Supplier agreement relating to the protection of confidential information. You shall protect confidential information and take precautions before sharing it with anyone, internally or externally. Do not share confidential information with friends or family, including your immediate family members, and do not discuss it in places where others could hear you (e.g. elevators, airplanes). You should always properly label, secure and dispose of confidential information. Do not access confidential information unless you have the authority or a business reason to do so.

If you are unsure the information you have is confidential, the best practice is to assume that all information you have about the Company and its business, including information received from past and current business partners, clients and their customers is confidential. You should only disclose that information on a need-to-know basis.

In the event you become aware that confidential information was intentionally or accidentally released, please immediately report the incident to the Company's Chief Privacy Officer at [privacy@solidifi.com](mailto:privacy@solidifi.com).

## 5. Obeying the Law and Ensuring Financial Integrity

Real Matters operates in a highly regulated industry. It is incumbent upon us to be aware of and to comply with the laws and regulations that govern our industry. This is critical to our business and to maintaining the confidence of our clients, partners and regulators.

As a Supplier, you are expected to know and comply with the laws and regulations that apply to you.

### **Obligation to Report**

As a Supplier, you are required to promptly report any of the following incidents to the Company, regardless of whether they relate to the business of the Company or its clients:

- any arrests, charges or convictions laid upon you for theft, dishonesty, fraud or other financial crimes, assault, crimes against property, major drug offences (including manufacturing, smuggling or trafficking);
- the receipt of any subpoenas, regulatory requests, media inquiries, or other third party requests concerning the Company or its clients;
- any concerns or suspected violations of any law or regulation related to the Company or its clients or a violation of this Supplier Code of Conduct or any other Company policy, including fraud, dishonesty, unfair or unethical conduct related to financial services, whether it is by Supplier's team, a Company employee, or another third party supplier; and
- any inquiry or enforcement action against you by a regulator with which you hold a professional license.

These incidents may be reported to the Company by contacting its Compliance Department at [compliance@solidifi.com](mailto:compliance@solidifi.com) or 877-240-6310.

The Company strictly prohibits intimidation or retaliation against anyone who makes a good faith report about a known or suspected violation of the Supplier Code of Conduct or any law or regulation.

### **Insider Trading**

At Real Matters, we are committed to candid communications and transparency which is why we openly share information internally. As a Supplier, you may become aware of confidential information about Real Matters or our clients, often called material non-public information (MNPI). Examples of MNPI include: material information about financial performance, new products or services, new or potential clients, proposed acquisitions, joint ventures or disposition, changes in key personal or regulatory investigations. MNPI is information that is not available to the public, and if disclosed may have a significant effect on the market price of the Company's shares.

Suppliers are prohibited from disclosing MNPI, using it to buy or sell securities (also known as “insider trading”), or sharing it with others (also known as “tipping”). If you are unsure if information is MNPI, please speak with our Legal Department. Insider trading is not only a violation of our Code, it is illegal.

## 6. Contact Information

- Legal and General Counsel: [legal@solidifi.com](mailto:legal@solidifi.com)
- Compliance: [compliance@solidifi.com](mailto:compliance@solidifi.com)
- Security: [security@solidifi.com](mailto:security@solidifi.com)
- Privacy: [privacy@solidifi.com](mailto:privacy@solidifi.com)
- Investor Relations and Corporate Communications: [ir@realmatters.com](mailto:ir@realmatters.com)
- Third-Party Ethics Helpline: [www.lighthouse-services.com/realmatters](http://www.lighthouse-services.com/realmatters) or 844-420-0055.

## Acknowledgement

### Receipt of Supplier Code of Conduct Acknowledgement Statement

- I acknowledge that I have received a copy of the Company's Supplier Code of Conduct dated May 2020 (the "Code"). I understand that this version replaces any and all prior verbal and written versions.
- I have read and understand the principles and standards of conduct contained in the Code.
- I will adhere to and comply with the Code's principles and standards. I am presently unaware of any violation of this Code that I have not reported, as required.

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**Supplier Name**

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**Supplier Signature**

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**Date**