



# Supplier Code of Conduct for Cerence

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<b>Authors: Procurement and Legal Department</b>	<b>Approval: General Counsel, Head of Procurement</b>
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## Statement

Cerence is committed to the highest standards of social responsibility, environmental responsibility, and ethical conduct. We expect the same from our suppliers, contingent workers, contractors, agents, consultants, and providers of goods and services. Accordingly, we have established this Cerence Supplier Business Code of Conduct (SBCC) to clearly specify the minimum standards of ethics and working and environmental conditions that a supplier must meet in order to conduct business with Cerence. We expect suppliers and their employees, personnel, agents, and subcontractors (collectively referred to as “Suppliers”) to comply fully with the laws, regulations, or other legal requirements in every jurisdiction in which they operate, including those requirements governing compensation, working conditions, and environmental protection. In addition, Suppliers must comply with this Cerence SBCC and ensure that any Supplier representatives also follow the same standards. If the national law and the Cerence SBCC address the same issue, the more stringent requirement applies.

## Speak Up

If a Supplier believes that a Cerence employee or anyone acting on behalf of Cerence has engaged in illegal or otherwise improper conduct with respect to their business with you, the Supplier shall report the matter to Cerence. The Supplier shall also immediately report any potential violation of the SBCC through one of our Ethics and Compliance reporting channels:

- <https://www.whistleblowerservices.com/cerence>
- Ethics & Compliance Hotline at 1-855-833-8043

Our confidential Ethics & Compliance Hotline is available 24 x 7. It is independent, secure, and confidential. In most regions, Cerence business partners can choose to remain anonymous but are encouraged to identify themselves and to provide as much information as possible so Cerence can conduct an efficient and effective investigation of the reported issue. Cerence expects Suppliers not to tolerate any retaliation against whistleblowers.

## Supplier’s Role in Accountability and Compliance

Cerence expects Suppliers to be responsible for producing and maintaining honest and accurate records, including reasonable documentation that evidences compliance with this Supplier Code. Suppliers are expected to monitor and document their own compliance efforts and promote compliance within their supply chains. If an incident arises and there is a failure to meet the compliance standards described in the SBCC, you need to immediately notify Cerence. In addition, Cerence reserves the right to request evidence of compliance with the SBCC and to investigate any instance of the Supplier’s alleged non-compliance. Subject to the contractual agreement with Cerence, non-compliance may be grounds for Cerence to void or terminate contractual obligations with the Supplier.

## Conflicts of Interest

Cerence is committed to honest and ethical engagements. We expect Suppliers to avoid any potential conflicts of interest. Suppliers are expected to report to Cerence any situation that may appear as a conflict of interest and disclose

if any Cerence employee or worker engaged by Cerence may have an interest of any kind in the Supplier's business or any economic ties with the Supplier.

### **Women's Rights**

Cerence expects our Suppliers to provide equal opportunities and fair treatment for all employees, regardless of gender. We further expect our Suppliers to comply with all applicable laws and regulations related to women's rights, including but not limited to, equal pay for equal work, non-discrimination, and protection from harassment and abuse.

### **Diversity, Equity, and Inclusion**

Cerence values diversity and inclusion in the workplace and expects our Suppliers to promote and support diversity, equity, and inclusion in their own workplaces. We expect our Suppliers to provide equal opportunities and fair treatment for all employees, regardless of race, color, sex, national origin, religion, age, disability, gender identity or expression, marital status, pregnancy, sexual orientation, political affiliation, union membership, veteran status, or any other characteristic protected by applicable country, state, or local law or regulation.

### **Rights of Indigenous Peoples**

We expect our suppliers to respect the rights of minorities and indigenous peoples and must not engage in any practices that discriminate against these communities.

### **Respect and Fair Treatment**

Suppliers must maintain a workplace where business activities are conducted with respect and where treatment of workers is fair. This includes making employment decisions on the basis of a worker's performance and ability

(except as otherwise required under collective bargaining agreements). Suppliers shall comply with all applicable laws on non-discrimination and anti-harassment in hiring and employment practices.

### **Labor Law Compliance**

Cerence prohibits the use of illegal child labor and/or forced labor. We also forbid the support of or engagement in any form of human trafficking or involuntary labor through threat, force, fraudulent claims, or other coercion. Suppliers shall only employ workers with a legal right to work. Illegal child labor and forced labor are forbidden in any circumstance. Suppliers shall implement and enforce effective systems and controls to ensure modern slavery is not taking place its own business or those of its sub-suppliers.

### **Work Hours and Age Laws**

Suppliers must comply with all applicable laws on work hours and overtime, as well as all applicable laws on wages and benefits. Suppliers must not hire workers younger than 16 years of age, the age for completing compulsory education, or the minimum age established by law, whichever is greater. In addition, Suppliers will observe all legal requirements for work of employees under 18 years of age, particularly those pertaining to hours of work and working conditions.

### **Work Safety and Security**

Cerence expects Suppliers to promote a safe and secure workplace. Suppliers must have policies and practices in place to ensure the health and safety of employees and take all necessary steps to provide a safe working environment.

### **Prohibiting Physical and Sexual Abuse**

Physical abuse or discipline, the threat of physical abuse, sexual abuse, sexual harassment, verbal abuse, or other forms of intimidation are strictly prohibited.

### **Legal Wages and Safe Conditions**

Suppliers will provide all employees with a safe and healthy working environment and Suppliers will comply with all applicable laws and regulations regarding working conditions.

### **Business Ethics and Integrity**

Cerence expects Suppliers to conduct business in the same way Cerence strives to conduct its own: in a responsible manner, with integrity and high ethical standards, and in compliance with all applicable laws. Everyone at Cerence works hard to create our intellectual property, and we highly value the new product and business ideas, concepts, and other information we produce. In partnering with us, as we conduct business in this way, our Suppliers will raise ethical awareness among their workers and provide their workers with resources and guidance on ethical matters.

### **Anti-Bribery, Anti-Corruption, and Competition**

Cerence conducts business in full compliance with the U.S. Foreign Corrupt Practices Act (“FCPA”) and the anti-corruption and anti-money laundering laws that govern the jurisdictions in which Suppliers conduct business. Cerence Suppliers must not offer, promise, make, or authorize any payment, bribe, or thing of value in connection with Cerence business with the purpose or intent to gain a business advantage. Suppliers must comply with Cerence’s policy on anti-bribery and all applicable anti-bribery and anti-corruption laws, including, but not limited to,

the U.S. Foreign Corrupt Practices Act and the UK Bribery Act. Suppliers will also ensure all applicable laws regarding fair competition and antitrust are followed.

### **Insider Trading**

Insider trading is prohibited. Under Federal Securities Laws, no one can buy or sell Cerence or another company’s securities when in possession of information about Cerence or another company that is (1) not available to the investing public, and (2) could influence an investor’s decision to buy or sell the security. Suppliers must not disclose any confidential information that may influence the price of shares issued by Cerence on the stock market (“insider information”) and may not buy or sell any Cerence shares before any such insider information has been made public.

### **Confidentiality and Proprietary Information**

Cerence is committed to the highest standards of privacy and data security. We expect Suppliers to protect Cerence and Cerence client/customer confidential and proprietary information. Suppliers must have industry-standard practices to prevent the misuse, theft, fraud, or improper disclosure of such information. Cerence Suppliers must take all due care in handling, discussing, or transmitting confidential or proprietary information that could affect Cerence, our employees, the business community, or the general public. We require Suppliers to notify us if there is any suspected or actual breach of Cerence confidential information.



### **Disclosure of Information**

Cerence expects our Suppliers to be transparent and open in their business dealings with us. We expect our Suppliers to disclose any information that is material to our business relationship, including but not limited to, information about their products, services, and business practices.

### **Intellectual Property**

Cerence respects the intellectual property rights of others and expects our Suppliers to do the same. We expect our Suppliers to respect and comply with all applicable laws and regulations related to intellectual property, including but not limited to patents, trademarks, trade secrets and copyrights.

### **Global Trade Compliance**

Cerence requires Suppliers to comply with all applicable laws and regulations relating to trade and export control and economic sanctions in connection with their work with Cerence, including but not limited to the Export Administration Regulations, International Traffic in Arms Regulations and Office of Foreign Assets Control sanctions programs. Suppliers must obtain any required export licenses prior to the release of export-controlled technology.

### **Environmental Considerations**

Cerence is committed to protecting and respecting our environment. At a minimum, we expect our Suppliers to follow all applicable environmental laws, regulations, and standards. This includes requirements for water quality, consumption, and management, chemical and waste management and disposal, recycling, industrial wastewater treatment and discharge, green house gas (GHG) emissions controls, environmental permits, and environmental reporting. Our Suppliers are expected to

prioritize decarbonization efforts by implementing environmentally responsible practices and reducing carbon emissions in their operations. Suppliers have to meet all requirements regarding conflict minerals, exercise proper due diligence with respect to their own supply chain and provide evidence of compliance with applicable law.

### **Energy Efficiency**

Cerence recognizes the importance of energy efficiency in reducing our environmental impact. We expect our Suppliers to take steps to improve energy efficiency in their operations, such as implementing energy-efficient technologies and practices.

### **Renewable Energy**

Cerence is committed to reducing our environmental impact and promoting the use of renewable energy. We expect our suppliers to take steps to increase their use of renewable energy, such as investing in renewable energy projects and implementing energy-efficient technologies and practices.

### **Responsible Chemical Management**

Cerence is committed to protecting the environment and human health. We expect our suppliers to manage the use of chemicals responsibly, including but not limited to, complying with all applicable laws and regulations related to chemical management, implementing best practices for chemical management, and providing information about the chemicals used in their products.

### **Sustainable Resources Management**

Cerence is committed to protecting the environment and preserving natural resources for future generations. We expect our Suppliers

to manage resources responsibly, including but not limited to, complying with all applicable laws and regulations related to resource management, implementing best practices for resource management, and providing information about the resources used in their products.

### **Reuse and Recycling**

Cerence is committed to reducing waste and promoting recycling. We expect our Suppliers to take steps to reduce waste and promote recycling, such as implementing best practices for waste management and providing information about the recycling and reuse of their products.

### **Land, Forest and Water Rights, and Forced Eviction**

We expect our suppliers to respect the rights of local communities to access and manage land, forests, and water resources and also ensure that their operations do not result in forced evictions of local communities or harm their livelihoods.

### **Biodiversity, Land Use and Deforestation**

We expect our Suppliers to adopt sustainable practices that promote the conservation and protection of biodiversity and land use and avoid any activities that contribute to deforestation or harm the delicate balance of ecosystems.

### **Soil Quality**

We expect our Suppliers to take all necessary measures to preserve and improve soil quality, including reducing soil erosion and degradation caused by unsustainable agricultural practices.

### **Use of Private or Public Security Forces**

We expect our Suppliers not to use private or public security forces to intimidate or harm local communities, employees, or other stakeholders.

### **Plagiarism**

We expect our Suppliers to ensure that all work performed on behalf of our company complies with intellectual property laws, including avoiding plagiarism or the use of other people's work without proper attribution.

### **Animal Welfare**

We expect our Suppliers to comply with all relevant animal welfare regulations and not engage in any practices that harm or abuse animals.

### **Noise Emissions**

We expect our Suppliers to comply with all relevant noise emissions regulations and must take steps to minimize noise pollution that may impact local communities or the environment.

### **Binding requirements for Tier 1 Suppliers to Share Standards along the Supply Chain**

We expect our Tier 1 Suppliers to ensure that their own suppliers and contractors comply with this Code of Conduct and share these standards with all tiers of their supply chain.

**Conclusion: Cerence expects our Suppliers to adhere to the highest standards of ethical behavior.**