

Motive

The Guide To Owning It And Unlocking Your Potential At Motive

Motive Technologies, Inc. and its subsidiaries are committed to **Building Trust** with the communities we serve. We do so by maintaining the highest standards of business conduct and ethics. This **Guide to Owning It and Unlocking Your Potential**, or the “**Guide**”, is our form of what other companies call a Code of Ethics. We refer collectively in this Guide to our subsidiaries as “Motive,” the “Company,” “us,” “we,” “our”. A full list of Motive subsidiaries is in Attachment A.

We’ve written this Guide to be to the point and reader-friendly. It embodies our value of **Less, But Better**. If you have suggestions on how to improve it, please send them to legal@gomotive.com

With that, let’s jump into it.

Introduction

Who Needs This Guide?

Owning it and unlocking your potential at Motive requires consistent interaction with our core values and principles to guide your decision making. This Guide is for every Motive employee, consultant, contractor, officer, and director. It covers your conduct on behalf of Motive and may cover how you interact with people close to you, and with whom you discuss your work, including family members, significant others, and other people in your household. We will talk about those interactions more in the conflicts of interest and confidential information sections of the Guide.

References in this Guide to employees are intended to cover officers and, as applicable, directors.

The Company’s principal executive officer, principal financial officer and principal accounting officer are separately subject to the Code of Ethics for the Chief Executive Officer and Senior Financial Officers in Attachment B.

Why Do We Have This Guide?

Our goal for the Guide is to empower you and provide you with the key tools and resources needed to **own it** and **unlock your potential**. Use it as a reference for how to build trust, do the right thing, and act ethically and with integrity. Like other reference tools, you should use this Guide as a primary resource. It is a living and changing document.

While this Guide can also serve as a set of rules, it's not intended to address every issue that may arise. It's intended to help you get comfortable with how to make the right decisions when interacting with colleagues, customers, suppliers, and partners. A Guide for where to go if something doesn't feel right. Take your time to read this Guide. Be proactive. Ask questions and seek guidance. Learn about how to [Inquire and Report](#).

This Guide meets the requirements for a Code of Ethics under the Sarbanes-Oxley Act of 2002, the listing standards of the stock exchanges on which we may list (the NYSE or NASDAQ) , and various Environmental, Social, and Governance frameworks.

An important note on anti-retaliation: Motive prohibits retaliation against any employee who reports or participates in an investigation of a possible violation of this Guide. If you believe you are being retaliated against, you can report the matter directly to a member of the HRBP team, legal team, or the Compliance Officer. You can also use the [Motive Matters Ethics Hotline](#) to submit a report. Select Retaliation to describe the nature of your report and a member of the People team will respond to you.

A Guide for Sales Teams

Integrity and trust are of the utmost importance to sales leadership, who have implemented a more tailored guide for sellers in the Sales Code of Conduct. If you are in Sales, you are required to acknowledge the Sales Code of Conduct and to follow the reporting procedures for the [Motive Matters Ethics Hotline](#) to report any violations.

A Guide for Managers and Supervisors

Officers, managers, and other supervisors are expected to help employees **unlock their potential** within the spirit and letter of this Guide. Supervisors are expected to ensure that all consultants and contractors conform to the Guide's standards when working for or on behalf of Motive. The compliance environment within each supervisor's assigned area of responsibility will be an important factor in evaluating the quality of that individual's performance.

Build Trust

Act With Integrity

Your personal integrity and sound judgment are the foundation for Motive's business reputation. Acting honestly and treating others fairly are key to acting with integrity.

Obey The Law

Obeying the law is foundational. Our success depends on each employee operating within legal and ethical bounds. We expect employees to understand the legal and regulatory requirements applicable to their business units and areas of responsibility. While we do not expect you to memorize every detail of the laws, rules, and regulations, we want you to be able to determine when to seek advice from others. If you have a question in the area of legal compliance, it is important that you do not hesitate to seek answers from your supervisor or the legal team. You may also seek advice from the General Counsel who serves as the Company's Chief Compliance Officer.

Motive operates in the United States, Canada, India, Pakistan, and Taiwan. When you travel, you are expected to comply with the laws in the countries to which you travel, in which Motive operates, and where we otherwise may do business. We have suppliers in China and Malaysia, for example, and if you travel there for business, you are expected to comply with local laws. Because Motive is a U.S. corporation, our employees, even those who work outside of the United States, are expected to comply with U.S. laws, rules, and regulations governing the conduct of business by U.S. corporations outside the United States. In particular, the Anti-Corruption Laws are identified in the next section.

The fact that, in some countries, certain laws are not enforced or that violation of those laws is not subject to public criticism will not be accepted as an excuse for noncompliance.

Violation of domestic or foreign laws, rules, and regulations and failing to cooperate with local, national, and international authorities, may subject you, as an individual, as well as the Company, to civil and/or criminal penalties.

Anti-Corruption Laws

Obeying the law includes following U.S. laws, rules, and regulations that prohibit bribery, corruption, and the conduct of business with specified individuals, companies, or countries. These laws apply to all our activities outside the United States:

- The Foreign Corrupt Practices Act, which prohibits directly or indirectly giving anything of value to a government official to obtain or retain business or favorable treatment and requires the maintenance of accurate books of account, with all company transactions being properly recorded.
- U.S. trade sanctions and embargoes, which generally prohibit U.S. companies, their subsidiaries, their employees, and third parties acting on their behalf from engaging in transactions or dealings involving certain countries and territories subject to embargoes imposed by the U.S. government (currently, Cuba, Iran, North Korea, Syria, and the Crimea region of Ukraine), as well as specific entities and individuals identified on sanctions lists published by the U.S. Department of the Treasury's Office of Foreign Assets Control.
- U.S. export controls, which restrict exports from the United States and re-exports from other countries of goods, software, and technology, including the technology that the Motive technology teams use to create our products, to many countries, and prohibit transfers of U.S.-origin items to denied persons and entities.

- Antiboycott regulations, which prohibit U.S. companies from taking any action that has the effect of furthering or supporting a restrictive trade practice or boycott imposed by a foreign country against a country friendly to the United States or against any U.S. person (e.g., boycotts against Israel and Taiwan).

If you have a question as to whether an activity is restricted or prohibited, seek assistance from a supervisor, the legal team, or the Compliance Officer before taking any action. Action includes providing third parties with verbal assurances. Our Anti-Corruption Policy has specific information about complying with the laws referenced in this section. You may also view a short training [here](#).

Compete Fairly

We expect employees to compete fairly and to comply with applicable antitrust and unfair competition laws. This means that you may not enter into agreements (whether written or oral; formally or informally) to fix the price of goods and services, or to allocate customers or markets.

Antitrust laws protect the competitive process and impose severe penalties for violations, including criminal penalties. These laws are based on the premise that the public interest is best served by vigorous competition and suffers from illegal agreements or collusion among competitors.

Business information including strategies, business plans, budgets, forecasts, financial and operating information, pricing, production, and inventory, should not be exchanged with competitors, regardless of how innocent or casual the exchange may be.

Advantages over our competitors are to be obtained through superior performance of our products and services, not through unethical or illegal business practices. Statements regarding our products and services must be true, and cannot be misleading, deceptive, or fraudulent. Acquiring proprietary information from others through improper means, possessing trade secret information that was improperly obtained, or inducing improper disclosure of confidential information from employees or former employees of other companies is not allowed. If information that may constitute a trade secret or other confidential information of another business is obtained by mistake, or if you have any questions about the legality of proposed information gathering, you must consult your supervisor, the legal team, or the Compliance Officer. Please refer to our Competitive Intelligence Guidelines for more information.

You are expected to deal fairly with our customers, suppliers, employees, and anyone else with whom you have contact in the course of performing your job. Employees involved in procurement have a special responsibility to adhere to principles of fair competition in the purchase of products and services by selecting suppliers based exclusively on normal commercial considerations, such as quality, cost, availability, service, and reputation, and not on the receipt of special favors.

Avoid Conflicts of Interest

Owning it requires you to recognize when your personal interests may interfere with the best interests of the Company. We expect employees, officers, and directors to be free from influences that could deprive the Company of their undivided loyalty in business dealings. Even the appearance of a conflict of interest can be damaging and should be avoided.

Whether or not a conflict of interest exists can be unclear. The following are some (but not all) situations that may involve problematic conflicts of interest:

- (a) employment by, consulting for, or service on the board of a competitor, customer or supplier;
- (b) owning a significant financial interest in an entity that does business, seeks to do business, or competes with us;
- (c) soliciting or accepting gifts, favors, loans, or preferential treatment from any person or entity that does business or seeks to do business with us;
- (d) revealing the Company's Confidential Information to others or misusing Confidential Information; and
- (e) loans to, or guarantees of obligations of, employees, officers or directors or their family members by the Company.

You are expected to report any of the above situations to your direct manager, chief executive for your department, Chief Human Resources Officer and Compliance Officer using this Conflicts of Interest Form. If you have any questions about a potential conflict or if you become aware of an actual or potential conflict, and you are not an officer or director, you should discuss the matter with your supervisor, a member of the legal team, or the Compliance Officer.

Because conflicts of interest are serious, supervisors may not authorize conflict of interest matters or make determinations as to whether a problematic conflict of interest exists without the approval of the Chief Human Resources Officer and Compliance Officer by providing them with a written description of the activity using the Form above. If the supervisor is involved in the potential or actual conflict, you should discuss the matter directly with the chief executive for your department.

Officers and directors may seek authorizations and determinations from the Audit Committee of the Company's Board of Directors or other committee that the Board may expressly designate.

Recognize Corporate Opportunities

Conflicts of interest can also arise as "Corporate Opportunities." You may not take personal advantage of business opportunities for the Company that are presented to you or discovered by you as a result of your position with us or through your use of corporate property or information. Even business opportunities that are acquired privately by you may be questionable if they are related to our existing or proposed lines of business. Significant participation in an investment or outside business opportunity that is directly related to our lines of business must be pre-approved using the Conflicts of Interest Form. You may not use your position with us or corporate property or information for improper personal gain, nor should you compete with us in any way.

Please refer to the Company's Related Person Transaction Policy for more information about how to handle Conflicts of Interest.

Maintain Accurate Records

The integrity of the disclosures we make to the public and our stakeholders depends on the validity, accuracy, and completeness of the information we use to make entries to our books of account. Therefore, our corporate and business records should be completed accurately and honestly. The making of false or misleading entries, whether they relate to financial results or test results, is strictly prohibited. Our records serve as a basis for managing our business and are important in meeting our obligations to customers, suppliers, creditors, employees and others with whom we do business. Our books, records, and accounts must accurately and fairly reflect, in reasonable detail, our assets, liabilities, revenues, costs and expenses, as well as all transactions and changes in assets and liabilities. We require that:

- no entry be made in our books and records that intentionally hides or disguises the nature of any transaction or of any of our liabilities or misclassifies any transactions as to accounts or accounting periods;
- transactions be supported by appropriate documentation;
- the terms of sales and other commercial transactions be reflected accurately in the documentation for those transactions and all such documentation be reflected accurately in our books and records;
- employees comply with our system of internal controls; and
- no cash or other assets be maintained for any purpose in any unrecorded or “off-the-books” fund.

When entering into transactions that bind Motive, it’s imperative that we think about the consequences of our arrangements. That’s why whenever you want (or need) to purchase something (goods or services) you must follow our Procurement policies, Global Expenditure Matrix, Travel and Expense Policy, and Delegation of Signature Authority Policy. Following these guidelines also serves to protect Motive and all our stakeholders, as further discussed in Protect What Matters Most to Motive, below.

Our accounting records are also relied upon to produce reports for our management, shareholders, and creditors, as well as for governmental agencies. Employees who collect, provide, or analyze information for or otherwise contribute in any way in preparing or verifying these reports should strive to ensure that our financial disclosure is accurate and transparent and that our reports contain all of the information about the Company that would be important to enable stockholders and potential investors to assess the soundness and risks of our business and finances and the quality and integrity of our accounting and disclosures. In addition:

- no employee may take or authorize any action that would intentionally cause our financial records or financial disclosure to fail to comply with generally accepted accounting principles, or other applicable laws, rules, and regulations;
- all employees must cooperate fully with our Finance and Accounting Department, as well as our independent public accountants and counsel, respond to their questions truthfully, and provide them with complete and accurate information to help ensure that our books and records are accurate and complete; and

- no employee should knowingly make (or cause or encourage any other person to make) any false or misleading statement in any of our reports or knowingly omit (or cause or encourage any other person to omit) any information necessary to make the disclosure in any of our reports accurate in all material respects.

Any employee who becomes aware of any departure from these standards has a responsibility to report their knowledge promptly to a supervisor, the Compliance Officer, the Audit Committee of the Board, or otherwise in accordance with the provisions of the Company's [Reporting Policy \(aka Whistleblower Policy\)](#) on reporting complaints regarding accounting and auditing matters.

Gifts and Entertainment

We understand certain transactions may involve modest business gifts and entertainment to create goodwill and sound working relationships with our customers, vendors and partners. Such gifts should not be given or received to gain improper advantage with customers, suppliers, or partners, or to facilitate approvals from government officials. Extravagant gifts and entertainment are not permitted under this Guide.

Unless express permission is received from a supervisor, the Compliance Officer, or the Audit Committee, gifts and entertainment cannot be offered, provided or accepted by any employee unless consistent with customary business practices and not (a) of more than token or nominal monetary value, (b) in cash, (c) susceptible of being construed as a bribe or kickback, (d) made or received on a regular or frequent basis or (e) in violation of any laws. **This principle applies to our transactions everywhere in the world, even where the practice is widely considered “a way of doing business.”**

Employees should **NOT** accept gifts or entertainment that may reasonably be deemed to affect their judgment or actions in the performance of their duties. Our customers, suppliers, and the public at large should know that our employees' judgment is not for sale.

Under some statutes, such as the U.S. Foreign Corrupt Practices Act, giving anything of value to a government official to obtain or retain business or favorable treatment is a criminal act subject to prosecution and conviction. If you are uncertain about the appropriateness of any proposed entertainment or gifts, you should consult with your supervisor or the Compliance Officer.

Please refer to our Anti-Corruption Policy for more information, and when in doubt, ASK your supervisor, the legal department, or the Compliance Officer.

Treat People Fairly

All Motive employees should treat others, including their fellow colleagues, customers, and suppliers with respect and in a fair manner. We do not tolerate any harassment or discrimination. Please refer to our Equal Employment Opportunity Policy for more information.

Protect What Matters Most to Motive

Company Assets, Property, and Data

All employees, officers, and directors are expected to protect our assets and ensure they are used for a proper purpose. All Company property must be maintained and used according to Company rules and applicable law. Theft, carelessness, and waste have a direct impact on our profitability. Our property, such as office supplies, computer equipment, buildings and products, are expected to be used only for legitimate business purposes, although incidental personal use may be permitted. You may not, however, use our corporate name, any brand name or trademark owned or associated with the Company, or any letterhead stationery for any personal purpose.

Upon termination of employment, employees are required to:

- Return all Company property immediately (with the exception of the employee's own personnel records and a copy of the Employee Handbook); and
- Conduct a thorough search of their homes, personal computers, vehicles, personal phones, cloud accounts, tablets, external drives, personal emails, and any other place where Company property (whether in electronic or hard-copy form) may reside and return or delete it immediately.

Confidential and Proprietary Information

Motive's confidential and proprietary information is vital to our current operations and future success. As an employee, officer, or director, you may learn information about Motive or other companies that is confidential and proprietary. You must take care to keep this information confidential. Motive's confidential and proprietary information includes trade secrets. A trade secret is information that is commercially valuable because it is secret and is only known to a limited group of employees. Some examples of confidential information include undisclosed inventions, technical data of the Company, market share data, markets for products or services, product plans, marketing plans or strategies, licenses, business plans, lists of customers and/or prospects, financial forecasts, historical financial data, and budgets, and employee health/medical records.

Materials that contain confidential information should be stored securely. Unauthorized posting or discussion of any information concerning our business, information, or prospects on the Internet, including entering confidential information into AI-language models such as Chat GPT, is prohibited. Be cautious when discussing sensitive information in public places like elevators, airports, restaurants, and "quasi-public" areas within the Company, such as cafeterias. All of the Company's emails, voicemails, and other communications are presumed confidential and should not be forwarded outside of the Company, except where required for legitimate business purposes. Under no circumstances may employees transmit confidential information to themselves for use—or potential use—at future employers. For example, employees may not email Company property to their personal email accounts, save it to their personal cloud accounts, or save it to external drives or other sources without the written permission of Legal and IT. Employees are bound by the terms of their Proprietary Information and Inventions

Agreement or similar terms that they agree to in connection with their employment. Disclosing the Company's confidential, proprietary or trade secret information may subject you to civil and/or criminal penalties.

Data Privacy

At Motive, we recognize the importance of privacy and the responsible management of personal information, and we are dedicated to ensuring a culture of accountability and transparency in our privacy practices. The following are the Data Privacy Principles & Guidelines that Motive is committed to following in order to protect and respect the privacy rights of our customers, employees, partners, and other stakeholders whose personal information we may gather in the ordinary course of business.

Employees, officers, directors, contractors, and other individuals working for or on behalf of Motive are expected to follow these Data Privacy Principles & Guidelines. They apply to all personal information collected, used, disclosed, or processed by Motive.

Motive Data Privacy Principles

Lawfulness, Fairness, and Transparency

We will process personal information in a lawful, fair, and transparent manner, and we will provide clear and accessible information about our privacy practices.

Purpose Limitation

We will only collect and process personal information for specific, explicit, and legitimate purposes, and we will not process personal information in a manner that is incompatible with those purposes.

Data Minimization

We will limit the collection and processing of personal information to what is necessary in relation to the purposes for which it is processed.

Accuracy

We will take reasonable steps to ensure that personal information is accurate, up-to-date, and, where necessary, kept current.

Storage Limitation

We will retain personal information only for as long as necessary to fulfill the purposes for which it was collected, and we will securely delete or anonymize personal information when it is no longer required.

Integrity and Confidentiality

We will implement appropriate technical and organizational measures to ensure the security, integrity, and confidentiality of personal information against unauthorized access, disclosure, alteration, or destruction.

Accountability

We will maintain a comprehensive privacy governance framework, appoint a qualified privacy lead, conduct regular privacy risk assessments, and implement privacy by design and by default principles in our products, services, and operations.

Data Privacy Guidelines

Privacy Notices

We will provide clear, concise, and easily accessible privacy notices to inform individuals about our privacy practices, including the types of personal information we collect, the purposes for which we use it, the rights of individuals, and how they can exercise those rights.

Individual Rights

We will respect and uphold the rights of individuals regarding their personal information, including the rights to access, correct, delete, restrict processing, object to processing, and data portability, and we will provide mechanisms for individuals to exercise their rights.

Consent

We will obtain informed, explicit, and freely given consent from individuals before collecting, using, or disclosing their personal information, unless another lawful basis for processing applies.

Third-Party Relationships

We will ensure that the third parties with whom we share personal information have committed to privacy and data protection. We will establish contractual agreements to ensure that they adhere to our privacy standards and applicable privacy laws.

Data Breach Notification

In the event of a data breach, we will promptly notify affected individuals and relevant authorities, as required by applicable privacy laws, and we will take appropriate measures to mitigate the potential impact on individuals and the organization.

Training and Awareness

We will provide regular privacy training and awareness programs to all employees to ensure that they understand their responsibilities with respect to the protection of personal information.

Monitoring and Enforcement

We will continuously monitor our privacy practices for compliance with this Guide and applicable privacy laws, and we will address any identified non-compliance in a timely and effective manner.

Communications To The Public

Getting information about Motive and our products and services out to the public is critical to our success. To ensure a consistent message, and that we do not publicly disclose confidential and/or proprietary information, only designated Company personnel can speak publicly on behalf of Motive. Additionally, it is our policy to disclose material information concerning the Company to the public only through specific limited channels to avoid inappropriate publicity and to ensure that all those with an interest in the company will have equal access to information. Employees are expected to abide by our Social Media Policy. All inquiries or calls from the press and financial analysts should be referred to our Marketing and Public Relations group.

Corporate Social Responsibility

Motive **owns its** responsibilities as a corporate citizen. Motive also wants to **unlock its own potential** and do better. We care about the impact we have on the communities we serve and proactively consider their interests. This means that we respect the laws of the jurisdictions where we operate in accordance with this Guide, and then we go above and beyond to support human rights, respect the environment, care about our employees and our relationships with others, and engage positively with communities and stakeholders. We have enacted Environmental, Social, and Governance (“**ESG**”) Policies and Goals to achieve this, and we expect our organization and our team members to consider and abide by them. Our policies are:

- ESG Policy
- Human Rights
- Responsible Procurement Program
- Supplier Code of Conduct

Inquire and Report

Questions and Reporting Potential Violations

Your most immediate resource for any matter related to this Code is your supervisor, who may have the information you need or may be able to refer the question to another appropriate source. There may, however, be times when you prefer not to go to your supervisor. In these instances, you should feel free to discuss your concern with a member of the legal team, or the Compliance Officer.

You can also report your concerns using the [Motive Matters Ethics Hotline](#).

We have adopted the [Motive Matters Ethics Hotline](#) to provide our employees, partners, vendors, suppliers, service providers, shareholders, and other related third parties with a tool to report potential violations of this Guide, including concerns about how we report our financial results. Customers should continue to engage with our customer support teams regarding their concerns. Sales teams can use our internal reporting forms to report violations of the Sales Code of Conduct.

Please visit the [Motive Matters Ethics Hotline](#) to understand the reporting mechanisms available to you. You may use the webform, email or telephone to report, 24 hours a day, 7 days a week.

If you are aware of a suspected or actual violation of this Guide, you have a responsibility to promptly report it. As noted at the beginning of this Guide, retaliation against you for reporting a concern is strictly prohibited. Employees, officers, or directors who violate our non-retaliation policy will be disciplined. Motive undertakes to investigate allegations promptly and with the highest degree of confidentiality that is possible under the specific circumstances.

If any investigation indicates that a violation of this Guide has probably occurred, we will take such action as we believe to be appropriate under the circumstances. If we determine that an employee, officer, or director is responsible for a Guide violation, they will be subject to disciplinary action up to, and including, termination and, in appropriate cases, civil action or referral for criminal prosecution.

No Retaliation

Motive prohibits retaliation against any employee who reports or participates in an investigation of a possible violation of this Guide. If you believe you are being retaliated against, you can contact your HR Business Partner, a member of the legal team, or use the [Motive Matters Ethics Hotline](#) to report.

Waivers, Changes, Disclosure, and Protected Activity

Waivers

Any waiver of this Guide for executive officers or directors may be authorized only by our Board or a committee of the Board and will be disclosed to shareholders as required by applicable laws, rules and regulations.

Changes; Annual Review

Any changes to this Guide may only be made by the Board of Directors. The Board will review and reassess the adequacy of this Guide at least annually.

Protected Activity

Nothing in this Guide or any other Motive policy or document, including the [Reporting Policy \(aka Whistleblower Policy\)](#) limits or prohibits employees from engaging in Protected Activity. To learn more about what Protected Activity is, please see the Employee Handbook, which provides a detailed description.

Approved by the Board of Directors: August 9, 2023

Effective: August 9, 2023