

A background image showing several hands of different skin tones stacked on top of each other, symbolizing teamwork and unity. The hands are positioned in the center-right of the frame, with fingers pointing upwards. The lighting is soft and bright, creating a positive and collaborative atmosphere.

Code of business conduct and ethics



**A message
from Mark
Benjamin,
CEO**

Dear Colleagues,

At Nuance, we believe that our collective Intelligence Makes Us More. Thanks to your dedication, we are the pioneer and leader in conversational AI innovations that bring intelligence to everyday work and life. We are inventors – we Make What Matters, we push limits, challenge constructs, and see possibility where others cannot. We put what's next into practice today and make technology that puts what matters in focus.

In everything we do, we Act with Integrity. This Code sets out how we do that in all of our interactions — toward each other and with our customers, vendors, shareholders, government regulators, and the community at large.

Please read the Code and make a commitment to follow it, in spirit and letter. This Code will guide you in making the right decisions and taking the right actions in many different situations. The Code will also point you to resources that can help you when you have a question or concern.

Thank you for all of your contributions to Nuance every day. You are the reason behind our success.

Best,

A handwritten signature in black ink that reads "Mark B". The signature is written in a cursive, slightly stylized font. Below the signature is a long, horizontal, slightly wavy line that serves as a decorative underline.

“ In everything we do, we act with integrity. ”



Respecting each other

WORKPLACE BEHAVIOR

Diversity and inclusion

Nuance is committed to a diverse and inclusive workplace where our team members are treated with dignity and respect. We believe the diverse backgrounds of our colleagues contribute to the richness of our community.

Nuance is an equal opportunity and affirmative action employer. That means we make all hiring decisions based on a candidate's or employee's qualifications without regard to their race, color, ethnicity, sex, age, religion, ancestry, national origin, citizenship status, marital status, sexual orientation, gender, gender identity, gender expression, mental and/or physical medical condition, disability, pregnancy (including childbirth and/or lactation) or pregnancy-related condition, military or veteran status, genetic information (including testing and characteristics), status as a victim of domestic violence, sexual assault or stalking, or any other category protected by law. You can find our full [Policy on Equal Employment Opportunity and Affirmative Action here](#).

Treating team members with respect

Nuance is committed to maintaining a safe and welcoming work environment.

Discrimination and harassment of any kind, whether verbal or physical, breach the fundamental trust and respect we have for each other and limit our ability to work effectively as a team.

Prohibited at work and places that affect work

Discriminatory and harassing behavior are strictly prohibited at the workplace, at work-related functions and in any other setting where the behavior could affect someone's comfort or relationships at work.

Reporting harassment or discrimination

To help us maintain a safe, welcoming workplace, we ask you to report any instances of harassment or discrimination you see or learn of, even if you are not the victim. We will investigate these reports fully, and anyone found to have engaged in harassment or discrimination will be subject to

disciplinary actions, which can include termination.

[Our complete Prohibition of Harassment and Discrimination Policy can be found here.](#)

Anti-bullying

Some behavior is inappropriate, even if it does not constitute harassment or discrimination. For more guidance on this, see [Nuance's Bullying Policy](#).

Drug-free workplace

Nuance strictly prohibits the use of illegal drugs in our offices and at company-sponsored events. We also prohibit the use of any drug or substance, including alcohol, in any manner that impairs your job performance or the health and safety of others.

While you may consume alcohol at our offices and at company-sponsored events, you must always use good judgment and must never drink in a way that impairs your judgment, results in inappropriate behavior, endangers the safety of others, or violates the law. [Find our full Drug-Free Workplace Policy here.](#)

Q: I like to grab drinks with a few of my colleagues after work on Fridays. Does Nuance’s Prohibition of Harassment and Discrimination Policy apply in this setting?

A: Yes. Even though you’re not at work, you’ll be among colleagues. Any harassing or discriminatory comment that happens while out for drinks could have a negative effect on your colleagues in the workplace. Use your good judgment and remember that Nuance’s policies cover your actions and conversations among colleagues, even outside of the office.

Q: An employee of a Nuance partner made a joke based on a stereotype associated with my gender. Is this prohibited by our policies?

A: Yes. Nuance expects all of its partners, customers, vendors and independent contractors, as well as their employees, to follow our Prohibition of Harassment and Discrimination policy. We would ask that you report this behavior.

Using information ethically

CONFIDENTIALITY

The importance of confidentiality

We trust you to maintain the confidentiality of many kinds of company information, including business and marketing strategies, new product plans and customer lists. Keeping this information confidential is critical to Nuance's reputation and competitive advantage. Additionally, there are many laws that require that personally identifiable information be kept securely and only be used within certain parameters. See more details on our policy on personally identifiable information in [Personal Information and privacy](#).

All of these confidentiality requirements remain in place even after an employee leaves Nuance.

Outside the company

You should never disclose company or customer information to anyone outside of the company without authorization, unless you are legally required to do so and get prior approval from our Legal department.

Inside the company

While we often discuss our work with our colleagues, you

shouldn't disclose any confidential company information to coworkers unless there is a legitimate business reason for them to know the information.

Related to stock trading

Finally, you must never buy or sell Nuance stock when you know material company information that the general public does not, as discussed below in [Insider trading](#).

If you suspect any misuse or improper disclosure of company information, make a report using any of the resources identified under [Reporting options](#).

Our customers' information—maintaining confidentiality.

Our customers trust us to keep their information confidential. Doing so is essential to our reputation and continued success. Whether you're talking to Nuance colleagues or anyone else, and whether you're at a Nuance office or elsewhere, you have a duty to keep customer information confidential. Here are some guidelines:

- Never disclose customer information to anyone outside the company without authorization unless you are legally required to do so.
- Never use customer information for your personal benefit.
- Don't disclose customer information to other Nuance employees, unless there is a genuine business reason for them to know the information. Even if there is a genuine need be mindful of where you discuss the customer information. Avoid talking about customer information in public areas, such as restaurants, public transportation and elevators, unless you can be confident no one can overhear your conversation.

Even after you leave Nuance, you still have a duty to maintain the confidentiality of customer information.

You should immediately report any breach of customer confidentiality, even if accidental, to one of the resources identified under [Reporting options](#).



Q:

A customer recently terminated their Nuance contract. Can I mention this to another customer?

A:

No. Nuance and our employees must maintain the confidentiality of all customer information, especially information that could reflect on the customer's financial situation, like a contract termination.

INTELLECTUAL PROPERTY

Nuance's intellectual property

Protecting our intellectual property is fundamental to our success. We are innovators who Make What Matters. Our intellectual property gives us strategic and legal advantages in competitive markets. We preserve some of our intellectual property through copyrights, patents, and trademarks. It is critical that you only use this company property when and as authorized by management and the Legal team, as misuse of intellectual property can dramatically reduce or destroy its value.

Others' intellectual property

You also cannot use intellectual property that belongs to others in the course of your work, unless we have a license or other permission from the owner. This includes third-party

software, images and music that belong to other companies or individuals. If you had access to intellectual property from prior employers, you should not bring it to Nuance or use it for your work with us. Also, you should never solicit confidential information from another company's present or former employees or suppliers.

Your work product

As a Nuance employee, everything you create in the course of your employment, including inventions, improvements, artwork, and software programs, belongs to the company. You must disclose your creation of any such work product to Nuance and cooperate with the company's efforts to protect its ownership. [Nuance's full Intellectual Property Policy can be found here.](#)



INSIDER TRADING POLICY

Insider trading

You may learn things about Nuance, our customers, or our suppliers before the general public does. It is illegal for any insider (defined below) to use that information for “insider trading,” which means buying or selling stock based on material nonpublic information (defined below) that you learned through your role at Nuance.

Also, you should never disclose nonpublic information to anyone (even other Nuance employees) who doesn't have a business reason to know it, especially if you think he or she may rely on the information to buy or sell stock.

Insider trading violates both this Code and securities laws and may result in civil fines, criminal fines and jail time. If you suspect that a Nuance insider has or is engaging in insider trading, you must report it so that

the company can investigate and respond appropriately. [Nuance's Insider Trading Policy](#) also bars Nuance insiders from a variety of other trading activities, including short selling Nuance stock and transacting in publicly traded options on Nuance stock. This policy also imposes additional trading restrictions on members of certain departments, as well as officers, executive assistants to officers, and members of the Board of Directors.

The policy is complex and it is critical that you understand and comply with it, so we strongly encourage you to review the policy closely before engaging in any stock transactions. Periodically you may receive notification from our Chief Legal Officer reminding you of your obligations under this policy; it is your responsibility to follow these instructions.

Who is a Nuance “insider”?

Any and all employees, officers, directors, and consultants, both of Nuance and our subsidiaries, and their immediate families and members of their households, other than household employees. Our Insider Trading Policy applies to all insiders.

What is “Material Nonpublic Information”?

Information that is not generally known or available to the public and that a reasonable investor would consider important in making an investment decision. Some examples of material nonpublic information include:

- New product launches
- Major management changes
- Potential mergers or acquisitions
- New strategic alliances
- Company financial results

PRIVACY

Personal information and privacy

Nuance is committed to responsibly handling the information entrusted to us.

We have an obligation to protect the privacy of the personal information we hold.

Whenever you access, use and store personal information, you must do so responsibly and in compliance with both Nuance's internal policies and applicable privacy laws.

Numerous privacy laws apply to our business, which vary depending on the jurisdiction and industry in which we or our customers operate. Some of these laws include, but are not limited to, The Health Insurance Portability and Accountability Act (HIPAA), the California Consumer Privacy Act of 2018 (CCPA), and the General Data Protection Regulation (GDPR).

Nuance is committed to transparency in how it uses personal information; all permitted uses are outlined in our [privacy policies](#). Be sure you know and understand the

requirements for handling data that apply to your work. If you have questions or need more information, ask your manager or contact the Privacy team at PrivacyOffice@nuance.com.

You can also raise an inquiry or concern, anonymously if you wish, using our Ethics Hotline ([See Reporting Options](#)).

What counts as “Personal Information”?

Generally, “personal information” is any information that can be associated with someone. However, the specific definitions of personal information differ by jurisdiction and industry, so it is important for you to review the privacy policies and laws applicable to your work.

Integrity and transparency

CONFLICTS OF INTEREST

Conflicts of interest

In order to make good decisions for Nuance, we need to be aware of our own biases and make sure we counter them. One way we do this is by avoiding conflicts of interest.

A conflict of interest exists whenever something you do or own outside the workplace interferes with your commitment to the work you do inside the workplace.

You should avoid taking actions at work that create a conflict of interest. You should also prevent the creation of these conflicts through your choices outside the workplace.

Also consider that often the mere appearance of a conflict of interest can damage the company's image as well as your own. So you should also avoid taking actions that others might perceive as a conflict of interest with your work at Nuance.

If you believe either your or a coworker's actions or interests outside of work may conflict with Nuance's interests, you should reach out to discuss or report it use one of the Reporting Options described later in this Code. Any transaction that may implicate a conflict of interest needs to be approved in advance by the company's Chief Legal Officer. Senior financial employees may, in addition to speaking with the Chief Legal Officer, discuss potential conflicts with the Chair of the Audit Committee.

Outside employment as well as family and economic relationships may also create actual or perceived conflicts of interest, and are covered by [Nuance's Policy on Conflicts of Interest, Family and Romantic Relationships at Work, and Outside Employment Policy, which you can find here.](#)

Potential conflicts of interest—some examples

- Engaging a relative or close friend to provide services to Nuance
- Accepting gifts of a value that may appear to or tend to influence business decisions or otherwise compromise independent judgment
- Loans by Nuance to employees, executives, or their family members
- Agreeing to join the board of another for-profit organization

COMPLIANCE

Compliance with laws

Nuance is committed to complying with all laws, rules, and regulations that apply to us or our customers. To do that, we rely on you.

You are required to act in accordance with all applicable legal obligations and are responsible for understanding the legal requirements relevant to your specific employment duties.

This Code explains some of the most important legal obligations and requirements that apply to you in your role at Nuance, but it cannot cover every scenario. To ask questions about whether or how any law applies to company conduct, contact your manager or the Chief Legal Officer.

Financial accounts, records, and disclosure

The accuracy of our accounting is critical to our commitment to uncompromising integrity. We must act in compliance with any applicable legal requirements and accounting principles, as well as any other requirements, including our own internal controls and policies. Whenever

we make disclosures, whether to our investors or our government regulators, they must fully, accurately, and fairly reflect the company's financial condition.

These disclosures should also be clear, so that investors and regulators can act appropriately given the information we've provided. Finally, these disclosures should be filed and distributed in a timely manner.

If you suspect that a transaction is being improperly reported or disclosed, or you have any other concerns regarding Nuance's accounting, records or disclosure, you should always reach out to the company's Chief Legal Officer or the Chair of Nuance's Audit Committee via the [Reporting Options](#) described later in this Code. You should feel comfortable raising an inquiry or concern in good faith. As detailed below, Nuance will not retaliate against you and will not sanction any retaliation by a manager or any other employee.

CORPORATE POLICIES

Company assets

Nuance can only be successful when our assets are deployed effectively and efficiently. Any misuse of company assets limits our ability to properly serve our customers. Any such misuse also hinders our ability to develop and refine our products.

Therefore, you should follow these rules:

- Only use company assets for legitimate business purposes.
- Never download, store or distribute illegal or inappropriate content on Nuance computers or devices.
- Always spend company funds responsibly and report all transactions accurately, as discussed on previous page in [Financial accounts, records, and disclosure](#).

- Report all expenses accurately and consistent with our [Travel and Expense Policy](#)
- Never use company information or property for personal gain or for the benefit of a competing company.

Gifts to customers or vendors

Note that any gift you give to customers or vendors, including gifts of services or entertainment, must be customary for our industry and of sufficiently modest value so that it cannot be construed as an attempt to influence the recipient. It's considered an irresponsible use of company property (and potentially illegal) to give excessive or unnecessary gifts. If you have any concerns about a particular payment or gift, contact our [Chief Legal Officer](#).

Corporate opportunities

If you discover any corporate opportunity through your position with Nuance or with Nuance's property or information, that opportunity is an asset of Nuance. You may not take such an opportunity for yourself unless you first get written approval from the [Chief Legal Officer](#).

SOCIAL MEDIA/COMPETITION

Social media use

Whenever you participate in social media, including on your personal accounts, you must understand and follow our [Social Media Corporate Policy](#).

Some of the guidelines you need to follow include but aren't limited to:

- Do not disclose any Nuance confidential information.
- Do not disclose any personal information we hold on anyone.
- If you are discussing Nuance be open about the fact that you work for the company.
- If you are commenting about non-Nuance related matters, make it clear that you are speaking for yourself and not on behalf of the company.

Fair competition

We believe in robust but fair competition. Nuance does not engage in anti-competitive agreements with our competitors, whether formal or informal. These agreements hurt our customers, stifle innovation, and ultimately limit Nuance's opportunities for growth. They can also subject the company to significant liability under both U.S. and foreign law.

Never cooperate with a competitor to set prices, and never make arrangements with a competitor to divide customers or regions, coordinate bid opportunities, or limit production or sales.



BRIBERY

Anti-bribery

Nuance has a zero-tolerance policy towards bribery and corruption. Engaging in these practices would undermine our commitment to acting with integrity, tarnish our reputation, and subject both Nuance and the individual perpetrators to criminal liability. Follow the laws governing corrupt practices in all jurisdictions that we operate in, and never offer bribes, accept bribes, or allow others to offer bribes on your behalf.

A bribe is the transfer of anything of value to anyone in order to influence his or her decision-making. This includes payments of money, “gifts” of property or services, and offers of employment. Even small payments made to speed up government processes, or to secure permits or approvals, are considered bribes, and you should never make these payments unless there is an imminent and credible threat to the health, safety, or well-being of an employee, family member or coworker. Bribes don’t need to directly benefit a decision-maker; it’s still a bribe if a government official’s friend or relative benefits.

You must be careful when making gifts to government officials and business partners, because even well-intentioned gifts could be seen as a bribe. Refer to our [Anticorruption Policy](#) for further details on the requirements and standards for gifts and business expense payments. For example, our Anticorruption Policy requires you to obtain approval from the Chief Legal Officer before offering to fund travel or accommodation expenses for employees of government enterprises.

While the United States narrowly defines “bribery” to only include payments made to government officials, other jurisdictions prohibit corrupt payments to both public and private sector employees. Regardless of these legal distinctions, Nuance will not tolerate any bribe, of any kind, to anyone, whether they are employed by a commercial business or considered a public or foreign official.

Nuance is responsible for the behavior of its third-party agents and consultants and could be held liable if one of these third parties engages

in bribery, even if Nuance did not know or approve of any corrupt act. You should be careful when hiring a third party to represent Nuance, including making sales via partners and resellers, as we must be able to trust that these individuals and companies will compete ethically. Make sure to follow our required process for vetting and onboarding partners and resellers.

If you suspect that a bribe has been made, whether by a Nuance employee or a third party, you should make a report, either directly to the company’s Chief Legal Officer, or anonymously through our Ethics Hotline www.ethicspoint.com or (866) 384-4277. For a complete description of Nuance’s anti-bribery requirements, please refer to our [Anticorruption Policy](#).

What are some bribery “red flags?”

- A request that a payment be made in cash or to a personal bank account
- A request that payment be made in or to a country that is not connected to the transaction
- Suspicious or vague descriptions of why a payment is needed
- Government officials “suggesting” the use of particular third parties
- A reference check that reveals a third party has a flawed background or reputation

Check our Anticorruption Policy for a more complete list of red flags. You should report any red flags you come across to Nuance so that they can be properly investigated and addressed.

Raising questions and reporting concerns

REPORTING GUIDELINES

Reporting and anti-retaliation

We're here to help you with any problem or question you encounter about the topics covered in this Code of Conduct and our various company policies. If you aren't sure how to handle something, or if you think there is a problem or something is wrong, **speak up!**

If you or someone you know has experienced harassment or discrimination at Nuance, or if you learn of any other violation of this Code or the laws, rules, and regulations that govern Nuance's operations, you are obligated to report what you know using one of the Reporting Options described below.

You can be confident that you and your job will be safe when you report an issue. Nuance will not tolerate any form of retaliation for reports and complaints made in good faith, and we will defend you for speaking up. For a more detailed description of our reporting and anti-retaliation policies and procedures, please refer to [Reporting Options](#).

Anonymity and reporting

If you don't feel comfortable identifying yourself when reporting something to Nuance, you may submit a report anonymously and confidentially through our Ethics Hotline. If you make a report directly to a Nuance employee, while we cannot guarantee that such report will remain confidential, we will make every effort to keep as much of the information confidential as possible to the extent allowed by law. We will only disclose reported information or your identity if it is necessary to conduct an adequate investigation or if we are legally required to do so.

We understand that your complete anonymity is preferable in many situations, but we are better able to investigate and respond to violations when we know who made the report, because we can then ask you any follow-up questions relevant to the investigation. If you do make an anonymous report, be sure to include enough detail to help us properly understand and investigate the reported violation.

REPORTING CONTACTS/MANAGERS

Reporting options

You can report violations of this Code or the law to any of the following individuals and resources:

- Your manager or another manager you trust
- Your People Team Business Partner ([Who is my People Business Partner?](#))
- Our Chief Legal Officer GeneralCounsel@nuance.com or (781) 565-4731
- Our Chief People Officer theofficeoftheCPO@nuance.com
- Our anonymous and confidential Ethics Hotline, Ethicspoint www.ethicspoint.com or (866) 384-4277.

And for complaints or reports regarding accounting, financial reporting, disclosure, internal controls, or auditing matters, including concerns related to questionable accounting or auditing matters, contact our Audit Committee Chair through our Ethics Hotline, Ethicspoint www.ethicspoint.com or (866) 384-4277.

Managers have unique responsibilities

As leaders in our company, managers are particularly responsible for defining Nuance's culture and work environment. Take this responsibility seriously, and lead by example by practicing ethical decision-making. Make sure your team knows that the ethical completion of our work is our highest priority and take time to confirm that work is being done in accordance with our policies and the law.

Let your team know that you will always listen and respond appropriately if one of them comes to you to report a concern or violation of this Code. If someone does come to you with a report, you must always take the report seriously and promptly refer it to the appropriate department. Never, under any circumstances, retaliate against an employee who reports a concern or complaint in good faith.

Using the **code**

ADDITIONAL INFORMATION

Waiver

Any waiver of any provision of this Code for a member of the Board of Directors or an executive officer must be approved in writing by the Board of Directors and promptly disclosed pursuant to applicable laws and regulations. Any waiver of any provision of this Code with respect to any other employee must be approved in writing by the Chief Legal Officer.

Amendments

Nuance is committed to continuously reviewing and updating our policies and procedures. Because of this commitment, this Code is subject to modification. All amendments to the Code will be approved by the Board of Directors, or a committee of the Board, and we will always attempt to provide our employees with prompt notice of any changes. Additionally, amendments to this Code will always be disclosed as required by the applicable SEC and securities exchange rules and regulations.

Violations

If an employee, Board member, contractor, consultant or Nuance partner violates any law, governmental regulation or this Code, it will result in appropriate disciplinary action, which may include termination. All reports pertaining to such violations will be investigated promptly and fully, and, if laws have been violated, Nuance will report violators to, and cooperate with, the appropriate authorities.

Applicability

This Code applies to all Nuance employees, Board members, contractors, consultants, and other Nuance partners.

This Code cannot cover every possible scenario, so always use your good judgment and seek guidance via one of the [Reporting Options](#) noted above when you are not sure whether or how this Code applies.