

# CODE OF BUSINESS CONDUCT

**CEO'S MESSAGE**

*Cloud Software Group is committed to ensuring that its business is conducted ethically, in compliance with the law, and according to its values of integrity, honesty and respect. Our success depends on widespread understanding of our business and ethical standards. We have a collective responsibility to enable and uphold them throughout our business practices. Please familiarize yourself with the content of this Code and refer to it regularly in the course of your work.*

*Tom Krause, CEO*

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## INTRODUCTION

### Cloud Software Group Standards

When you follow some basic guidelines, you will help Cloud Software Group maintain its high standard of business conduct:

- Always comply with the law and Cloud Software Group's policies, using good judgment, common sense and the highest standards of ethical conduct
- Treat all Cloud Software Group's employees, customers, partners and vendors in an honest and fair manner
- Disclose activities, financial interests or relationships that may be or may appear to be a conflict of interest. Obtain prior written approval where appropriate
- Create an environment where employees feel they can voice their concerns
- Safeguard and properly use Cloud Software Group's proprietary and confidential information, assets and resources, as well as those of Cloud Software Group's customers and partners
- Report suspected unethical or illegal behavior to the appropriate Cloud Software Group resources
- Stop, Think and Ask: if you are unsure whether any given action is appropriate, stop and consider whether it is line with Cloud Software Group's values and this Code. Imagine that what you are about to say or do will become known among your peers and customers. If this makes you feel uncomfortable, or if you are unsure about the appropriateness of any action, please seek assistance in interpreting the requirements of these standards
- Cooperate with Cloud Software Group personnel conducting investigations

Cloud Software Group is committed to taking prompt and consistent action against anyone who violates this Code, which may include disciplinary actions, termination of employment or termination of any other business relationship.

## ACTING ETHICALLY

### Standards of Conduct in the Workplace

Cloud Software Group values employee diversity and equal opportunity for all. It

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is committed to equal employment opportunity and to compliance with all laws that prohibit employment discrimination on the basis of age, race, color, creed, sex or gender, sexual orientation, gender identity or gender expression, ethnicity, national origin, ancestry, citizenship, religion, genetic carrier status, disability, pregnancy, childbirth or related medical conditions (including lactation status), marital status, military service or protected veteran status, political activity or affiliation, taking or requesting statutorily protected leave, and other protected classifications.

### **Workplace Conduct and Compliance with Policies**

Cloud Software Group prohibits any conduct that creates an intimidating, offensive or hostile working environment, that interferes with work performance or threatens the health and safety of Cloud Software Group employees and others working in its offices.

You must adhere to policies covering discrimination, retaliation, sexual harassment and other types of harassment, health and safety, violence, bullying and the consumption of alcohol during business activities.

More information can be found in the Company's Anti-Harassment, Anti-Discrimination and Retaliation Prevention Policy.

### **Avoid conflicts of interest**

Conflicts of interest can occur when an individual's personal interests interfere (or appear to interfere) with the interests of the company. They can arise when you have interests that make it difficult to perform your job objectively or effectively or otherwise interfere with your ability to make objective business decisions on behalf of Cloud Software Group, such as outside employment, directorships or other business interests. Conflicts of interest are prohibited unless approval is sought and obtained in advance from the Office of Compliance.

Examples include:

- **Outside Employment or Consulting.** You are expected to devote your full attention to the business interests of Cloud Software Group and are prohibited from

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engaging in any activity that interferes with your performance or responsibilities to Cloud Software Group or is otherwise in conflict with or prejudicial to the company. You may not accept simultaneous employment with, or offer simultaneous consulting services to any supplier, customer, competitor or service provider, or accept simultaneous employment or teaching engagements with any other organization where it may conflict with the interests of Cloud Software Group or affect your performance. In order to avoid any uncertainty, you must obtain approval from your manager and the Office of Compliance before taking on additional outside work or engagements.

- **Outside Directorships.** You are prohibited from serving on a board of directors or advisory board of any company that competes with Cloud Software Group. Directorships or other board appointments at other companies must first be approved in advance by the Office of Compliance and your manager.
- **Business Interests.** If you are considering investing in any company that does business or seeks to do business with Cloud Software Group, you must first take great care to ensure that these investments do not compromise your responsibilities to Cloud Software Group. Significant investments in any such company must be approved by the Office of Compliance. For the avoidance of doubt, de minimis investments in shares of publicly traded companies are not considered significant investments. In considering whether a conflict exists, attention will be paid to the size and nature of the investment, your ability to influence the decisions of Cloud Software Group or the company in which you are investing, your access to confidential information of either company or the nature of the relationship between them. You should generally avoid even the appearance of impropriety or conflict.
- **Family Members.** Conflicts can also arise when you or your family members or friends receive improper benefits because of your position at Cloud Software Group or when hiring relatives.

Always disclose situations that have a potential to create a conflict of interest to your manager and to the Office of Compliance, providing any additional information requested and completing any forms provided for that purpose.

### **Compliance with Applicable Laws**

You must comply with all laws applicable to Cloud Software Group's businesses around the world. You are expected to acquire appropriate knowledge of the

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requirements relating to your duties sufficient to enable you to recognize potential legal dangers and to know when to seek advice from the Office of Compliance on specific Cloud Software Group policies and procedures.

## **PROTECTING OUR BUSINESS**

### **Protect company assets**

You should use Cloud Software Group confidential information and intellectual property only as authorized and only for company business.

Confidential information includes all non-public information that might be of use to competitors or harmful to the company or its customers, partners or vendors if disclosed, for example, product architectures, source code, product plans and road maps, names and lists of customers, dealers, and employees, and financial information.

Intellectual property includes trade secrets, know-how, patents, copyrights, trademarks and their embodiments, such as source code. You must safeguard these assets regardless of whether they are labelled as proprietary or confidential or contain a copyright notice or other designation, even after you have left the company.

Cloud Software Group also receives and agrees to keep certain third-party confidential information (for example, under a confidentiality or non-disclosure agreement). This may include data to which our customers give us access to provide services, as well as confidential personal information (discussed below). You must protect this information in accordance with the law and company policies.

### **Intellectual property rights of others**

Cloud Software Group also respects the intellectual property rights of others. Unauthorized use of third-party intellectual property may expose Cloud Software Group to potential liability. In many countries, theft and misappropriation of intellectual property also may result in criminal penalties for individuals.

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You are obliged to comply with Cloud Software Group policies issued from time to time regarding the use and protection of intellectual property such as patents, trademarks, copyrights and domain names.

## **Protect personal information**

Always protect the privacy of our employees, customers, vendors and partners.

As part of Cloud Software Group's business, Cloud Software Group may collect and retain personal information about its employees and about its customers, vendors and partners and their employees, customers and vendors. Personal information includes any information relating to an identified or identifiable person, or that is linked or linkable to an individual. This can include information about a person's education, finances, employment or personal health. Common types of personal information include names, addresses, telephone numbers, Internet protocol/IP address, addresses, dates of birth, social security and other identification numbers, credit card or bank account numbers, and information concerning health or benefits.

As part of Cloud Software Group's commitment to privacy, and in order to comply with data protection laws, you must:

- Always maintain the confidentiality of any personal information encountered while working for Cloud Software Group
- Only access and use personal information to the extent necessary to perform your job
- Handle personal information in a manner that will avoid accidental loss or alteration or unauthorized access
- Never disclose personal information to anyone outside of Cloud Software Group without specific authorization from your manager and the local Legal representative in your region
- Follow company records policies regarding data use, retention, classification and security to minimize use, collection, retention, loss or destruction of, or damage to, personal data

If you believe that personal information has been used, lost or disclosed without authorization, you must immediately alert your manager, the local Legal representative in your region or the Chief Privacy Officer.

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You should be aware that Cloud Software Group may monitor information systems, resources, and infrastructure to ensure compliance with corporate, regulatory or legal requirements. Cloud Software Group user information, data or communications stored on Cloud Software Group's systems or networks is considered property of the company.

Please refer to Cloud Software Group's privacy policies and acceptable use, information classification and retention policies as published from time to time.

## **DEALING WITH CUSTOMERS AND THIRD PARTIES**

### **Conduct business the right way**

Cloud Software Group business must always be conducted in an ethical, honest and fair manner.

### **Tell the truth**

Never make oral or written misrepresentations, or dishonest or misleading statements, to anyone. This applies to all areas of Cloud Software Group's business and all of its relationships, and it applies no matter where the oral or written misrepresentation is made.

### **Obtain information appropriately**

To compete in the marketplace, it is often necessary to collect competitive information. Cloud Software Group does so lawfully and consistent with company policies on gathering such information. You may only gather information about other companies (including competitors) and business opportunities using appropriate methods.

### **Deal ethically with vendors**

It is essential that you deal ethically with all of Cloud Software Group's vendors and strive to develop mutually beneficial relationships. The selection of vendors must always be based on objective factors such as price, quality, products or



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services offered, as well as the integrity and reputation of the vendor.

## **Keep accurate and honest records.**

Always make sure that any documentation you submit or approve is complete, accurate, timely, and has the appropriate authorization and signatures. This includes customer orders, costs, sales, shipments, financial information, expense reports, time slips, the names of the parties involved in a transaction, information provided in support of pricing exception requests, incentives and rebates and all other important company information.

Cloud Software Group is committed to providing complete, accurate and timely information, in all material respects, about the company's financial condition and business results. Our books and records must always accurately and fairly reflect all transactions. Cloud Software Group expressly prohibits falsifying or creating fraudulent or misleading records or encouraging or directing others to do so.

## **Never bribe or offer inducements**

Cloud Software Group does not allow bribes, kickbacks, or any other improper payments, regardless of local practices or competitive intensity.

- You are responsible for complying with all anti-bribery and corruption laws in the countries in which Cloud Software Group conducts business.
- Never offer, give, solicit or accept any money or anything of value for the purpose of obtaining or retaining business.
- Cloud Software Group prohibits the making of small payments to facilitate routine government business such as permits or licenses (facilitation payments).
- Never use a third party to avoid or get around these standards.

Additional information can be found in Cloud Software Group's Anti-bribery Policy.

## **Giving and receiving gifts**

Gifts given by the Company to suppliers or customers or received from vendors, suppliers or customers should always be appropriate to the circumstances and should never be of a kind that could create an appearance of impropriety. The

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nature and cost must always be accurately recorded in the Company's books and records

More detailed policies concerning gifts can be found in Cloud Software Group's Anti-Bribery Policy

### **Signature authority**

Only make commitments to customers and partners if you are authorized to do so under Cloud Software Group's policies. It is against the Cloud Software Group's policy to sign any document without the appropriate authority.

More detailed policies concerning signature authority can be found in Cloud Software Group's Delegation and Signature Policy.

When in doubt regarding signature authority, you are required to contact the Legal Department for guidance before signing.

### **Political Contributions**

You may make personal, lawful contributions to political candidates, except as noted in this Code of Business Conduct and Cloud Software Group's Political Activities and Lobbying Policy. Contributions by, or on behalf of, Cloud Software Group to an individual politician, candidate or holder of a governmental office or political party are prohibited. You should avoid personal political contributions that may create the appearance of a conflict of interest or an actual conflict of interest.

### **Lobbying**

Employees, agents or contractors whose work requires lobbying any member or employee of a legislative body or with any government official or employee in the formulation of legislation or regulation must have prior written approval for such activity from the Chief Legal and Administrative Officer. Activity covered by this policy includes meetings with legislators or members of their staffs or with executive branch officials, and preparation, research, or other background activities that are done in support of lobbying.

More detailed policies concerning political contributions and lobbying can be found in Cloud Software Group's Political Activities and Lobbying Policy.

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## **Government contracts**

It is the Company's policy to comply fully with all applicable laws and regulations that apply to government contracting. It is also necessary to strictly adhere to all terms and conditions of any contract with local, state, federal, foreign or other applicable governments. The Legal Department must review and approve all contracts with any government entity.

## **IMPORTANT LAWS AND REGULATIONS**

### **Compete fairly at all times**

Most countries have well developed bodies of law designed to encourage and protect free and fair competition (referred to as antitrust or competition laws). These laws often regulate the Company's relationships with its distributors, resellers, dealers, and customers, and address areas such as pricing, discounting, rebates, and exclusive distributorships. The Company is committed to complying with all such laws.

Competition laws typically govern relationships between the Company and its competitors. Contacts with competitors should be limited and should always avoid subjects such as prices or other terms and conditions of sale, customers, and suppliers. Particular care should be taken to avoid discussions with competitors within trade associations, standard setting bodies, consortia and other industry organizations.

If you have any questions or concerns about competition law issues, especially if you are doing Cloud Software Group business outside the U.S., discuss these with the General Counsel.

Cloud Software Group's policies covering antitrust and fair competition must be adhered to at all times.

### **International Trade Controls**

A number of countries maintain controls on the destinations to which products

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and services may be exported. Some of the strictest export controls are maintained by the United States against countries that the U.S. government considers unfriendly or as supporting international terrorism. U.S. regulations are complex and apply both to exports from the U.S. and to exports of products from other countries when those products contain components or technology of U.S. origin ("re-exports"). Our products may also be subject to US and international sanctions that prohibit transactions with certain designated countries, entities, or individuals.

You are responsible for understanding whether these restrictions apply to transactions conducted by your business unit. If you have any questions, discuss them with the Office of Compliance.

### **Be careful when buying or selling company securities**

It is illegal to buy or sell securities, including equity or debt securities, on the basis of inside information, regardless of whether the securities in question are issued by a public or private company.

Inside information, or material non-public information, is information about a company that is not known to the general public and that a typical investor would consider important in making a decision to buy, sell, or hold the company's securities. It may include information that something is likely to happen or even just that it may happen.

## **ASK QUESTIONS AND RAISE CONCERNS**

### **Ask questions and raise concerns**

You have an obligation to ask questions or report concerns about possible violations of this Code, Cloud Software Group's policies and laws.

Usually, you can raise the matter with your manager, and often this will be enough to resolve it. There may be situations in which you would prefer to, or feel it is necessary to, raise the matter with someone else, either because you are more comfortable doing so, the matter involves your manager, or you don't

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feel that your manager has understood or adequately dealt with the matter.

If you are a manager, you have the additional responsibility to escalate concerns that you are aware of or that have been reported to you.

## Important Contacts

You may contact Cloud Software Group's Chief Legal and Administrative Officer at [tony.gomes@cloud.com](mailto:tony.gomes@cloud.com), General Counsel at [alex.kolar@cloud.com](mailto:alex.kolar@cloud.com), or use our confidential Cloud Software Group Integrity HelpLine at [EthicsPoint - Cloud Software Group](#).

Cloud Software Group will take all reasonable steps keep your identity confidential and only reveal it where necessary to those involved in investigating your concern.

## No retaliation

Cloud Software Group will not tolerate any retaliation or adverse action against you for raising or helping to resolve, in good faith, any concerns about possible violations of law, this Code, or Cloud Software Group's policies. If you believe you are being retaliated against in any way, you should report it to one of the resources listed above. Anyone who is found to have engaged in retaliation may be subject to discipline up to and including termination of employment or any other business relationship.