

SUPPLIER / PARTNER CODE OF BUSINESS CONDUCT

December 2022

Cloud Software Group

INTRODUCTION

Cloud Software Group standards

This Code sets out our expectations for all third-party business partners working with Cloud Software Group (including without limitation suppliers, vendors, partners, distributors, resellers, subcontractors, agents and their employees, personnel and contractors (collectively “Supplier/Partner”).

While this Code covers many matters, it is not intended to be all-inclusive or to address every situation.

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

- Always comply with this Code, all applicable laws and applicable Cloud Software Group policies, using good judgment, common sense and high standards of ethical conduct
- Treat all Cloud Software Group employees, customers, partners and other third parties in an honest and fair manner
- Disclose activities, financial interests or relationships that maybe 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 proprietary and confidential information, assets and resources, as well as those of Cloud Software Group customers and third parties
- Always ask any questions or raise a concern you have about possible or actual violations of laws, this Code or Cloud Software Group policies, including unethical behavior. You can do this confidentially and anonymously, if you wish and if permitted in your country. See “Ask questions and raise concerns” at the end of this Code for details.
- Cooperate with Cloud Software Group inquiries, audits and investigations

Cloud Software Group is committed to taking prompt and consistent action against third parties who violate this Code and/or any applicable policies, which may include disciplinary actions, termination of the business relationship and other legal remedies.

ACTING ETHICALLY

Cloud Software Group workplace

All employees should be treated fairly and with respect

Cloud Software Group values employee diversity and equal opportunity for all. Moreover, employee welfare is very important to us, and Cloud Software Group is respectful of both the environment in which the Cloud Software Group community works and the people on whom it depends.

Supplier/Partner must not tolerate in any aspect of the employment relationship any discrimination or harassment based on race, color, religion, gender, ethnicity, national origin, pregnancy, childbirth or related medical conditions, disability, age, marital status, medical condition, veteran status, citizenship, sexual orientation, genetic information, any other basis protected by federal, state, or local law, ordinance or regulation, or any other factors that are not related to a person's job-related qualifications and the legitimate business interest of Supplier/Partner.

As part of Cloud Software Group commitment to a positive, healthy and safe work environment, Cloud Software Group expects Supplier/Partner to adhere to its core values of integrity, honesty and respect. Supplier/Partner must prohibit any conduct that creates an intimidating, offensive or hostile working environment, or that interferes with work performance.

You must never engage in violence or other harmful actions. These may include:

- Threats of physical or psychological harm
- Violent or bullying behavior
- Distribution, sale, or possession at Cloud Software Group, Supplier/Partner, or customer premises or events of illegal drugs or any other controlled substance (other than for approved medical purposes)

Supplier/Partner personnel may not be on Cloud Software Group premises, at Cloud Software Group events or in the workplace if they are using, under the influence of, or affected by illegal drugs or any other controlled substance (other than for approved medical purposes). Suppliers/Partners must provide a safe, healthy, and sanitary working environment and comply with applicable health and safety laws.

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Suppliers/Partners must also comply with all applicable employment laws and including but not limited to laws relating to child labor, wages, hours, and working conditions. Furthermore, Cloud Software Group prohibits and will not tolerate slavery or trafficking in persons or the use of forced or child labor by anyone in the Cloud Software Group Supplier/Partner community. Suppliers/Partners are required to comply with all laws and regulations relating to, and to take affirmative steps to combat, slavery and trafficking in persons and forced or child labor, as well as all environmental laws applicable to the conduct of its operations or, where relevant, the manufacture and packaging of its goods. Supplier/Partners must have suitable policies and systems in place for managing environmental risks.

Avoid conflicts of interest

A conflict of interest describes any circumstance that could cast doubt on a Supplier/Partner's ability to act with total objectivity with regard to the sale of products and services by, on behalf of or to Cloud Software Group. In the event Supplier/Partner feels there may exist a conflict of interest or potential conflict of interest with Cloud Software Group or any Cloud Software Group employee(s) or contractors, all pertinent details should be reported to Cloud Software Group's Office of Compliance. Supplier/Partner must report any situations where a current employee, officer, director or principal of Supplier/Partner is a current employee of Cloud Software Group or is a direct family member of a Cloud Software Group employee. A direct family member includes a parent, sibling, spouse or partner, or child, including, in each instance, where such relationship is created through marriage (e.g., a brother-in-law, a mother-in-law, a stepchild, etc.)

PROTECTING OUR BUSINESS

Protect company assets

Protect Cloud Software Group assets and those of our customers, partners and suppliers, particularly confidential information

Always use Cloud Software Group assets for legitimate business purposes consistent with your relationship with Cloud Software Group. When you are entrusted with these assets, you are responsible for making sure that adequate safeguards exist to prevent

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their unauthorized use, loss or destruction. Suppliers/Partners are required to protect these assets, including confidential information, in a manner consistent with the Cloud Software Group standards and/or the terms of your agreement with Cloud Software Group.

Confidential information of Cloud Software Group is a valuable asset. You should use confidential information only as authorized and only for Cloud Software Group business.

What is confidential information?

Confidential information includes all non-public information that might be of use to competitors or harmful to Cloud Software Group or its customers, partners or vendors if disclosed and that you are provided access to during an engagement with Cloud Software Group.

This includes certain third-party information that Cloud Software Group receives and has an obligation to keep confidential (for example, under a confidentiality or non-disclosure agreement). This may include data to which our customers give us access to provide services.

If you believe that you or anyone else may have disclosed confidential information or otherwise misused Cloud Software Group assets, even if inadvertently, you must report this to your Cloud Software Group point of contact or to Cloud Software Group using the resources referred to in “Ask questions and raise concerns” at the end of this Code.

Keep Cloud Software Group intellectual property safe

Intellectual property is Cloud Software Group’s lifeblood. Keep it safe.

Cloud Software Group intellectual property

It is essential to establish, protect and defend Cloud Software Group rights in its intellectual property due to its value to Cloud Software Group business. You must take steps to safeguard these assets regardless of whether they are labeled as proprietary or confidential or contain a copyright notice or other designation.

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What is intellectual property?

Intellectual property includes trade secrets, know-how, patents, copyrights, trademarks and their embodiments, such as source code.

Intellectual property rights of others

In addition to protecting Cloud Software Group's intellectual property rights, Suppliers/Partners must also respect the intellectual property rights of others. In many countries, theft and misappropriation of intellectual property also may result in criminal penalties for individuals.

Always remember:

- Do not directly or indirectly loan, copy, download, use or distribute third-party confidential information or disclose it to any unauthorized person (including unauthorized Supplier/Partner employees and external individuals) unless you are doing so in accordance with the terms agreed between Supplier/Partner and the third party
- Do not incorporate third-party software (including open source software) into service deliverable for Cloud Software Group unless you have been specifically authorized to do so
- Review and follow the terms and conditions of software license agreements (for example, provisions to not copy, reverse engineer or distribute programs)

Protect personal information

Always protect the privacy of our employees, contractors, customers and third parties

As part of Cloud Software Group business, Cloud Software Group may collect and retain personal information about its employees and about its customers and partners and their employees, customers and vendors ("Cloud Software Group Personal Information"). Cloud Software Group Personal Information includes any information relating to an identified or identifiable person, or that is linked or linkable to an individual, and 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 addresses, dates of birth, social security and other identification numbers and credit card or bank account numbers.

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

- Always maintain the confidentiality of any Cloud Software Group Personal Information encountered or collected while working on an engagement for Cloud Software Group
- Only access and use Cloud Software Group Personal Information to the extent necessary to perform your function
- Handle Cloud Software Group Personal Information in a manner that will avoid accidental loss or alteration or unauthorized access
- Never disclose Cloud Software Group Personal Information to anyone outside of your organization without specific authorization from Cloud Software Group
- Erase Cloud Software Group Confidential Information on completion of your one-off project or at the end of your business relationship with Cloud Software Group (and whenever instructed to do so by Cloud Software Group)
- Ensure that you are familiar with and adhere to the terms of your agreements with Cloud Software Group relating to the handling of personal and/or confidential information including Cloud Software Group's [Supplier Security Standards](#) and [Supplier Data Processing Addendum](#).

If you believe that Cloud Software Group Personal Information has been used, lost or disclosed without authorization, you should immediately alert privacy@cloud.com or use the resources referred to in "Ask questions and raise concerns" at the end of this Code.

You should be aware that Cloud Software Group may monitor information systems, resources, and infrastructure to ensure compliance with its corporate, regulatory or legal requirements.

DEALING WITH CUSTOMERS AND THIRD PARTIES

Conduct business the right way

Supplier/Partner 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 your business and all of its relationships, and it applies no matter where the oral or written misrepresentation is made.

Keep accurate and honest records.

Supplier/Partner must provide complete, accurate and timely information, in all material respects, about the company's financial condition and business results. Supplier/Partner books and records must always accurately and fairly reflect all transactions with Cloud Software Group, whether inbound or outbound. Always make sure that any documentation you submit related to Cloud Software Group business is complete, accurate, timely, and has the appropriate authorization and signatures. This includes orders, costs, sales, shipments, financial information, expense reports, time slips, and all other important company information. All parties to any transaction must be fully and accurately disclosed in properly authorized and signed contracts and supporting documentation. Partners should only place orders that correspond with a binding commitment to purchase from an end user.

Obtain information appropriately.

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

Illegal practices such as trespassing, burglary, misrepresentation, wiretapping, hacking, fraud and stealing are prohibited. Never solicit or knowingly accept confidential information from a competitor's current or former employees, contractors, customers or third parties such as partners and suppliers.

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Make sure gifts and entertainment are appropriate

All entertainment, gifts and other benefits must be reasonable

Any gifts or entertainment must be legal, and for legitimate business purposes related to your engagement with Cloud Software Group. Gifts and entertainment include anything of value that may be offered or accepted, including food, beverages, event tickets, travel, logo items, giveaways and prizes.

Giving and receiving gifts or entertainment is often a customary, common business practice, designed to legitimately strengthen business relationships. However, Suppliers/Partners must take care to ensure that gifts and entertainment given to and received from current or prospective partners, suppliers and customers (including to Cloud Software Group employees or contractors) are modest in nature and do not create even the appearance of impropriety.

Government employees and officials are subject to strict limitations and/or bans on accepting gifts and entertainment, especially from suppliers or potential suppliers. Suppliers/Partners are responsible for knowing when they are dealing with a government/public sector employee or official and adhering to all such limitations and prohibitions. See further information below.

Never give, request, or accept anything of value — particularly gifts, entertainment, or other benefits — which may influence (or appear to influence) the bona fide business relationship between you and another party. You should also never give, offer, or accept any cash or cash equivalents (for example, gift cards or coupons) in relation to any Cloud Software Group business activities, directly or indirectly.

Giving gifts or providing entertainment is often a customary, common business practice, designed to legitimately strengthen business relationships. However, Suppliers/Partners must take care to ensure that gifts and entertainment given to and received from current or prospective partners, suppliers and customers (including to Cloud Software Group employees or contractors) are modest in nature and do not create even the appearance of impropriety.

Where Cloud Software Group customers and partners prohibit giving gifts of any kind or value (directly or indirectly) to their employees, you are required to respect their policies.

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Never use a third party (such as an outside consultant, reseller, supplier or agent) to avoid or get around any gift limitations or prohibitions.

Gifts, entertainment and other benefits must be properly recorded and accounted for in company financial records. The creation of any side or “off book” funds for any purpose is strictly prohibited.

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

Laws and rules governing offering or providing anything of value to government employees and officials are complicated. What may be permissible with private sector individuals may be illegal with government/public sector employees or officials. Liability can extend not only to the entities involved but also to the individuals. Be aware that employees of companies with even partial government ownership may be considered government employees or officials.

Suppliers must never offer, give, solicit, or accept any money or anything else of value for the purpose of:

- Obtaining, retaining, or directing business, or
- Bestowing or receiving any kind of favored treatment or inappropriate business advantage

Suppliers/Partners must never use a third party (such as an outside consultant, reseller, suppliers or agent) to avoid or get around this prohibition. For example, you may not give money or anything of value to a third party if you have reason to think that it may be passed on to another third party such as a government employee or official. Fees, commissions, and expenses paid to outside consultants, resellers, or third parties must be based on proper billings, reasonable standards and actual services provided.

Always fully comply with anti-corruption laws related to Cloud Software Group business, including The Foreign Corrupt Practices Act (FCPA) and the UK Bribery Act, which both apply to Cloud Software Group and its third parties regardless of where the business is being conducted.

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Contributions by you on behalf of Cloud Software Group, directly or indirectly, to an individual politician, candidate or holder of a governmental office, or a political party, committee, or charitable entity, are prohibited.

The purpose of all Cloud Software Group marketing sponsorships must be to promote Cloud Software Group's business, our products, services or brand and not to improperly benefit any individual, directly or indirectly.

Supplier/Partner personnel working or travelling in certain countries related to Cloud Software Group business may sometimes be told by foreign government employees or officials or other persons that they must pay for certain privileges, services, or actions that would normally not cost anything. These types of payments, often known as facilitation payments, are not permitted and will not be paid or reimburses by Cloud Software Group.

Lobbying

If engaging in lobbying communication, directly or indirectly, with any member or employee of a legislative body or with any government official or employee in the formulation of legislation or public policy, a Supplier/Partner must make clear to such government official or employee that the Supplier/Partner is speaking on its own behalf and must not create any perception that the Supplier/Partner is speaking on behalf of, or is representing, Cloud Software Group or its affiliates. Absent the express, prior written consent of Cloud Software Group's Chief Legal Officer, lobbying efforts by a Supplier/Partner on behalf of Cloud Software Group are strictly prohibited.

Suppliers/Partners are responsible for knowing when any of their own activity related to Cloud Software Group business transactions may constitute lobbying under local laws and adhere to all related registration and reporting requirements. Cloud Business Group external consultants/lobbyists do not advise or represent Suppliers/Partners – Suppliers/Partners should retain their own services separately.

IMPORTANT LAWS AND REGULATIONS

Respect international trade controls

Complex and highly regulated international trade controls apply to Cloud Software Group business

Many countries regulate international trade transactions, such as imports, exports, and international financial transactions, for a variety of reasons, including national security and foreign policy.

All of Supplier/Partner activities must fully comply with the trade control laws and regulations of the United States, as well as similar laws that apply in the countries in which Cloud Software Group and Supplier/Partner does business.

In particular, export administration regulations restrict the export from the United States and the re-export from overseas of products that employ encryption functionality, including Cloud Software Group products with that functionality. These products may require review or licensing by the U.S. Department of Commerce prior to any export or re-export. These regulations also restrict the release of certain technology to non-U.S. persons, regardless of where release may take place.

Cloud Software Group products may also be subject to regulations that prohibit most transactions with certain designated countries, entities, and individuals.

You are responsible for understanding whether U.S. trade controls apply to your engagement with Cloud Software Group (including outside the United States).

Compete fairly at all times

Cloud Software Group is committed to free, fair, and open competition in the global marketplace

Supplier/Partner must comply with all laws that promote competition and avoid business activities or conduct that would unlawfully restrict competition. Antitrust, unfair competition, and trade regulation issues may arise in dealings with competitors, vendors, distributors, resellers, partners or customers.

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When performing services for Cloud Software Group, be careful to avoid:

- Inappropriately sharing Cloud Software Group or Supplier/Partner confidential information to gain a marketplace advantage
- Engaging in discussions with employees of competitors within trade associations, standard setting bodies, consortia and other industry organizations regarding costs, prices, terms of sale, territories, competitive bids or customers

RAISE CONCERNS

Speak up and raise your concerns

Suppliers/Partners have an obligation to ask questions or report concerns about possible violations of this Code, Cloud Software Group policies and laws. Because it's important that you feel comfortable when you ask questions and raise concerns, Cloud Software Group is committed to providing you with various ways to do this confidentially and anonymously, if you wish. Please note that some countries in which Cloud Software Group does business do not allow concerns to be reported anonymously.

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 policies. If you believe you are being retaliated against in anyway, you should report it to one of the resources listed below.

Anyone who is found to have engaged in retaliation may be subject to discipline up to and including termination of any other business relationship.

Here is how you can ask questions and raise concerns confidentially and anonymously, if you wish and if permitted in your country.

You do not have to be certain that the Supplier/Partner Code of Business Conduct, a Cloud Software Group policy or a law or regulation has been violated before seeking assistance as long as you have a good faith concern. The below resource is provided to

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offer you guidance, to take your concerns seriously and to address the issues you bring to our attention.

Use the Cloud Software Group online HelpLine reporting available at [EthicsPoint - Cloud Software Group](#)**

Cloud Software Group will promptly review all matters reported. In some cases, Cloud Software Group may report violations of law to regulators or law enforcement officials.

** Cloud Software Group's HelpLine services are administered by a third party to ensure that you can raise a matter in good faith in a confidential way and, if legally permitted in your country, remain anonymous. The HelpLine will guide you through how to remain anonymous and whether that is permitted