

precisely

Global Code of Conduct

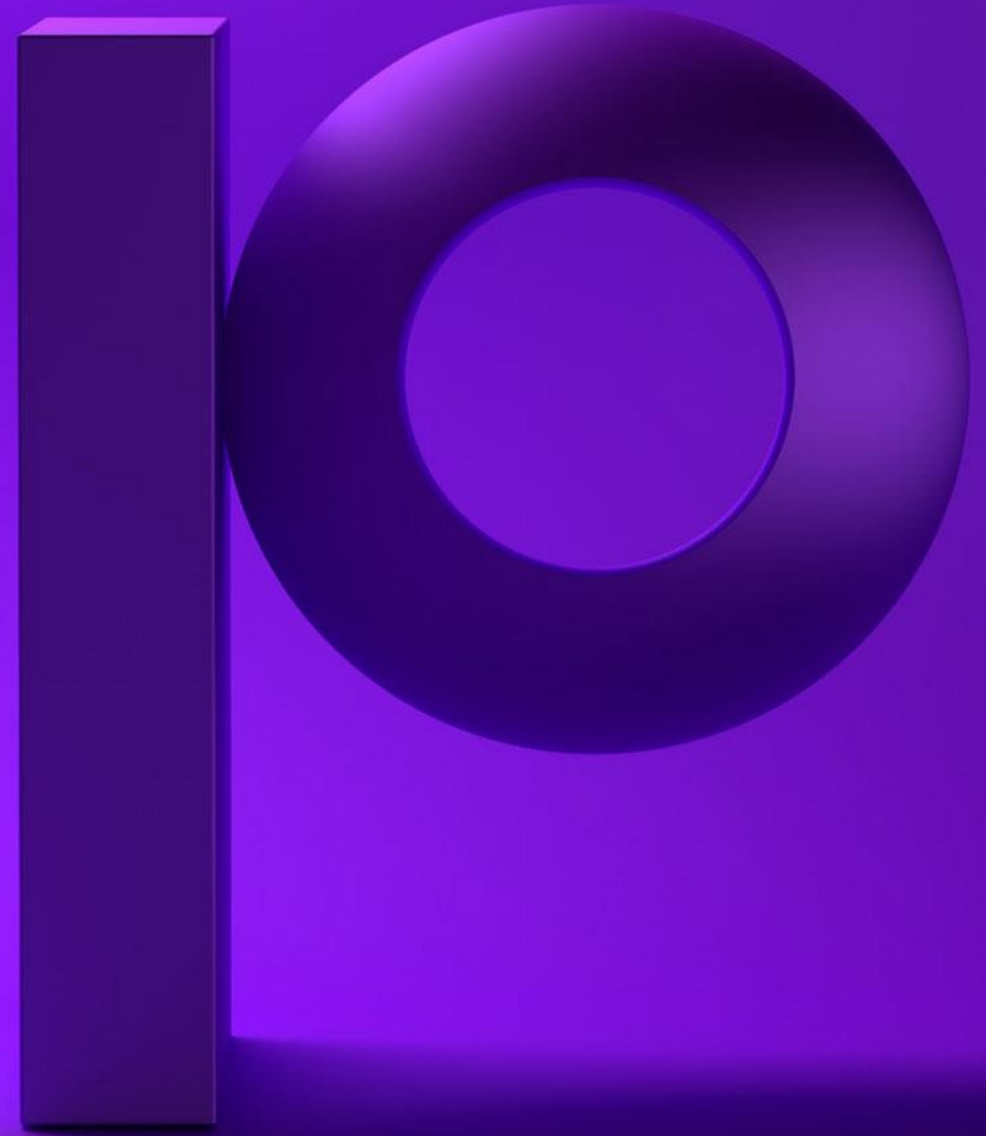


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Letter from the CEO

Dear colleagues,

Precisely's guiding principle is integrity. Our values: openness, determination, individuality, and collaboration must be guided through a clear lens where we all conduct ourselves with honesty, fairness and in an ethical manner. We will succeed in the marketplace only if we comply and abide with applicable laws, rules and regulations.

This Global Code of Conduct is a living document and reflects our collective commitment to the highest ethical business practices and global regulatory compliance.

I believe in each and every one of you, and I know you devote your time and efforts in ensuring the growth of Precisely. This Global Code of Conduct will help you live our shared values and will assist in putting them into practice throughout our daily business life.

Please carefully read this Global Code of Conduct and make sure you understand it. You should refer to it frequently in conjunction

with all Precisely policies and standard operating procedures within your department and/or function. When you find yourself in need of guidance while dealing with an ethical or compliance issue, please do not hesitate or be afraid to ask for help and raise your questions.

As CEO, I always expect not only from our Executive and Senior Leadership Teams to set an example and conduct themselves with integrity, but also from each and every one of you to lead by example. I am committed in providing a workplace environment that encourages ethical behavior from everyone at Precisely.

At the end of the day, all that matters is honesty and trustworthiness. Our actions must be a reflection of our words and it is the only path to ensure Precisely's continuous success in the market.



Josh Rogers
Chief Executive Officer



About the Global Code of Conduct

Precisely's Global Code of Conduct provides an overview of our Company policies, as well as valuable information, education and resources to help you make sound and informed business decisions, and to act upon them with integrity and ethically. It is not feasible to list every difficult situation you may face in the workplace or in the marketplace. However, this Global Code of Conduct is your first-hand resource for guidance and clarity on questions relating to ethical conduct.

Remember, you are responsible for your own actions and will be held accountable.



Integrity

Precisely's Guiding Principle
in Support of our Values

Our values



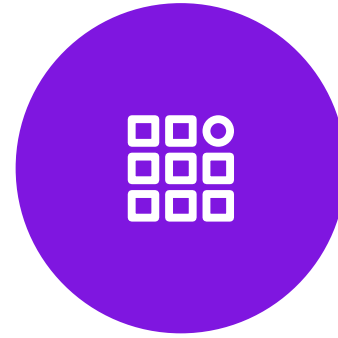
Openness

We listen,
so we learn



Determination

Always focused on
doing what's best



Individuality

What makes us different,
makes us stronger



Collaboration

We love working
together

Act with Integrity

and follow Precisely's Global Code of Conduct

Precisely's success and reputation depends upon you. It relies on dedicated people who innovate and develop trusted relationships with our customers, partners, vendors and suppliers in order to succeed in this ever-changing marketplace.

Our success is contingent upon individuals who are deeply committed to conducting themselves with the highest degree of integrity, at all times and in a professional manner.

Notwithstanding your role, Precisely requires and expects you to be a leader and to constantly strive for excellence.

Precisely's expectation concerning the behavior of its representatives do not differ from the personal expectations most employees set for themselves in their daily life.

This means that you must:

1. Be **HONEST, FAIR** and **ETHICAL** in all dealings.
2. **COMPLY** and **ABIDE** with all laws, rules and regulations.
3. **SEEK** advice if you have any uncertainty.
4. **ADHERE** to **ALL** of Precisely's Policies and Standard Operating Procedures.
5. Be **RESPECTFUL** and **COURTEOUS** to others.
6. Be **ACCOUNTABLE** and **RESPONSIBLE**.

Scope and Applicability

Precisely's Global Code of Conduct applies to all directors, officers, employees, consultants, independent contractors and interns (individually and collectively, "employee", "representative", "you" or "You"), and any third party working on behalf of Precisely Software Incorporated, including its subsidiaries (individually and collectively, "Precisely", "Company", "we" or "our").

Obey the Law

Precisely conducts its business in accordance with applicable laws, rules and regulations. You are required to conduct yourself in the same manner. Compliance with laws, rules and regulations is a minimum expectation. Personal integrity may, and often will, involve a standard higher than what the law dictates. Any violations of applicable laws, rules and regulations may result in Precisely taking disciplinary action, up to and including the termination of your employment, and the imposition of civil and criminal penalties against you and Precisely. You should direct any questions you have about this Global Code of Conduct or a legal compliance matter to your manager or supervisor, and to the Office of the General Counsel. If you have concerns you wish to handle more privately, you may report those matters via EthicsPoint (precisely.ethicspoint.com).

How do I know when to reach out for guidance?

- ❑ When your manager or supervisor asks you to perform a task you believe might violate this Global Code of Conduct, any of Precisely's policies and procedures, or laws, rules or regulations
- ❑ You are unsure if your proposed course of action is legal and consistent with Precisely's Global Code of Conduct, policies and procedures
- ❑ Your actions might damage Precisely's reputation
- ❑ You may be putting others at risk
- ❑ Ask yourself: how would you feel if your actions were reported in the news?



You can contact the Office of the General Counsel by emailing:

legal@precisely.com

Report an anonymous concern via EthicsPoint:

precisely.ethicspoint.com

Obey the Law

Comply with Anti-Bribery and Anti-Corruption Laws

Precisely has zero tolerance for bribery and corruption. You are required to fully comply with global anti-bribery and anti-corruption laws. As set forth in more detail within Precisely's Anti-Bribery and Anti-Corruption Policy, no Precisely director, officer, employee, independent contractor, consultant, intern, partner, supplier, vendor or third party acting on Precisely's behalf shall directly or indirectly, offer, promise, request, agree to receive or make a bribe to any person or entity.



Comply with Anti-Money Laundering Laws

Anti-money laundering laws are intended to prevent concealment or disguise of illegally obtained funds as legitimate moneys. It is Precisely's policy to prohibit and prevent money laundering activities and any funding of terrorist or criminal activities.

Make sure you read and understand Precisely's Anti-Money Laundering Policy and follow all Standard Operating Procedures applicable to your department and/or function.

Comply with Antitrust Laws

The objective of antitrust laws is to protect and promote competition and free enterprise. As set forth more fully in Precisely's Antitrust and Competition Policy, antitrust laws prohibit certain practices that unreasonably restrain trade. You must fully comply with antitrust laws, Precisely's Antitrust and Competition Policy and follow all Standard Operating Procedures applicable to your department and/or function.



DO NOT engage in insider trading

Insider trading is against the law, and you are strictly prohibited from buying or selling stocks, bonds, or other securities if you are aware of "inside information," that is, material non-public information about Precisely or other companies you deal with through your engagement with Precisely. You are also strictly prohibited from passing along any inside information to others, such as friends or relatives. Insider trading is a serious offense which can result in significant civil and criminal penalties.

Obey the Law

Comply with Export Laws

The U.S. and other applicable jurisdictional export control laws, rules and regulations govern the export of certain materials, technology, data, software and services to certain foreign countries. These laws, rules and regulations, in the U.S. and other applicable jurisdictions, also prohibit exports to designated persons and entities. Precisely is subject to these laws, rules and regulations. You are responsible for familiarizing yourself and complying with Precisely's Export Control Policy, all Standard Operating Procedures applicable to your department and/or function and recognizing, avoiding and reporting any situation that may fall within U.S. and other applicable export control laws, rules and regulations.

Comply with Antiboycott Laws

As set forth in detail within Precisely's Antiboycott Policy, U.S. laws prevent U.S. companies from furthering or supporting unsanctioned foreign boycotts. If you are uncertain of the status of any country, unclear on whether a specific activity is reportable or if you receive a request to participate in a boycott, contact your manager, supervisor, and the Office of the General Counsel immediately.

Maintain and provide accurate and honest business records and financial reports

Precisely's books and records must reflect all transactions included in its results of operations and financial position truthfully, accurately, and in compliance with generally accepted accounting principles. Precisely also has strict reporting obligations under certain statutes and other laws, rules and regulations. It is, therefore, essential that you report all business transactions honestly, accurately and in compliance with all Precisely's policies and procedures.

Falsification of business documentation, whether it results in personal gain, or not, is never permissible and may result in discipline, up to and including termination, and also may expose Precisely and you to significant financial and criminal liability.

Comply with Precisely's Policies and Standard Operating Procedures

You are also required to act in accordance with all of Precisely's Policies and Standard Operating Procedures ("SOPs"), which are available on Precisely's Corporate Intranet or through your manager, supervisor, or the Office of the General Counsel.

In some instances, Precisely's Policies and SOPs may go beyond the requirements of the law in your country. Nevertheless, as a Precisely employee you are required to comply with Precisely's Policies and SOPs, as well as this Global Code of Conduct.

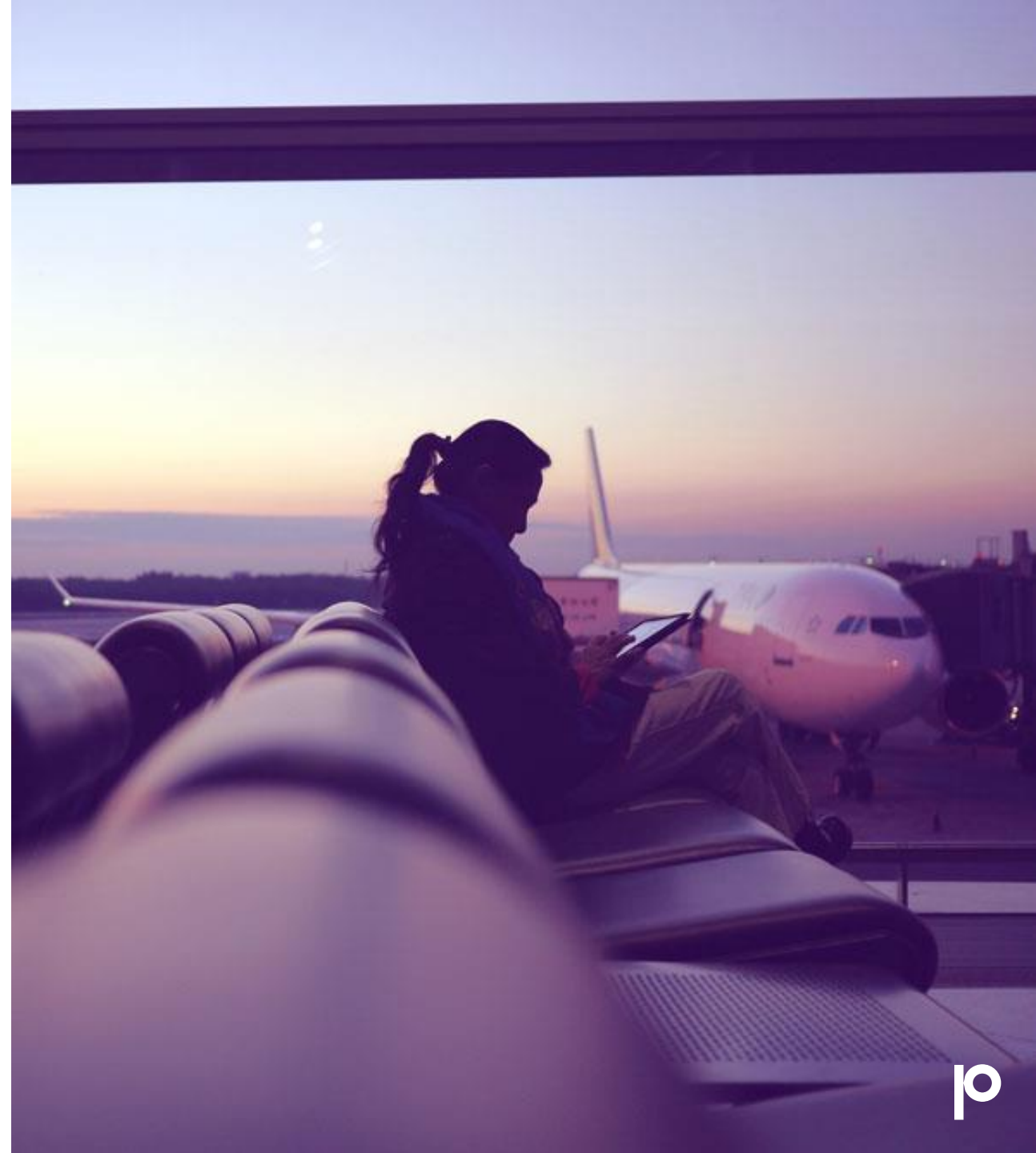
A few of Precisely's Policies and SOPs are outlined on the following pages.



Travel & Expenses

You must follow Precisely's Global Travel, Meal, and Entertainment Expense Policy which covers the requirements for travel arrangements, use of corporate credit cards, and reimbursement of expenses

Remember to always follow the approval process as well as recordkeeping requirements.



Do Not Give or Accept Questionable Payments or Gifts

With respect to non-government personnel, gift-giving is proper only to create good will and only in accordance with Precisely's Global Travel, Meal, and Entertainment Expense Policy. All business decisions must be based on the merits of products, services or people. It is improper to offer, promise, or give a gift to influence the recipient or to obligate the recipient to do business with the giver.

Unless prohibited by the customer's own policies, it is appropriate to pay for a customer's meal and entertainment or to invite a customer to a sporting event or outing, provided the expenses of doing so are reasonable. It is also permissible to give a customer a gift of nominal value on special occasions, as long as the gift does not seek, and does not create the appearance of seeking special favors. The frequency and timing of any such gifts should always be considered in order to avoid creating the appearance of impropriety.

It is also appropriate to invite customers to educational or training seminars sponsored by Precisely, subject to management approval. On such occasions, Precisely may pay the customer's reasonable travel expenses and give the customer a business-related gift of nominal value as a memento of the occasion.

With respect to government personnel, it is against Precisely's policy to provide or pay for, either directly or indirectly, any meal, travel, entertainment, lodging or gift. Except in very limited circumstances and jurisdictions, the giving of any gratuity to a government employee could subject both, you and Precisely, to civil and criminal penalties.



Comply with Precisely's Signatory Policy

You must comply with Precisely's Signatory Policy. You may not enter into any contract or commit Precisely's resources, unless you are authorized to do so. Any employee acting in violation of Precisely's Signatory Policy shall have no authority to bind Precisely.

DO NOT misuse Precisely's property or equipment

You should take all reasonable steps to protect against loss, theft, or misuse of any Company assets. Moreover, Precisely's facilities, property and equipment are provided to conduct Precisely's business or for purposes authorized by management. You may not perform any personal or non-Precisely work in Precisely's facilities, on Precisely's time, or using Precisely's training, tools, materials or resources, except for incidental personal activities that are kept to a minimum and comply with all Precisely's Policies and SOPs.

Comply with Precisely's Information Technology and Information Security Policies

You must comply with all Precisely's Information Technology ("IT") and Information Security policies. Precisely's IT systems, including but not limited to the e-mail system, are the property of Precisely and all of these systems must be used appropriately. You should have no expectation of personal privacy in connection with your access to or use of any of these systems.



Comply with Precisely's record retention policies

You must also comply with all of Precisely's privacy policies and SOPs designed to ensure legal compliance, preservation of and access to important records, and reduction of costs associated with maintaining large volumes of documents. They require certain documents and records to be retained for specified periods of time. Drafts and other documents not required to be retained under such Precisely's policies, SOPs or otherwise by applicable laws, rules or regulations should be destroyed regularly in the ordinary course of business. However, if you become aware of a subpoena, litigation or investigation that relates to Precisely and you have documents that may be relevant, you must retain and preserve those documents, including e-mails and other documents that may otherwise be automatically deleted or destroyed, until you are advised by the Office of the General Counsel otherwise. You should also promptly notify the Office of the General Counsel of any subpoena, litigation or investigation that relates to Precisely.

Comply with Precisely's communications and marketing policies

Precisely's Corporate Communications Policy and Social Media and Blog Policy provide guidance to those using social media for business-related reasons, while also explaining the importance of ensuring that personal social media use and activities comply with Precisely's policies (to the extent Precisely related topics are covered).

You are not allowed to use social media to:

- (i) share information about the financial performance of Precisely or any of its investor companies,
- (ii) post anything that is defamatory, offensive, threatening, harassing, discriminatory or in violation of any applicable law or Precisely's policies, or
- (iii) engage with the news media regarding Precisely's business matters.



Protect Precisely's Confidential and Proprietary Information

Misusing or disclosing information that Precisely considers confidential or proprietary, during and after your employment with Precisely, is prohibited and is a violation of this Global Code of Conduct and other applicable agreements with Precisely.

All of Precisely's confidential or proprietary information, including any related documents in any tangible or electronic form, in your possession or control, no matter where located, is the property of Precisely. During and after your employment with the Company, you are prohibited from using any confidential or proprietary information, including any related documents, for your own benefit. You are also prohibited from disclosing such information to anyone outside of Precisely and must return it to Precisely upon termination of your employment. Any retention, taking, downloading or other prohibited use or disclosure of such Company information constitutes theft of Precisely's property and may be deemed to be a misappropriation of Precisely's trade secrets.

Additionally, you should take steps to prevent inadvertent disclosure of Precisely's confidential or proprietary information. You should not discuss any non-public or confidential information of Precisely with outsiders, including but not limited to, family and friends, and you should not discuss such information in any public place, such as an elevator, restaurant or airplane. Even within Precisely, information should be shared with others only on a "need to know" basis.

You are likely to meet, talk and/or attend functions with individuals who work for Precisely's competitors, partners, suppliers, vendors or customers. When you come into contact with such individuals, even if the interaction seems innocent, be cautious about what you say. Do not discuss anything relating to Precisely's confidential and proprietary information with any of these people.



Protect Precisely’s Confidential and Proprietary Information

Inform your manager, supervisor, or the Office of the General Counsel of any attempts by outsiders to obtain Precisely’s confidential and proprietary information.

Do not answer any request for information about Precisely, proprietary or otherwise, from outside Precisely unless you are specifically authorized to do so.

Who should you contact for additional guidance:

Request	Contact
Requests from reporters, analysts, or news media	Communications and Brand Department
Requests for information from governmental authorities or outside attorneys, requests of a legal nature or for any kind of audit	The Office of the General Counsel
Requests for personnel references or employment verifications, salary verifications, or other requests about current or former employee	Human Resources



Handle trade secrets and confidential information of others with care

Precisely competes vigorously, but fairly. You may use any publicly available information about Precisely's competitors or other companies, but you may not unlawfully acquire or misuse the trade secrets or other confidential information of any third party. Precisely does not condone the use of any improper means, such as cash payments, favors, or hiring a competitor's employees, to acquire confidential information of third parties.

Even if you receive information about another company through legitimate means, you need to determine if the information is confidential and how such information may be used.

You must also abide by the lawful obligations that you have to your former employer(s). These obligations may include, but are not limited to, restrictions on the use and disclosure of confidential information, solicitation of former colleagues to work at Precisely, or non-competition agreements.

If you have any questions regarding these obligations, you should contact the Office of the General Counsel.



Respect and Protect Personal Information

As set forth in Precisely's Privacy Policy and other applicable policies, Precisely protects the personal information of customers, business partners, employees, directors, job applicants and website visitors who may provide such information to Precisely in the course of their business or employment-related dealings with Precisely.

You should access or obtain the personal information of others only when specifically authorized and only for a legitimate business purpose. Consistent with Precisely's Incident Management and Response Plan, you should observe appropriate safeguards and security measures when handling such information.

If you are involved in any activity that consists of collection, storage or use of personal information, please ensure that you notify the Office of the General Counsel so all reasonable safeguards may be put in place.



If you have any questions or concerns about these obligations, you should contact the Office of the General Counsel by emailing:

legal@precisely.com

In the Workplace

Treat all colleagues with dignity and respect

Precisely expects its employees to adhere to the highest standards of personal and professional conduct. Conduct that is detrimental to the best interest of Precisely and its employees will not be tolerated.

It is vital that all employees treat each other with dignity and respect. As set forth in Precisely's equal employment policies, including Precisely's Harassment Prevention Policy, Precisely will not tolerate harassment or discrimination of any kind. If you engage in such conduct, you will be subject to discipline, up to and including termination.



Diversity, Equity and Inclusion

Precisely is committed to ensuring equal employment opportunity and building a more inclusive and diverse workplace. Having a diverse and inclusive workplace, enriches Precisely and enables a more creative and innovative environment, while embracing different perspectives and cultural backgrounds that each employee brings to the table.

As such, Precisely makes every effort to foster an environment where all employees feel respected, valued and empowered.

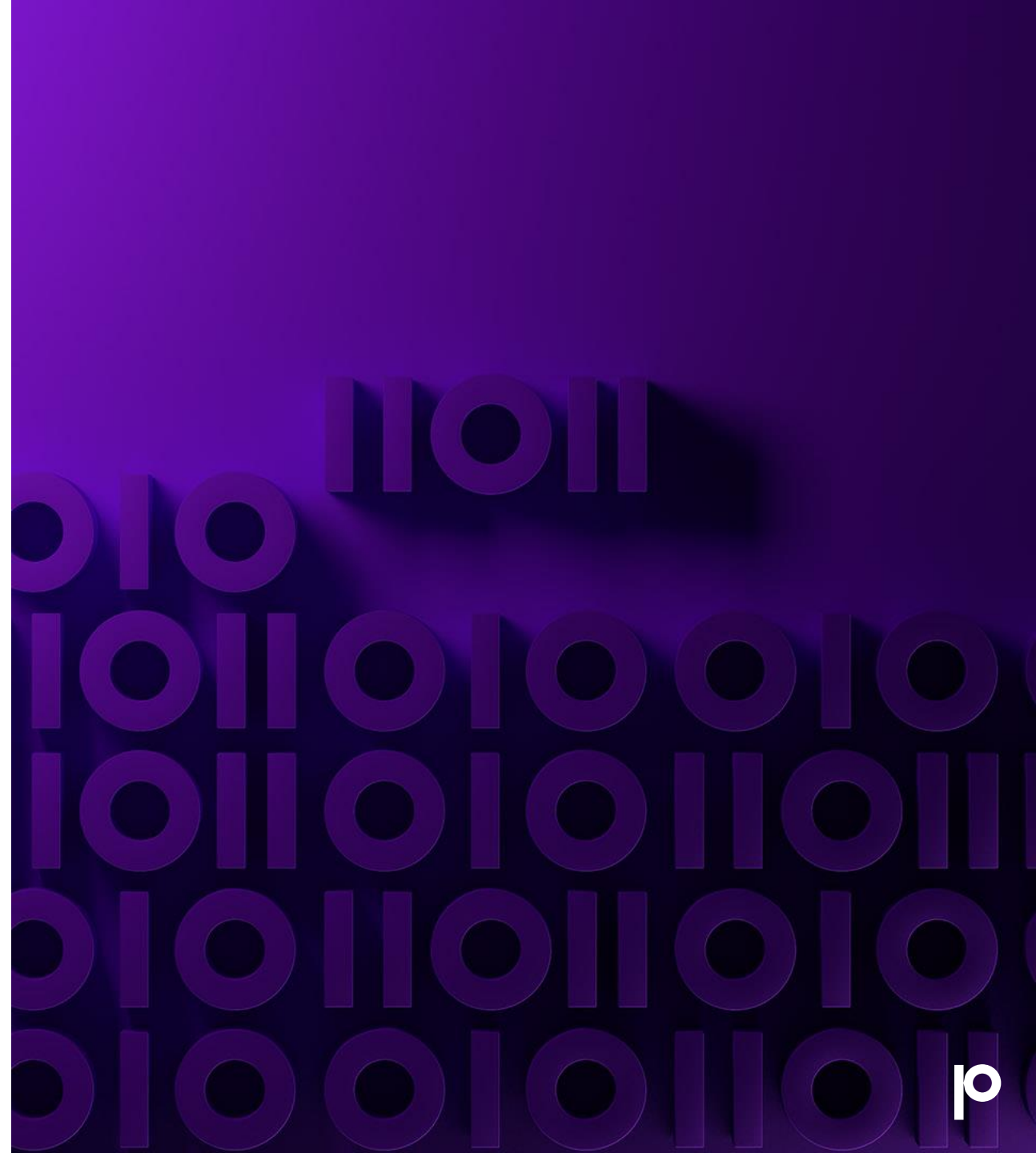


In the Marketplace

Be honest and trustworthy when dealing with customers, partners, suppliers and vendors

Customer satisfaction is a paramount goal of Precisely. In order to establish and maintain strong and long-lasting relationships, we must be honest and trustworthy in all our dealings with customers, partners, suppliers, vendors and other third parties. Long-term trustworthy relationships are more valuable than short-term monetary gains.

If you are involved in proposals, bids or contract negotiations with third parties, you must communicate fairly and honestly. Once a valid contract is entered into, both Precisely and the customer, partner, supplier or vendor must adhere to its terms. You should not enter into an agreement on behalf of Precisely if you believe that Precisely will not be able to adhere to its terms. Do not take advantage of others through manipulation, misrepresentation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice.



Do what's Right!

Avoid conflicts of interest

A conflict of interest arises when you advance a personal interest at the expense of Precisely's interest. A personal interest can be a direct benefit to you or a family member, as well as a close friend. An employee's activities can, intentionally or unintentionally, create a conflict of interest or the appearance of impropriety. You are required to devote your full time and efforts to Precisely.

As set forth in Precisely's Conflict of Interest Policy, you must avoid any activity or personal interest that creates or appears to create a conflict between your interests and the interests of Precisely or that might impair, or appear to impair, your ability as a Precisely employee to perform your work objectively and effectively.



Do what's Right!

Some guidelines for avoiding actual or apparent conflicts include, but are not limited to:



Competition

Do not, either directly or indirectly, become involved in any activity or business that in any way competes with Precisely or might advance a competitor's interest.



Financial Interest

Do not acquire a financial interest in or engage in any activity or business with any customer, partner (referral, reseller or distributor), supplier, vendor, competitor or other organization that could create a conflict of interest or compromise your loyalty to Precisely.



Family & Friends

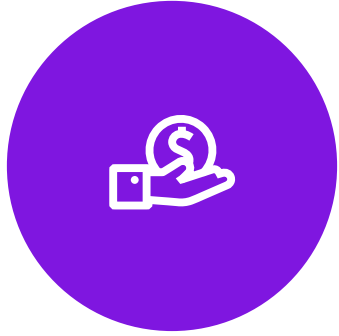
Be particularly cautious if a friend or relative is employed by a competitor or supplier of Precisely. Even where the risk to Precisely's interests from such a relationship seems remote, you must exercise particular care not to disclose confidential information inadvertently.



Seek Approval

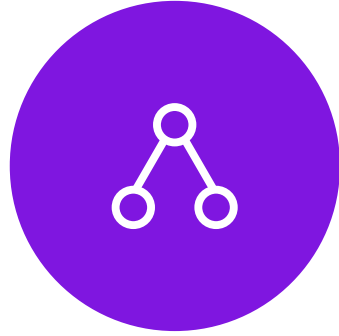
Do not accept any personal benefits from Precisely that have not been duly authorized and approved pursuant to Precisely's policies and procedures, including any loans or guarantees of personal obligations by Precisely.

Do what's Right!



Investing

Do not participate individually in any business or investment opportunity which you learned about through your position at Precisely. You should direct any such opportunities to Precisely by informing your manager or supervisor.



Affiliations

Do not associate Precisely with, or indicate Precisely supports any civic, religious, political or professional association without approval from Precisely. In addition, you are not authorized to speak on any public issues or to make any kind of campaign contribution as a representative of Precisely.



Selecting Vendors

If you are involved with selecting a supplier or vendor, be sure to do so only on the basis of price, quality, performance and suitability of the product or service. Do not favor a supplier for reasons that could imply improper conduct or conflict of interest.

Because the facts of any such situation may differ, you must seek clarification from your manager, supervisor, and the Office of the General Counsel before proceeding with any activity that might be construed as creating a conflict of interest. For example, a conflict might arise if you join an advisory board or board of directors of another company.

The activities of your immediate family members may also be construed as creating a conflict of interest. You should also seek guidance from your manager, supervisor, and the Office of the General Counsel with respect to these activities.

If you are aware of any transaction or relationship that reasonably could be expected to give rise to a conflict of interest, you must disclose such transaction or relationship to the Office of the General Counsel.

DO NOT improperly influence the conduct of an audit

You must not take any action to fraudulently influence any public accountant performing an audit or review of Precisely's financial statements.



Questions and Guidance

You may have questions about your responsibilities under this Global Code of Conduct or require specific guidance about a particular situation.

In these instances, you should promptly speak to your manager, supervisor, or the Office of the General Counsel.



Violations and Reporting

If you know of or suspect a violation of applicable laws, rules or regulations, this Global Code of Conduct, or any of Precisely's policies or SOPs, you must promptly report such violation to the Office of the General Counsel by raising an anonymous complaint via EthicsPoint (precisely.ethicspoint.com).

Failure to promptly report any violation or suspected violation of applicable laws, rules or regulations, this Global Code of Conduct, or any of Precisely's policies or SOPs is itself a violation of this Global Code of Conduct and could subject you to disciplinary action, up to and including termination of your employment.

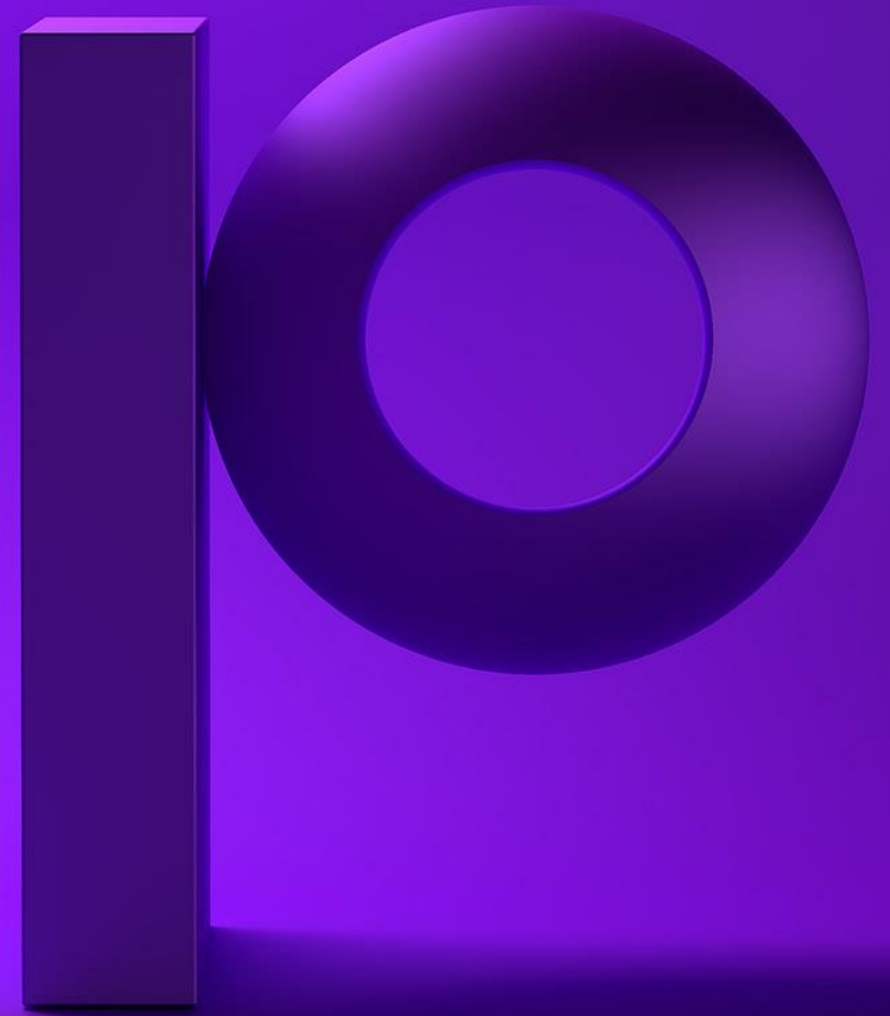
Any reported violation will be kept confidential to the maximum extent possible. Such reports may be made anonymously.

Although reports of violations or suspected violations under this Global Code of Conduct may be made verbally, employees are encouraged to make reports in writing as this will assist the investigation process.



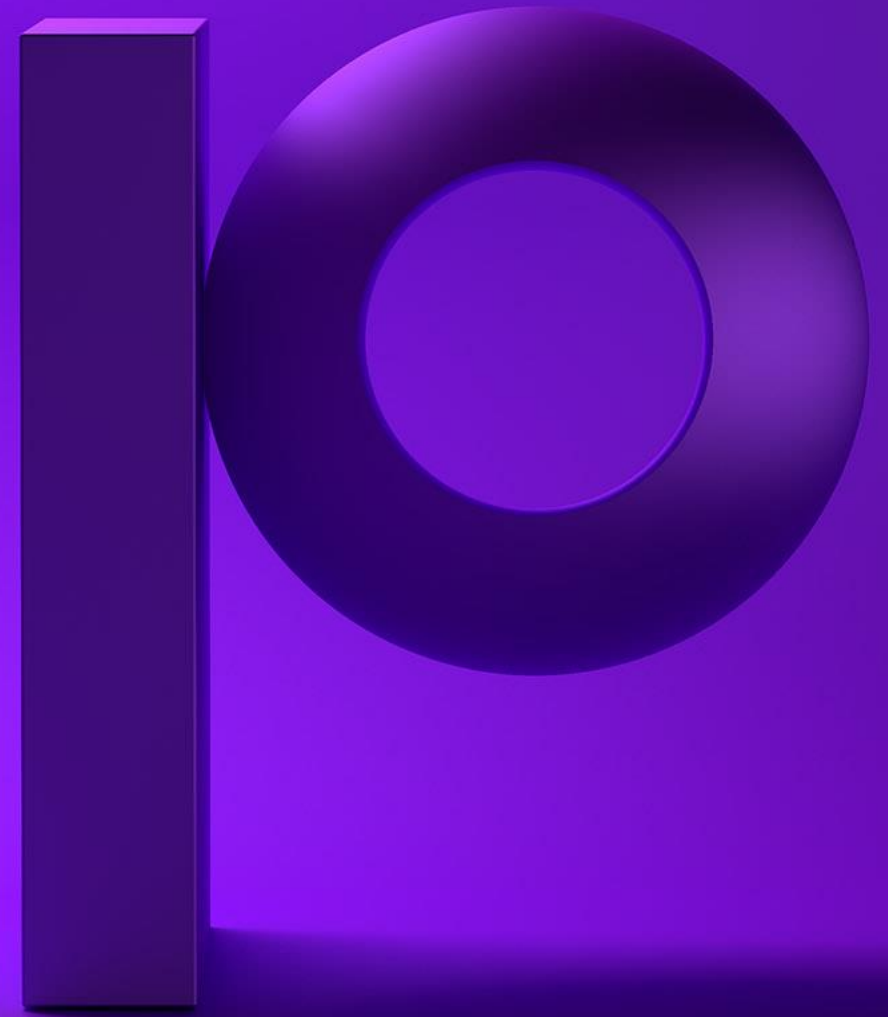
Anti-Retaliation

Precisely will not retaliate against any person who, in good faith, provides information or otherwise assists in an investigation or proceeding regarding any conduct that the employee reasonably believes constitutes a violation of applicable laws, rules or regulations, this Global Code of Conduct, or any of Precisely's policies or SOPs.



Waivers and Amendments

Precisely reserves the right, in its discretion, to waive application of the policies set forth in this Global Code of Conduct when appropriate and to amend, modify or change this Global Code of Conduct. Any waiver of this Global Code of Conduct for Precisely's directors or executive officers may be made only by Precisely's Executive Leadership Team or a committee thereof. Any waiver of this Global Code of Conduct for Precisely's directors or executive officers, and any waiver of or change to this Global Code of Conduct that applies to Precisely's principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions shall, in each case, be disclosed as required by applicable laws, rules or regulations.





precisely

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