

Brightly

Code of Conduct and Ethics



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Introduction

This Code of Conduct and Ethics (the “Code”) establishes the basic principles to guide all Brightly Software employees, officers and directors of the company, their subsidiaries and affiliates (the “Company”). It does not cover every issue that may arise, but it covers a wide range of business practices and procedures. All of our employees, officers and directors (herein referred to as “you”) must conduct themselves in the most ethical manner possible, avoiding even the appearance of improper behavior. This Code provides you with guidelines for meeting your ethical and legal obligations at the Company.

In many cases, our business partners and third parties are seen as an extension of our Company. The Code is shared with these business partners and third parties and we expect them to also honor and represent these principles.

Sometimes conflicts arise. When a law or court order conflicts with a policy in this Code, you must comply with the law or court order. We encourage you to “ask first” when you have questions about this Code or any conflicts. Please immediately ask your manager, a manager you trust or the Legal team how to handle a particular situation.

You may also share concerns anonymously in specific regions and countries, depending on local law, through our reporting process. Remember, our non-retaliation policy means that you don’t need to be afraid of asking questions or reporting potential issues. In fact, we encourage it – because every single one of us has a responsibility to uphold our values. You are invited to comment on this policy and suggest ways in which it might be improved. Comments, suggestions and queries are encouraged and should be addressed to Human Resources.



Our Responsibilities

Acting with integrity and building trust by keeping our promises are of critical value to our success

Acting with integrity and building trust by keeping our promises are of critical value to our success. Our Company is committed to conducting its business in an ethical manner using good judgment and high ethical principles - doing right by our employees, clients and unsung heroes, vendors, partners, communities and shareholders. Together, we share the responsibility for protecting and advancing the Company's reputation, and ethics and values drive our ability to do something incredible. This Code provides you with the guidelines for meeting your ethical and legal responsibilities, including:

- Be professional, honest and ethical in everything you do on our Company's behalf. If you have questions about how to do the right thing, ask!
 - Know our Code of Conduct and the laws and policies that apply to you.
 - Complete any required ethics training in a timely manner and use it in your role.
 - Report concerns about possible violations of laws or this Code as well as particular situations that may give the appearance of improper behavior.
 - Cooperate fully and tell the whole truth when responding to any investigation or audit.
 - Be accountable for your actions. We address violations of this Code, applicable laws or our Company policies with corrective actions, up to and including dismissal.
- We expect managers to set the tone for their teams and lead by example, always acting with integrity. Managers must always make sure their direct reports understand this Code and its expectations, be open and available for questions or concerns and shall escalate matters of concern to their managers, a manager they trust or Legal team in a timely manner. Most importantly, managers shall never retaliate against a team member who raises a concern.





Compliance with Laws, Rules and Regulations

Obeying the law, both in letter and in spirit, is foundational to our Company's ethical standards.

Everyone must respect and obey the laws, rules and regulations of all relevant jurisdictions, including but not limited to, the cities, counties, states and countries where we operate. Although you are not expected to know the details of each of these laws, rules and regulations, it is important to know enough to determine when to seek advice from managers, the Legal team or Human Resources.

Conflicts of Interest

A conflict of interest exists when a person's private interest interferes in any way, or appears to interfere, with the interests of the Company

A conflict situation can arise when an employee, officer or director takes actions or has interests that may make it difficult to objectively and effectively perform your Company work. It does not matter if you were not originally aware of the conflict; if you discover a conflict during or after the fact, you must report it and discontinue the arrangement or activity.

Conflicts of interest may also arise when you (or a member of your family) receives improper personal benefits due to your position in the Company. Loans to, or guarantees of obligations to you or your family members by the Company may create conflicts of interest.

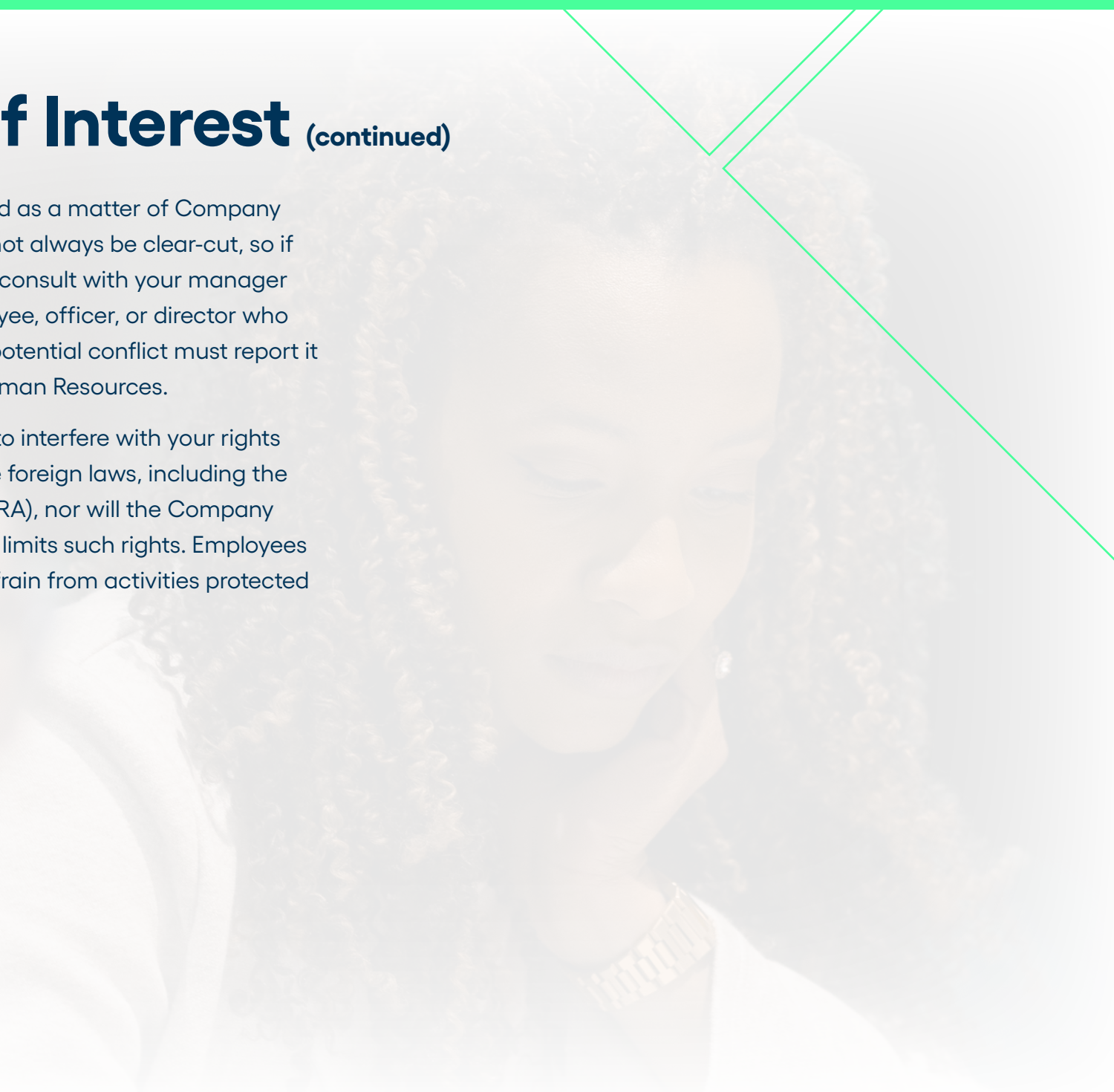
It is a conflict of interest to work for a competitor, client or supplier. You should avoid any direct or indirect business connection with our client, suppliers or competitors, except as required on our behalf. Conflicting work and/or activities shall include, but is not limited to, directly or indirectly competing with Company in any way, or acting as an officer, director, employee, consultant, shareholder, volunteer, financial lender or agent of any business of the same nature, or in direct competition with the verticals and/or markets where Company is now engaged or where the Company becomes engaged. If you are unsure whether work and/or activities is in direct competition of our Company, ask in advance of committing. In its sole discretion, the Company will determine whether there is a conflict.



Conflicts of Interest (continued)

Conflicts of interest are prohibited as a matter of Company policy. Conflicts of interest may not always be clear-cut, so if you have a question, you should consult with your manager or Human Resources. Any employee, officer, or director who becomes aware of a conflict or potential conflict must report it immediately to a manager or Human Resources.

Nothing in this Code is intended to interfere with your rights under federal, state or applicable foreign laws, including the National Labor Relations Act (NLRA), nor will the Company construe this Code in a way that limits such rights. Employees have the right to engage in or refrain from activities protected by the NLRA.





Working with Family Members

It is natural to want the best for your family, but when family members interact in the workplace, it is easy for it to look like favoritism

Addressing these situations proactively can prevent problems. If two family members both work for Company, they should not work in the same reporting chain without approval from the Legal Department. If your family member owns or works for a company that does business with Company, you must disclose this fact. Absent pre-approval by the Legal Department, you may not manage the relationship with the other company. A family member is a parent, sibling, spouse, child, in-law, grandparent, grandchild, step-relative, domestic partner, or any other person who regularly resides in your household.

Confidentiality

All non-public information and data about the Company is confidential business information and trade secret

Protection of this confidential information is vital to the interests and continued success of our Company. If you have access to confidential information about the Company or any other entity, you cannot use or share that information for any other purpose except to conduct Company business.

Additionally, you must maintain the confidentiality of proprietary information entrusted to you by the Company or its clients or suppliers, except when disclosure is authorized by either a Company nondisclosure agreement, in writing by a Company authorized individual or as required by laws or regulations. Proprietary information includes all non-public information of the Company and intellectual property such as trade secrets, patents, trademarks and copyrights, as well as business, marketing and service plans, engineering and manufacturing ideas, designs, databases, records, and any unpublished financial data and reports. Disclosing such information might be of use to competitors and harmful to the Company or its clients or suppliers if disclosed. This includes information that suppliers and clients have entrusted to us.

Information that is made public by the Company, such as press releases, news articles or advertisements, is not confidential and does not require protection.



Confidentiality (continued)

The Company is also committed to protecting the information in our care from third parties. You must protect the data of our clients, vendors and partners to the same standard that we protect the Company's confidential information. Additionally, we expect you to protect the confidential information of your previous employers. Do not share confidential information from your previous employers or ask others to so. If you leave the Company, you must also protect our confidential information.

It is the responsibility of each of us to use discretion in handling Company and third party information so that we do not inadvertently reveal confidential information to competitors, clients, vendors, suppliers, friends and/or family members. If you are unsure about whether certain information is confidential, presume that it is. The obligation to preserve proprietary information continues even after employment ends.

Data Privacy

Client data, personal data and the systems processing the data must be protected in accordance with the applicable privacy laws

[Brightly's Privacy Policy](#) establishes the rules governing how our Company uses, stores and safeguards client and personal data.

Be familiar with the Privacy Policy and aware that client data includes the details of their contact persons, account information, any marketing, health or other data that may be in our care.

Personal data shall include, but is not limited to, names, email addresses, home addresses, medical information, social security and drivers' license numbers, IP addresses, fingerprints, location data or any characteristic that may personally identify an individual.

Corporate Opportunities

You may become aware of information about our clients, business partners or other companies based upon their role at our Company that is not publicly available to others outside the Company.

In these scenarios, you are prohibited from using this “inside” information for your own personal benefit without the consent of the Board because they owe a duty to the Company to advance the Company’s interests when the opportunity to do so arises.



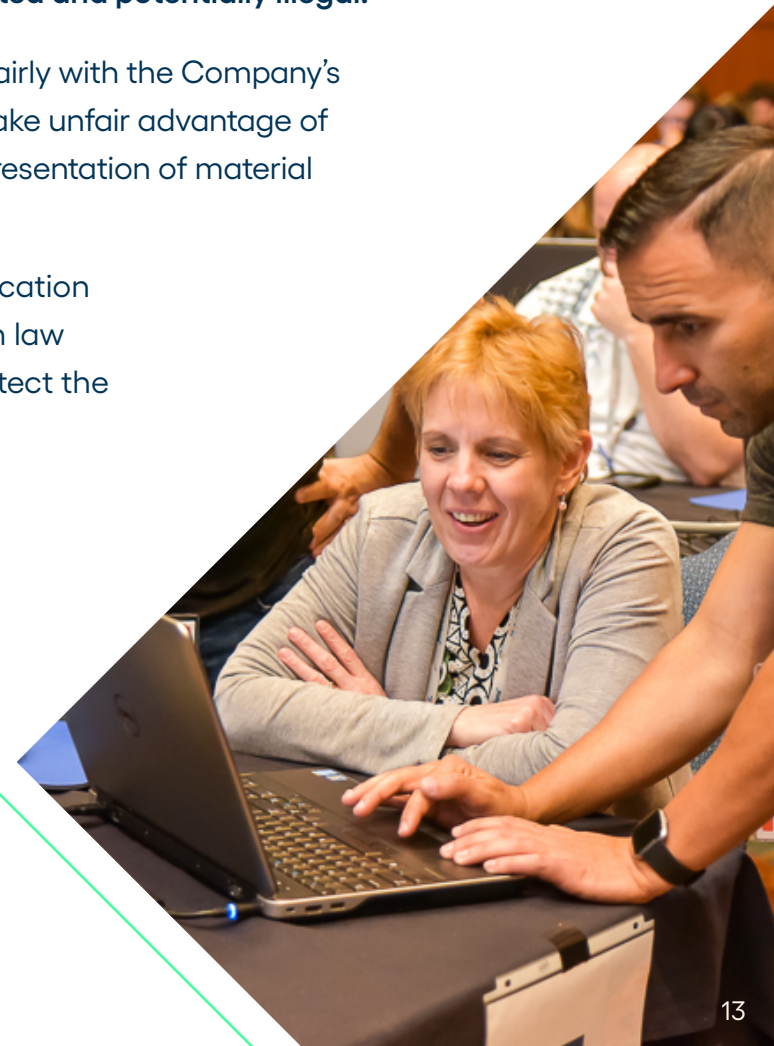
Competition and Fair Dealing

We seek to fairly and honestly outperform our competition. We seek competitive advantages through superior work effort - never through unethical or illegal business practices

Stealing proprietary information, possessing trade secret information that was obtained without the owner's consent or inducing such disclosures by past or present employees of other companies is prohibited and potentially illegal.

Each employee, officer and director should endeavor to respect the rights of and deal fairly with the Company's clients, suppliers, competitors and employees. No employee, officer or director should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information or misrepresentation of material facts.

No employee, officer or director is permitted to engage in price fixing, bid rigging, allocation of markets or clients, or similar illegal activities. The Company will fully cooperate with law enforcement and other agencies to pursue anyone engaged in illegal activities to protect the Company's good name.





Gifts and Entertainment

The purpose of business entertainment and gifts in a commercial setting is to create goodwill and sound working relationships, not to gain unfair advantage with clients or suppliers and against competitors.

No gift or entertainment should ever be offered, given, requested, provided or accepted by you or your family member(s) unless it (1) is not a cash gift; (2) is consistent with customary business practices; (3) is reasonable in fair market value; (4) cannot be construed as a bribe or payoff; and (5) does not violate any laws, regulations or applicable policies of the other party's organization. Please discuss with your manager or Legal team any gifts or proposed gifts if you are not certain whether they are appropriate or legal.

Antitrust

Antitrust laws in the United States and other countries intend to preserve a free and competitive marketplace

The Company requires full compliance with these laws. You must not discuss with competitors how the Company prices, markets, services or otherwise competes.

You must not share confidential business information with our competitors and must not engage in any conduct that could unreasonably restrict our competitors' access to the market. Antitrust laws are complex and can be difficult to understand. Seek advice from the Legal team when dealing with antitrust issues.

Political Contributions

We support lawful political contributions and involvement by Company employees, officers and directors in strict compliance with all applicable laws

Except as approved in advance by the Chief Executive Officer or Chief Financial Officer, the Company prohibits use of Company equipment (phones, copy machines, etc.) or Company funds for political contributions to parties or candidates (directly or indirectly).

This includes (1) any contributions of Company funds or other assets for political purposes, (2) encouraging individual employees to make any such contribution, or (3) reimbursing an employee for any contribution. Individual employees are free to make personal political contributions as they see fit; please make it clear that your personal views and actions are not those of the Company.

Payments to Government Personnel

From time to time, the Company's business obligates it to interact with Laws and regulations governing what companies can give government personnel are very strict, including in the United States, United Kingdom and Australia. Be sure you know what the rules are under the Global Anti-Corruption Policy

Contact the Legal Department for approval before offering or providing any gifts, meals, or entertainment to government officials. A government personnel can be a national or local government employee, a political candidate, a party official, a member of a royal family, or an employee of a government-controlled entity, such as a state-owned enterprise.

The Foreign Corrupt Practices Act (the FCPA) prohibits payments, promises or offers of anything of value to any foreign government official, government agency, political party, or political candidate (collectively, "Government Personnel") in exchange for a business favor, when intended to influence the action taken by the individual or agency, or to gain or hold any competitive or improper business advantage. It is very important to know that the prohibitions of the FCPA apply to actions taken by all employees and by all outside parties engaged directly or indirectly by the Company (e.g., consultants, professional advisers, etc.).



Payments to Government Personnel

(continued)

While the FCPA does, in certain limited circumstances, allows nominal “facilitating payments,” given the complexity of the FCPA and the severe penalties associated with its violation, all employees and outside parties engaged by the company must comply with the Company’s FCPA policy and contact the Legal team with any questions. In order for the Company to keep adequate compliance records for Company employees, all facilitating payments shall be disclosed to the Legal team in advance of payment submission.

No employee of the Company may retain a consultant, agent, or other outside party to contact any foreign or U.S. Government Personnel unless and until the Legal team has completed sufficient due diligence and reasonably concludes that the retained party understands and will fully abide by the FCPA, the Company’s FCPA policy, and this Code.

In addition, the U.S., state, local and foreign governments have a number of laws and regulations about the business gratuities that may be accepted by Government Personnel, sometimes referred to as “pay-to-play” laws. The promise, offer, or delivery to an official or employee of the government of a gift, favor, or other gratuity in violation of these rules would violate Company policy and commit a civil or criminal offense.

Discrimination, Retaliation and Harassment

The diversity of the Company's employees is a tremendous asset

We are firmly committed to providing equal opportunity in all aspects of employment and will not tolerate any illegal discrimination or harassment based on race, color, religion, sex, national origin, age, disability, or any other protected class under applicable laws.

Employees must comply with all anti-discrimination, anti-retaliation, and anti-harassment laws whether local, state or federal.

If you are harassed by anyone at the Company, a Company client or business partner, you should immediately report the incident to your manager or Human Resources. Similarly, managers who learn of any such incident must immediately report it to Human Resources. Human Resources will promptly and thoroughly investigate any complaints and take appropriate action.



Good Faith Reporting and Non-retaliation

Acting in good faith means that all reports of possible violations of this Code, company policy, or the law are made sincerely and honestly. In other words, it does not matter whether your report turns out to be true, but you must make it with the best intentions.



Health and Safety

The Company intends to provide each employee, officer and director, as well as clients, vendors or other visitors, with a safe and healthy work environment

Everyone is responsible for maintaining a safe and healthy workplace for all employees, officers and directors by following environmental, safety, health rules and practices and by reporting accidents, injuries and any unsafe equipment, practices or conditions.

All Company locations must remain in compliance with the Occupational Safety and Health Act (OSHA) and other regulatory requirements. Safety issues and violations of regulatory requirements will be promptly addressed. In addition to meeting our obligations, the Company takes proactive steps to make safety a top priority. You are responsible for maintaining safe practices and conditions in everything you do and report anything that threatens anyone's safety.

You must report to work fit for duty and perform all Company-related work in a safe manner, free of the influences of alcohol, illegal drugs or controlled substances. Illegal drugs means a substance whose use or possession is controlled by federal law but that is not being used or possessed under the supervision of a licensed health care professional. The use of illegal drugs in the workplace will not be tolerated.

Violence and threats of violence are not acceptable at Company. Possession and use of weapons are also prohibited in the workplace. If you believe someone is in immediate danger, contact the local authorities right away. The security of the company's premises and property is a shared responsibility of all employees. Employee, contractor, and visitor access credentials (badges) should be worn in a conspicuous manner while on company premises.



Environmental

The Company expects you to follow all applicable environmental laws and regulations

If you are uncertain about your responsibility or obligation, you should check with your manager or the Human Resources team for guidance. You must immediately report to management any emergencies involving any types of potential environmental harm to persons or property.





Record-Keeping, Financial Controls and Disclosures

The Company relies upon honest, accurate and timely recording and reporting of information in order to make timely, responsible business decisions

All business expenses must be documented and recorded accurately in a timely manner. If you are not sure whether a certain expense is legitimate, ask your manager. Policy guidelines are available in the Company Travel and Entertainment Policy.

All of the Company's books, records, accounts and financial statements must be:

- Maintained in detail
- Appropriately reflect the Company's transactions
- Made promptly without false or misleading information
- Promptly disclosed in accordance with any applicable laws or regulations
- Conform both to applicable legal requirements; and
- To the Company's system of internal controls

Record-Keeping, Financial Controls and Disclosures (continued)

Any employee who becomes aware of any inadvertent or unauthorized disclosure of information discussed in this Section must notify the Legal team immediately.

If any employee, officer or director has concerns or complaints regarding accounting or auditing matters of the Company, then they are encouraged to submit those concerns by one of the methods described in Section 23, **“Reporting Any Illegal or Unethical Behavior.”**

Business records and communications often become public and we must avoid exaggeration, derogatory remarks, guesswork or inappropriate characterizations of people and companies that may be misunderstood. This applies equally to e-mail, internal memos and formal reports.

Records should always be retained or destroyed according to the Company’s record retention policies. In accordance with those policies, in the event of litigation or governmental investigation, please consult with the Legal team.

Protection and Proper Use of Company Assets

Everyone must protect the Company's assets and ensure their efficient use

Theft, carelessness, and waste have a direct impact on the Company's profitability. All Company assets are to be used for legitimate or authorized Company purposes.

Any suspected incident of fraud or theft, including theft of time, must be immediately reported for investigation. Unless approved by the Chief Financial Officer, Company assets must not be used for non-Company business.

Your obligation to protect the Company's assets includes the Company's proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks and copyrights, as well as business, marketing and service plans, engineering and manufacturing ideas, designs, databases, records, and any unpublished financial data and reports. Nothing in this Code is intended to interfere with your rights under federal and state laws, including the National Labor Relations Act, nor will the Company construe this Code in a way that limits such rights. Employees have the right to engage in or refrain from activities protected by the National Labor Relations Act.

Unauthorized use or distribution of this information is a violation of Company policy. It could also be illegal and result in civil or criminal penalties.



Anti-Corruption & Bribery

Our Company will not tolerate offering or accepting any form of a bribe or kickback at any time for any reason

We will not participate, facilitate or accept any form of improper payment and shall abide by the rules of all applicable procurement processes. The offer or acceptance of any form of a bribe will be treated as a serious violation resulting in disciplinary action up to and including termination.



Anti-Slavery and Human Trafficking

The Company opposes slavery and human trafficking in all its forms

We set out the steps taken to ensure that there is no slavery or human trafficking in our business or in our supply chain in our annual modern slavery statement and follow this Anti-Slavery and Human Trafficking Policy.

Modern slavery is a crime and a violation of fundamental human rights. It takes various forms, such as slavery, servitude, forced and compulsory labor and human trafficking, all of which have in common the deprivation of a person's liberty by another in order to exploit them for personal or commercial gain. The Company has a zero-tolerance approach to modern slavery and it is committed to acting ethically and with integrity in all our business dealings and relationships and to implementing and enforcing effective systems and controls to ensure modern slavery is not taking place anywhere in our own business or in any of our supply chains.

The Company is committed to ensuring there is transparency in our own business and in our approach to tackling modern slavery throughout our supply chains, consistent with our disclosure obligations under the Modern Slavery Act 2015. The Company expects the same high standards from all of our contractors, suppliers and other business partners.

Management at all levels are responsible for ensuring those reporting to them understand and comply with this policy and are given adequate and regular training on it and the issue of modern slavery in supply chains.

The prevention, detection and reporting of modern slavery in any part of our business or supply chains is the responsibility of all those working for us or under our control. You are required to avoid any activity that might lead to, or suggest, a breach of this policy.



Anti-Slavery and Human Trafficking

(continued)

If you are unsure about whether a particular act, the treatment of workers more generally, or their working conditions within any tier of our supply chains constitutes any of the various forms of modern slavery, raise it with your manager. If you believe or suspect a breach or conflict of this policy has occurred or that it may occur you must notify your manager as soon as possible.



Trade Issues

Advice regarding the current status of these matters must be obtained from the Legal team. You are responsible for knowing and following the appropriate rules and procedures for imports and exports

If you are involved in international transactions, it is important to know what is expected of the company, including any requirements related to taxes, verification, licensing, and permits.

Waivers of the Code of Business Conduct and Ethics

Any waiver of this Code for employees, executive officers or directors may be made only by the Board of Directors and will be promptly disclosed as required by law or regulation.



Improper Influence on Conduct of Auditors

It is prohibited to directly or indirectly take any action to coerce, manipulate, mislead or fraudulently influence the Company's independent auditors for rendering the financial statements of the Company materially misleading

Prohibited actions include, but are not limited to, those actions taken to coerce, manipulate, mislead or fraudulently influence an auditor:

- To issue or reissue a report on the Company's financial statements that is not warranted in the circumstances (due to material violations of generally accepted accounting principles, auditing standards or other professional or regulatory standards)
- Not to perform an audit, review or other procedures required by generally accepted auditing standards or other professional standards
- Not to communicate matters to the Company's Audit Committee



External Communications and Speaking Events

All inquiries from the media must be directed to the Public Relations team. If you have any questions, or if you see something on social media about the Company that you believe is incorrect or unfair, please report it right away to the Corporate Communications team so they may decide next steps.

If you are invited to speak or present at an event on behalf of Brightly, notify the Corporate Communications team before accepting and have them review and approve any materials you present or discuss. Before accepting free travel or accommodations, check that the proposed gift is within the gift rules or ask the Legal Department for approval.





Reporting Any Illegal or Unethical Behavior

Employees are encouraged to talk to managers or other appropriate personnel such as the Legal or Human Resources teams about observed behavior that they believe may be illegal, a violation of this Code or Company policy, or when in doubt about the best course of action in a particular situation

The Company will immediately and thoroughly investigate all such concerns and take appropriate action. The Company will not allow retaliation for reports made in good faith by employees of misconduct by others. Employees are expected to cooperate in internal investigations of misconduct. We must all work to ensure prompt and consistent action against violations. However, not all situations are clear-cut. Since we cannot anticipate every situation that will arise, it is important that we have a way to approach a new question or problem. These are the steps to keep in mind:

- **Make Sure You Have All the Facts.** To reach the right solutions, we must be as fully informed as possible.
- **Focus on the Question That Presents Itself: Does It Seem Unethical or Improper?** It may help to ask yourself 'What am I being asked to do?' and 'What alternatives do I have?'. This will enable you to focus on the specific question you are faced with and your available choices. Use your judgment and common sense; if something seems unethical or improper, it probably is.

Reporting Any Illegal or Unethical Behavior (continued)

- **Discuss the Problem with Your Manager, Human Resources, or, for Compliance Issues, with the Legal Team.** This is the basic guidance for all situations. In many cases, your manager will be more knowledgeable about the question and will appreciate inclusion in the decision-making process. Remember that it is your manager's responsibility to help solve problems. If you are uncomfortable discussing the problem with your manager, you can talk to Human Resources. If your question relates to any compliance issues addressed in this Code, you can talk to the Company's Legal team.
- **Seek Help from Company Resources.** In a case where it may not be appropriate to discuss an issue with your manager or local management, or if you would like to privately report an issue, use Brightly's [confidential reporting tool](#).
- **You May Report Violations in Confidence and Without Fear of Retaliation.** If your situation requires that your identity be kept secret, your anonymity will be protected. The Company does not permit retaliation of any kind against employees, officers or directors for good faith reports of suspected violations.

Reporting Any Illegal or Unethical Behavior (continued)

- **Always Ask First, Act Later.** If you are unsure of what to do in any situation, seek guidance before you act.
 - [For Legal and Compliance](#)
 - [For Human Resource \(and those needing anonymity\)](#)
 - For Social Media queries: brand@brightlysoftware.com
- **You are Subject to the Company's Code, Which Describes Procedures for the Internal Reporting of Violations of the Code.** Everyone must comply with those reporting requirements and promote compliance with them by others. Failure to adhere to this Code by any employee, officer or director will result in disciplinary action up to and including termination.

The Company aims to encourage openness and will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken. The Company is committed to ensuring no one suffers any detrimental treatment as a result of reporting in good faith their suspicion that there is a violation of this code. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavorable treatment connected with raising a concern. If you believe that you have suffered any such treatment, you should inform Human Resources immediately.