



# CODE OF CONDUCT

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## **CODE OF CONDUCT**

CloudHQ is committed to integrity and maintaining high ethical standards. We have adopted this Code of Business Conduct ("Code") to reflect that commitment. All directors, officers, and employees (including contract employees) of CloudHQ, its subsidiaries and affiliates (together, "the Company") are subject to this Code and are expected to adhere to and comply with its principles and procedures. The Company expects that all personnel in its joint ventures and special purpose companies will also follow these principles. As part of the Company, all personnel are agreeing to uphold this commitment to integrity in everything that we do.

Every employee has the responsibility to ask questions, seek guidance, report suspected violations of law or this Code, and express any concerns regarding compliance with Company policies. Failure to follow this Code is misconduct which can be punishable by disciplinary action and termination of employment.

CloudHQ has designated HR as the primary point of contact for employees who have any questions about the Code.

### ***I. Honest and Ethical Conduct***

It is the obligation of each employee to contribute to a workplace environment that is conducive to upholding the Company's ethics and commitment to integrity. All personnel must observe both the form and the spirit of all applicable laws and regulations, accounting standards, and company policies.

CloudHQ does not tolerate corruption, fraud, money laundering, or any other unlawful behavior. Since even unsubstantiated claims of improper conduct can damage our reputation, all personnel should avoid any action that could create an appearance of improper, unethical, or unlawful conduct.

### ***II. Fair Dealing***

It is the policy of the Company that all personnel should conduct themselves in a spirit of honest business competition. The Company expects to use all lawful and proper means to advance its business and seek profits. The Company will not seek competitive advantages through illegal or unethical business practices, however. All personnel should endeavor to deal fairly with customers, service providers, suppliers, competitors, and fellow employees.

### ***III. Conflicts of Interest***

A "conflict of interest" occurs when an individual's personal interest interferes or appears to interfere with the interests of the Company. A conflict of interest can arise when someone has outside or personal interests that may make it difficult to perform his or her work objectively and effectively or could be perceived to have an influence over his or her

decisions. Conflicts of interest can arise when an employee, or a member of his or her family, receives improper personal benefits as a result of his or her position in the Company. All personnel must avoid conflicts of interest, as well as any conduct that could create an appearance of a conflict of interest.

All decisions relating to Company work must be made in the best interest of the Company, and not for personal gain or advantage.

Examples of conflicts of interest can include:

- Accepting gifts, payments, or services from those seeking to do business with the Company
- Having any significant ownership interest in (or any other consulting or employment relationship with) any competitor, supplier, or customer
- Directing business to a company owned or controlled by a CloudHQ employee or family member
- Being in the position of supervising, reviewing, or having any influence on the employment of any immediate family member

The Company requires that all personnel disclose any situations that reasonably would be expected to give rise to a conflict of interest. If anyone suspects that he or she has a conflict of interest, or something that others could reasonably perceive as a conflict of interest, he or she must report it to our General Counsel. The General Counsel will work to determine whether a conflict of interest exists and, if so, how best to address it.

No employee shall have an undisclosed and unapproved financial interest in any entity that provides goods and services to the Company.

#### ***IV. Proper Use of Company Assets***

All personnel should protect the Company's assets and ensure their proper use. Company assets should be used only for legitimate business purposes. Any act that involves theft, fraud, embezzlement, or misappropriation of any property belonging to the Company or its personnel is strictly prohibited.

#### ***V. Compliance with Applicable Laws***

All personnel are expected to perform their duties in compliance with all applicable laws, regulations, and Company policies. Failure to do so can have very serious consequences for the individual and the Company – in some cases including fines and imprisonment, and in all cases causing reputational damage to everyone involved. HR and the Company's General Counsel are always available to help answer questions and help you understand the policies and laws that apply to your work.

The following are some key legal areas to which employees should pay particular attention:

**A. Compliance with Anti-Money Laundering and Anti-Terrorism Laws**

Money laundering is the process by which individuals or entities try to conceal illicit funds, or otherwise use legitimate funds to support criminal activities. This can include the financing of terrorism. The Company is committed to fully complying with all applicable anti-money laundering and anti-terrorism laws in the United States and throughout the world. Personnel should conduct appropriate counterparty due diligence to understand the background of any prospective business partners, and to help ensure that we reasonably understand the source of funds provided as investments in projects, or otherwise.

If employees encounter any suspicious activity that may indicate money laundering activity, they must promptly convey their concern to a supervisor before proceeding further with any related transaction.

**B. Compliance with Antitrust Laws**

Antitrust laws of the United States and other countries are designed to protect consumers and competitors against unfair business practices and to promote and preserve competition. The Company's policy is to compete vigorously and ethically while complying with all antitrust, monopoly, competition or cartel laws in all countries, states, or localities in which the Company conducts business. Whenever any doubt exists as to the legality of a particular action or arrangement, it is the responsibility of the persons involved to seek assistance, approval, and/or review by the Company's legal counsel.

**C. Compliance with Anti-Corruption Laws**

*1. Zero Tolerance Policy*

Bribery occurs when someone offers, pays, or seeks a payment or other thing of value to corruptly influence a business outcome. Bribery and other forms of corruption can occur directly, or indirectly through third parties like contractors and joint venture partners and can involve government officials and commercial entities.

The Company does not tolerate bribery or any other form of corruption. Corrupt conduct is never "good for business." Quite the opposite -- corruption undermines good business, places the company and all its employees at risk, and can cause immeasurable reputational damage. Bribery and corruption are simply incompatible with our commitment to conducting our business with integrity.

The United States and many other nations have strict anti-corruption laws, and many of these laws have a global reach. In addition to our policy, all personnel are responsible for understanding and following the anti-corruption laws that apply in all the places where we do business. It is the policy of the Company to comply with all applicable anti-corruption laws,

including the U.S. Foreign Corrupt Practices Act (“FCPA”).

The FCPA has a global reach covering the Company and its affiliates (including its joint ventures) anywhere in the world. The FCPA prohibits the corrupt making or offering of anything of value to a foreign government official to obtain or retain business or to secure a business advantage. The FCPA generally prohibits making, promising, offering, or authorizing such an improper payment regardless of value, and whether directly or indirectly through a third-party. The term “foreign government official” is not limited under the FCPA and other anti-corruption laws to elected officials or employees of government agencies. The term can also include employees of state-owned entities – private companies that are owned in part or controlled by a foreign government.

Accordingly, it is the policy of the Company that no Company employee, nor any third party acting on behalf of the Company, may promise, offer, give, or authorize, directly or indirectly, anything of value to any government official, or representative of a state-owned entity, in return for favorable treatment or to gain any business advantage.

If any employee is uncertain whether a particular course of action might be in violation of the FCPA or other anti-corruption laws, the Company’s General Counsel should be contacted immediately and before any action is taken.

## *2. Gifts and Entertainment Expenses*

The offering of gifts, entertainment, and other business courtesies and hospitalities to government officials and non-governmental business partners creates special concerns, and under some circumstances offering these items can violate anti-corruption laws. As a result, the Company has strict policies on the offering gifts and entertainment.

It is the general policy of the Company to prohibit personnel from offering or providing any gift, entertainment, or hospitality to any non-governmental customer, supplier, vendor, or other third party, other than modest, reasonable business courtesies. In conducting relations with any persons or organizations that show an interest in doing business with the Company, personnel should refrain from accepting or offering any kind of gift that may create an appearance of impropriety, except for materials given in accordance with business tradition, general custom, and usage in the likes of mementos/promotional items. Gifts, gratuities, and entertainment that are acceptable are only those that reflect common courtesies and responsible business practice. All gifts, gratuities and entertainment must be properly reported on expense statements.

It is the policy of the Company to strictly restrict gifts and entertainment of any sort to government officials and their relatives. Gifts, entertainment, and hospitalities offered to government officials (and their relatives) of any value are prohibited absent prior written approval of COO. Cash payments to government or government-related persons, employees or representatives, politicians, political candidates or other public or foreign officials are prohibited.

### *3. Receipt of Gifts*

The receipt of gifts, hospitalities, or business courtesies by Company personnel is highly discouraged. Receipt may be permissible, however, only if the gift, hospitality, or business courtesy:

- is not made with the intention of influencing the Company to award business or a business advantage, or to reward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favors or benefits
- is not made with the creation or suggestion of an obligation on the part of the recipient
- is reasonable in the circumstances, not excessive, extravagant, or lavish
- complies with local law, applicable business policies, and the customs of the country
- is given in the company's name, not in an employee's name
- does not include cash or a cash equivalent (such as gift certificates or vouchers)
- is of an appropriate type and value and given at an appropriate time
- is given openly, not secretly
- is given in a manner that avoids any appearance of impropriety
- is not a part of a pattern of nominal gifts that, in aggregate, takes on the appearance of a bribe

There are some cases where refusal of what may appear to be an excessive or inappropriate gift would be offensive to the person offering it. This is particularly true when an employee is a guest in another country, and the gift is something from that country offered as part of a public occasion. In these cases, the employee to whom the gift was offered may accept the gift on behalf of the Company, report it to a supervisor and turn it over to the Company.

### **VI. *Insider Dealing***

Insider dealing occurs when someone trades in shares or other securities while in possession of material, non-public information, or when someone shares such information with someone else who then trades on that information. Company personnel must protect confidential information and never use it for personal benefit, whether to trade securities or recommend anyone else to do so.

## ***VII. Export Controls and Sanctions***

The United States, E.U., and other nations have enacted various export controls and sanctions laws that restrict the sale, shipment, and transfer of goods and services across borders. The prohibitions and restrictions imposed under these regulations affect exports, imports, travel, currency transactions, assets and accounts. All personnel must ensure that any cross-border transactions are conducted in compliance with these regulations. It is each person's responsibility to know if any export controls or sanctions may apply to a given project or counterparty, and to conduct business in accordance with these regulations.

## ***VIII. Conduct of Third Parties***

The Company expects that Third Parties – for example, agents, consultants, foreign sales representatives, contractors, and outside advisors – that conduct business on the Company's behalf will do so lawfully, ethically, and in compliance with our values and standards. Personnel must be attentive to any signs that a third party is engaging in unethical or illegal conduct in connection with our business. Personnel should understand that the conduct of Third Parties doing business on our behalf can have serious legal implications for the Company itself.

“Red flags” are circumstances that suggest a need for greater scrutiny and safeguards against a potential violation of anti-corruption laws or the Code. Examples of “red flags” include:

- A Third Party's reluctance to allow reasonable due diligence
- Known allegations of illegal or unethical conduct by a Third Party
- Criminal convictions of a Third Party's management or key employees
- Suggestions by a Third Party that applicable laws, regulations, or company policies need not be followed
- Any suggestion that unethical conduct is custom or the norm in a particular country
- Refusal by a Third Party to identify its principal or beneficial owner(s)
- A Government Official's recommendation to use a specific Third Party
- Third Party's insistence to be paid in cash or have payment routed to a bank located in an offshore tax haven country
- Unusually large invoices, or other payment requests, without supporting documentation



- Lack of documentation for work to be performed or services to be provided by the Third Party, such as the lack of a written contract or the presence of invoices that state only “for services rendered”
- Payments requested to be made outside of the usual process or accounting structure
- Payments to accounts in countries other than where a Third Party is established or regularly works
- Unusually high fees or commissions
- Unusual bonuses, advance payments or special payments requested
- Agents or consultants who are former Government Officials

**A. Due Diligence on High and Low Risk Third Parties**

It is important to be attentive and careful in selecting Third Parties to conduct business on the Company’s behalf. No Third Party acting on the Company’s behalf should be engaged before an appropriate due diligence review of the party has been performed. The amount of diligence that is necessary will depend on the extent to which the service that the Third Party will perform is viewed as being “high risk” or “low risk.”

“High Risk” typically means that:

- a) the service being performed by the Third Party will involve interactions with Government Officials and/or state-owned enterprises
- b) the Third Party will operate in a foreign jurisdiction that has a high reputation for corruption (based on information from the current Transparency International Corruption Perception Index)
- c) there is a material risk that the Third Party could otherwise subject the Company to civil, criminal, or administrative penalties – or could seriously damage its reputation – if its actions on behalf of the Company are performed illegally.

“Low Risk,” by contrast, includes situations where the Third Party is just sourcing goods, equipment, or technical/specialized services that do not require interaction with government officials or state-owned enterprises. The less that the Third Party engages with other companies, entities, or governments on behalf of the Company, the less likely that the service should be viewed as high risk. While the Third Party’s business reputation is important, it should not affect whether the contract is viewed as high or low risk.

## **B. Contractual Representations and Warranties**

All Third Parties that conduct business on behalf of the Company and over which the Company has control should sign an agreement to comply with all applicable anti-corruption laws and the Code.

## **C. Payment of Third Parties**

Third Parties should be compensated only for legitimate services rendered, based on appropriate market rates in the relevant industry. Services performed by a Third Party must be documented and the content of that documentation should justify the amount of the payment being made. Personnel are responsible for verifying the services rendered and ensuring that payments to Third Parties are only made consistently with the scope of those services

## ***IX. Duty to Report***

All personnel have a duty to report any violations of the Code, and a responsibility to speak up whenever there is reason to believe that a violation has occurred. If you become aware of a breach or potential breach of the Code or other laws, you must report it right away.

To submit a report via web, navigate to <https://safeline.com/SubmitReport> and use the company code: 6711061354. Alternately, you can call 1-855-662-SAFE, our company code is 6711061354.

The Company has a zero-tolerance policy on retaliation; if you raise a concern or report misconduct in good faith, under no circumstances will the Company retaliate against you. Acts of retaliation are considered to be misconduct which can result in disciplinary action.

## ***X. Confidentiality***

One of our most important assets is our confidential information. As an employee of the Company, you may learn of information about the Company that is confidential and proprietary. You also may learn of information before that information is released to the general public. Employees who have received or have access to confidential information, whether subject to a confidentiality agreement or not, should take care to keep this information confidential, except when disclosure is authorized or legally mandated.

Furthermore, an employee's obligation to protect confidential information continues after he or she leaves the Company. Confidential information includes non-public information that might be of use to competitors or harmful to the Company or its tenants if disclosed, such as business, marketing and service plans, financial information, engineering and manufacturing ideas, designs, databases, tenant lists, pricing strategies, personnel data, personally identifiable information pertaining to our employees, tenants or other individuals (including, for example, names, addresses, telephone numbers and social security numbers), and similar types of information provided to us by our tenants, suppliers and partners. This information may be protected by patent, trademark, copyright, and trade secret laws.

In addition, because we interact with other companies and organizations, there may be times when you learn confidential information about other companies before that information has been made available to the public. You must treat this information in the same manner as you are required to treat our confidential and proprietary information. There may even be times when you must treat as confidential the fact that we have an interest in, or are involved with, another company.

You are expected to keep confidential information and proprietary information confidential unless and until that information is released to the public through approved channels. Every employee has a duty to refrain from disclosing to any person confidential or proprietary information about us or any other company learned in the course of employment here, until that information is disclosed to the public through approved channels. This policy requires you to refrain from discussing confidential or proprietary information with outsiders and even with other Company employees unless those fellow employees have a legitimate need to know the information in order to perform their job duties. Unauthorized use or distribution of this information could cause competitive harm to the Company or its tenants and could also be illegal and result in civil liability and/or criminal penalties to you and the Company.

You should also take care not to inadvertently disclose confidential information. Materials that contain confidential information, such as memos, notebooks, computer disks and laptop computers, should be stored securely. Unauthorized posting or discussion of any information concerning our business, information or prospects on the Internet is prohibited. You may not discuss our business, information, or prospects in any “chat room,” regardless of whether you use your own name or a pseudonym. Be cautious when discussing sensitive information in public places like elevators, airports, restaurants and “quasi-public” areas within the Company, such as cafeterias. All the Company emails, voicemails and other communications are presumed confidential and should not be forwarded or otherwise disseminated outside of the Company, except where required for legitimate business purposes. Any outside requests for Company information should only be handled by authorized persons. Any questions or concerns regarding whether disclosure of Company information is legally mandated should be promptly referred to the General Counsel.

In addition to the above responsibilities, if you are handling information protected by any privacy policy published by us, then you must handle that information in accordance with the applicable policy.

**CLOUDHQ ANNUAL CODE OF CONDUCT  
ACKNOWLEDGEMENT**

1. I have received a copy of the CloudHQ Code of Conduct, and have read, understand, and agree to abide by its terms and conditions.
2. I understand that all employees of CloudHQ, including myself, are expected to abide by the Code of Conduct. I understand that my adherence to the Code of Conduct is not a guarantee of employment with CloudHQ.
3. I understand my responsibility to report questions or concerns regarding compliance of the laws, regulations, contract provision, or CloudHQ policies to Human Resources, Management, or the Company General Counsel, either by regular mail, email, or to the Whistleblower Hotline. <https://safehotline.com/SubmitReport> and use the company code: 6711061354. Alternately, the telephone 1-855-662-SAFE, our company code is 6711061354.
4. I understand that there will be no retaliation for raising a compliance issue in good faith.
5. I understand that any violation of the Code of Conduct, including my failure to report a violation thereof, may result in correction action and/or disciplinary action up to and including termination.
6. I understand that my failure to cooperate in a compliance investigation may be grounds for termination.

\_\_\_\_\_  
Employee Name (printed)

\_\_\_\_\_  
Employee Signature

\_\_\_\_\_  
Date