



CODE OF CONDUCT

December 21, 2020

Table of Contents

A MESSAGE FROM SCOTT BROWN	3
PART 1: THE CODE OF CONDUCT	4
How To Raise Questions and Report Concerns	4
Expectations for Managers	5
TRANSPARENCY	5
Side Agreements	5
Backdating Contracts	6
Gifts, Entertainment and Anti-Corruption	6
Referral Payments	9
Recognizing Conflicts of Interest	9
Financial Integrity, Records, and Accounting	10
Outside Audits and Investigations	11
Insider Trading (Insider Dealing)	11
Export Controls	11
TRUST	12
Using Technology and Other Tools	12
Protecting Information	13
When it Comes to Security, See Something, Say Something	14
Competing Fairly	14
Fair Dealing	15
RESPECT	15
Diversity and Non-Discrimination	15
Personal Dignity	16
Work Events	16
Workplace Health and Safety	16
COMMUNICATION	17
External Communications	17
WAIVERS	17

PART 2: Q&A	18
REPORTING Q&A	18
TRANSPARENCY Q&A	18
ANTI-CORRUPTION Q&A	19
TRUST Q&A	21
RESPECT Q&A	21
COMMUNICATION Q&A	21

A MESSAGE FROM SCOTT BROWN

Dear FinancialForce employees:

At FinancialForce, trust is essential for our business and relationships. Every day our customers entrust us with essential parts of their business operations, their data and their reputations. You also trust us as an employer and we trust each other to execute our business and reach our goals. We all must ensure we uphold that trust by acting with the highest ethics and integrity in everything we do.

Our commitment to trust goes hand in hand with our values of communication and transparency. Communication and transparency mean being open, honest and respectful both with one another and everyone we interact with.

Trust, ethics, integrity, open communication, transparency, and respect – these are not just words, but core values that are embodied in the decisions and actions we take every day. The continued success of FinancialForce depends on our living these values in our daily work.

That is why I ask each of you to make a personal commitment to follow our Code of Conduct. Please use it as a tool to help you make the right decisions and take the right action in any work situation. You'll also find practical guidance for handling situations where doing the right thing may not be immediately clear.

If you are ever unsure or believe that the Code of Conduct is being violated, please speak up. Talk to your manager or reach out to Employee Success or Legal. You can also make an anonymous report through our third-party ethics hotline. Our non-retaliation policy means you don't need to be afraid to ask questions or report issues.

On behalf of myself, our Board of Directors, and especially our customers, thank you for helping to maintain a culture of trust and integrity at FinancialForce.

Sincerely,

Scott Brown
President and CEO

PART 1: THE CODE OF CONDUCT

This Code of Conduct outlines how FinancialForce and its subsidiaries conduct business and describes key values that we share.

In every work situation, the company counts on you to do the right thing, guided by ethics and integrity. Referring to this Code will help you do that. If you ever have a question about this Code, how to navigate any particular situation – or about a company policy, or a law, rule, or regulation – you should contact Legal at legal@FinancialForce.com.

This Code applies to everyone at FinancialForce, including employees, contractors, interns and temporary staff at FinancialForce.com, inc. and all of its subsidiaries globally. This is because every one of us plays an important part in maintaining the trust FinancialForce has built with our customers, employees, regulators and other stakeholders. That trust is critical to our success.

How To Raise Questions and Report Concerns

If you are not sure how to handle a situation involving ethics or compliance, or if you think there is or may be a problem, please speak up. We can only address issues we know about.

Who to contact

If you have questions or want to raise a concern, please get in touch with one of these resources:

- Your manager, or another manager you trust
- Employee Success – your Employee Success Business Partner
- Legal at legal@FinancialForce.com or our Chief Legal Officer
- EthicsPoint Reporting Hotline (you can make an online report, or find numbers to make a telephone report, at <http://www.financialforce.ethicspoint.com/>)

Anonymous reporting through EthicsPoint

EthicsPoint allows you to report anonymously if you wish. Please provide as much information as possible so that your report can be fully investigated.

EU data protection law discourages anonymous whistleblower reporting. Therefore, if you work in the European Union, you should report anonymously only if your report concerns accounting, auditing, financial information or bribery, and only if you believe it is very important that you remain anonymous.

Good faith reporting and non-retaliation

Acting *in good faith* means all reports of possible violations of this Code, company policy, or the law are made sincerely and honestly. It does not matter whether it turns out there was actually a violation, but you must make your report with the best intentions and provide accurate information. In return for your acting in good faith, the company is committed to

non-retaliation. *Retaliating against someone who has made a report or participated in an investigation in good faith will not be tolerated.*

Investigations

Reports will be investigated in a respectful, professional manner as promptly and confidentially as possible. If you are asked to participate in an investigation, you are expected to cooperate fully.

Discipline

Violations of this Code and other company policies are taken seriously. If you violate this Code or other company policies, you may be subject to disciplinary action, which may include termination of employment.

Expectations for Managers

While this Code applies to everyone at FinancialForce equally, employees in a managerial role have extra responsibilities. If you are a manager, set the right tone for your team and as a leader, including by:

- Leading by example, always choosing the ethical course of action;
- Speaking up when you see a problem and encouraging others to do the same;
- Making sure your direct reports understand this Code and what is expected of them;
- Always being receptive to questions, concerns, or comments, and making sure that issues are directed to people who can help;
- Sharing concerns raised by your team only with those who you believe have a need to know in order to address the concerns;
- Helping ensure there is no retaliation against employees for raising concerns in good faith; and
- Escalating matters that may indicate a violation of the Code or any other company policy to your manager, Legal or Employee Success.

[Go to Reporting Q&A](#)

TRANSPARENCY

Side Agreements

A side agreement is a written (including in electronic form) or oral promise to a current or prospective customer or partner of something that is inconsistent with, or in addition to, the legal agreements we have in place with them. Side agreements can create accounting contingencies that are not properly reflected in our financial statements, and therefore may undermine the integrity of our financial statements. Side agreements are prohibited except where approved in advance and in writing by the Chief Legal Officer or Chief Financial Officer.

Offering any of the following to a customer or prospect outside of a contract is an example of a potential side agreement:

- The right to cancel a subscription early and obtain a refund;
- A future discount;
- Free services of a type we usually charge for;
- An extension of a contract term beyond the end date in the order form;
- Extended payment terms;
- An extended warranty; or
- Future products or functionality.

Because they can raise questions of fraud and cause accounting issues, side agreements are taken very seriously at FinancialForce. If you communicate or authorize a side agreement in violation of this policy, or you know of such an unauthorized side agreement and fail to report it, you may be subject to disciplinary action, up to and including termination of employment.

Backdating Contracts

Contracts involving any type of payment or financial obligation should accurately reflect the date of signature. This includes, for example, sales, partner and vendor contracts. An agreement may provide for an *effective date* or *contract start date* that is different than the signature date; however, the date of signature, which is typically below or adjacent to a signature on an agreement, must always be the actual date of signing. It is a violation of this Code to attempt to deceive FinancialForce's Finance Department, Legal Department, auditors, Board of Directors or stockholders regarding the date of signature of a contract.

Where the company grants stock options or other equity compensation with an exercise price, the exercise price must always equal the fair market value of the company's stock as determined by the Board of Directors as of the date the Board or Compensation Committee makes the grant, except as otherwise approved by the Board or Compensation Committee.

Gifts, Entertainment and Anti-Corruption

Providing gifts, entertainment, hospitality and travel

Gifts are usually goods or services, but can be anything of value (whether or not monetary), including entertainment. Exchanging gifts and entertainment can help build strong working relationships with customers and other business partners. Providing hospitality and travel to current and prospective customers and business partners can also serve important business purposes. However, in some cases, gifts, entertainment, hospitality, travel or even an act that creates a benefit, such as doing a big favor or obtaining a significant advantage for someone (ex. getting someone's child accepted for an educational program) may create a conflict of interest or unfair bias that could influence business decisions or be seen as bribes.

Generally, in connection with FinancialForce business,

- Giving a gift to someone outside the company is permissible if it does not involve a government official, and its value is under \$200 or £150 (each on a per customer basis (i.e., not per person for each company)); and
- Providing entertainment to someone outside the company is permissible if it does not involve a government official and its value is under \$200 or £150 per company.
- If there is no easily ascertainable monetary value (ex. a significant favor or obtaining a key advantage for a person or customer), seek Legal approval first.

Legal approval should be obtained in advance for any gift or entertainment exceeding these thresholds.

Also, please keep a record of any gift exceeding these thresholds, including a description of the gift, the value, the recipient, the date and the purpose.

Sometimes a gift or entertainment can be improper even if the above conditions are met. You should get prior Legal Department approval if any of these “red flags” is present:

- The gift or entertainment involves a government official;
- We have repeatedly given gifts to or entertained this person/group;
- The gift or entertainment cannot easily be transferred to another person in the recipient’s company;
- The gift or entertainment was solicited;
- The gift is a cash equivalent like a gift card;
- The entertainment is in an inappropriate setting for business;
- The gift or entertainment might create an appearance of impropriety; or
- The gift or entertainment violates the recipient organization’s policies.

Finally, under anti-corruption laws, all hospitality, travel, gifts and entertainment must:

- Be provided in connection with a bona fide and legitimate business purpose;
- Not be motivated by a desire to exert improper influence;
- Be reasonable and customary under local standards;
- Be transparent and appropriately documented; and
- Comply with the local laws and regulations that apply to both parties.

Please consult Legal with any questions.

Receiving gifts or entertainment as a FinancialForce employee

Sometimes our customers, partners, resellers, or suppliers send gifts or offer meals and entertainment. Often this is okay, especially if the gifts are branded, of modest value, seasonal, or the entertainment involves a discussion of business.

You should apply the same standards to your receipt of gifts and entertainment as to your gift giving on behalf of FinancialForce. It’s always okay to explain to a business colleague that your company does not allow you to accept expensive gifts.

Generally, in connection with FinancialForce business, accepting a gift from someone outside the company is permissible if it does not involve a government official, its value is under \$150 or £100 (collectively in the event there are gifts to more than one FinancialForce employees), and it does not influence a decision regarding a company purchase or decision.

Please seek Legal Department approval for any gift or entertainment exceeding these thresholds.

You should never accept a gift or entertainment that is designed to alter your business judgment in a way that may benefit you personally but not FinancialForce. If a gift is sent to you that violates these rules, but that cannot be returned without risking offense to an important business partner, Legal may devise a transparent manner to ensure the gifts are provided to charity.

Internal gift giving to FinancialForce personnel on behalf of the company (as a reward for outstanding work, for example) may implicate legal, tax and accounting rules, and may be treated as taxable income. Please make sure that Finance has approved before proceeding.

Anti-corruption, bribery, and kickbacks

Bribery, facilitation payments, kickbacks, or corrupt acts are not allowed and will not be tolerated.

Bribery is offering or giving something of value in order to improperly influence the recipient's actions. Bribery is illegal and the consequences are severe, including large fines and imprisonment.

A *facilitation payment* is a tip or small payment made to a government official in order to expedite a routine government action, such as issuing a permit or providing utility service. This is illegal in most jurisdictions and prohibited by this Code.

A *kickback* is the return of a sum paid (or due to be paid) as a reward for fostering a corrupt or other business arrangement. Accepting or offering a kickback violates this Code. (Note that standard referral arrangements, such as employee referral arrangements for recruiting or partner referral arrangements for sales, do not violate this Code as long as they are approved in advance by Legal and properly documented.)

Relationships with government officials

If you interact with government officials on FinancialForce's behalf, be particularly careful about gifts, meals, and entertainment. Laws and regulations governing what companies like FinancialForce can give government officials are very strict, including in the United States and United Kingdom. Please consult with Legal before providing any gifts, meals, entertainment or anything of value to government officials.

A *government official* 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.

Referral Payments

Referrals can be an important source of leads for the company, whether for sales or employee recruiting. However, if not handled correctly, referral payments can raise transparency and/or accounting issues.

If you receive a referral, you must:

- not accept the referral without approval from Alliances if it is a sales lead referral, or from Employee Success if it is an employment candidate referral;
- notify Finance as soon as possible, but in no case later than the date of any transaction resulting from the referral (for example, the close date in the case of a sales referral, or the date an offer letter is signed in the case of an employment candidate referral); and
- ensure a contract, approved by Legal, is signed between FinancialForce and the referring person or entity before a referral payment is made (except in the case of an internal referral of an employment candidate).

Recognizing Conflicts of Interest

Doing great things as a team requires a spirit of open communication and cooperation with one another. When employees are proactive and open about potential conflicts, it is easier to find a way to minimize the problems.

What conflicts are and how to disclose them

A *conflict of interest* is a situation where an opportunity for personal gain or a personal relationship conflicts, or creates the appearance of a conflict, with the company's best interests.

Avoid even the appearance of a potential conflict of interest. If you believe that you may have a potential conflict of interest, discuss it with your manager or Legal right away. Your manager or Legal can help you address the conflict. Remember, it is your responsibility to act appropriately until the situation has been addressed.

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 work for FinancialForce, one family member cannot report to the other.

If your family member owns or works for a company that does business with FinancialForce, or that becomes an active prospect to your knowledge, you must disclose this fact.

A family member is a parent, sibling, spouse, child, in-law, grandparent, grandchild, step-relative, domestic partner, or another person, if they are regularly residing in your household.

Outside work

You are expected to devote your full professional energies to your work at FinancialForce.

You need approval from Legal, your manager and the SVP of Employee Success for a **profit-related activity** if:

- you are being compensated for the activity in any way,
- it may potentially take time away from your work at FinancialForce,
- it is competitive with or in a field related to FinancialForce's business, *or*
- it would otherwise create a conflict of interest.

If you have been asked to sit on the Board of Directors or an Advisory Board of a **for-profit organization** (even if you are not being compensated for it), you need approval from your manager and the Chief Legal Officer.

FinancialForce encourages everyone to participate in nonprofit and charitable activities, consistent with our commitment to giving back to our communities.

For any **non-profit activities** that would conflict or could conflict with the company's business, you need approval from your manager. If you have been asked to sit on the Board of Directors of a non-profit organization, you also need to get approval from your manager and the Chief Legal Officer.

We encourage all employees to participate in FinancialForce4Good activities. When planning to participate, please coordinate with your manager, who can help you ensure your other FinancialForce commitments are met.

Financial interests

Holding a significant or controlling interest in one of FinancialForce's competitors, customers, or suppliers could create a divided loyalty, or at least the appearance of one. This also applies to financial interests held by a member of your household or immediate family. Financial interests that pose a potential conflict of interest require approval from your manager and the Chief Legal Officer.

Corporate opportunities

Employees cannot take advantage personally of business or investment opportunities that are discovered through the use of company property, business, or information. Such actions are considered to be competing with FinancialForce and must be avoided. Exceptions should be very rare and must be approved in advance by the Chief Legal Officer.

Financial Integrity, Records, and Accounting

FinancialForce's books, records, accounts, and financial statements must be maintained in appropriate detail so that they properly reflect the company's business activities. Doing so is required by law, by our agreements with investors and lenders, and by the company's system of internal controls. The company's Finance and Legal departments are responsible for procedures designed to assure proper internal and disclosure controls, and everyone must cooperate with

these procedures.

You are responsible for recording all information accurately, whether it is tracking work hours, expenses (including your expense reports), sales contracts or any other information relating to FinancialForce or your job. Accurate, complete and timely records help the company make informed decisions about how to run its business, plan for the future, and comply with our legal obligations.

Outside Audits and Investigations

From time to time, internal and external auditors, attorneys, or investigators working on FinancialForce's behalf may request information from you. You are required to cooperate and provide these individuals with timely and accurate information. Never mislead or attempt to influence any investigation, audit, or inquiry. Contact the Chief Legal Officer if you are unsure whether the matter is authorized or if you have any questions or concerns.

FinancialForce sometimes receives requests for information from government officials. If they contact you, promptly notify Legal for assistance in handling the request promptly, accurately, and completely.

Insider Trading (Insider Dealing)

In your work at FinancialForce, you may learn material, nonpublic information about our prospects, customers, partners or suppliers. *Material, nonpublic information* (also known as *inside information*) is information that isn't public and that a reasonable investor would consider important in deciding whether to buy or sell a security (i.e., stock or other form of investment).

You cannot buy or sell stock or other securities (or derivatives, such as options) of our prospects, customers, partners or suppliers while you have this type of information about them. You also cannot pass this information on to someone else if there is reason to believe they may use it to trade (this is called *tippling*). Either of these types of behavior is a violation of this Code and can potentially subject you to civil and criminal penalties. Seek guidance from our Chief Legal Officer if there are any questions.

Export Controls

As an international company, FinancialForce must always be careful to comply with export laws and regulations, especially those of the United States, the European Union, United Kingdom and, as applicable, each other country where we do business. Violation of export laws can result in serious fines, imprisonment, and loss of export privileges.

Key areas of export control for FinancialForce are:

- **Trade embargoes.** FinancialForce is subject to trade embargoes maintained by the United States, the European Union, Australia, Canada and the United Kingdom. Currently, we are generally not permitted to sell products or services to customers located in, or for use in, the Crimea Region of Ukraine, Cuba, Iran, North Korea,

Sudan, or Syria. We also cannot do business or share technical information with nationals of those countries/regions. Additional sanctions may be applicable where the potential trade partner or prospect's business relates to national security. When in doubt, please check with Legal.

- **Encryption software.** Any software code that we make available for download or shipment, which contains encryption technology, may be subject to U.S., UK and Spain export licensing requirements. *Any downloadable software containing encryption technology must be approved by Legal before it is made available to anyone outside of FinancialForce.*
- **Restricted parties.** The U.S. government and the governments in the other countries in which we do business maintain lists of individuals, companies and organizations with which we are prohibited from doing business, primarily for national security reasons. If you suspect a company, organization, government entity or person may be restricted by the U.S. government, you can search their name at <https://www.trade.gov/data-visualization/csl-search> or contact Legal.

Export controls applicable to the Force.com Platform are described [here](#).

Please consult Legal if you have any questions about FinancialForce's obligations under export laws and regulations.

[Go to Transparency Q&A.](#)

TRUST

Using Technology and Other Tools

FinancialForce trusts its employees with a wide range of technology and other tools that make it possible to do their jobs effectively. These tools must be used wisely.

The computers and other devices that FinancialForce provides are company property. The same is true of the company's email, electronic documents and other technology systems and Internet access used for our business. Some personal use is permitted, but company technology should mainly be used for company business purposes.

Since all of these tools and technology belong to the company, employees should not have any expectation of privacy in their use (even if they choose to use them for any limited personal use). FinancialForce may monitor anything created, stored, sent, or received on company technology, to the extent allowed by law. Do not use company technology to violate the law or FinancialForce policies or to create, store, or send content that is illegal, not allowed by contract or other restriction or that others might find offensive.

It is also important to carefully avoid any usage that might lead to loss or damage, such as a breach of the company's IT security protocols.

For more information, please see the [Acceptable Use Policy](#) on the IT Operations wiki.

Protecting Information

Company information

Many details about how the company operates need to be kept confidential in order for FinancialForce to remain competitive and successful.

You are responsible for safeguarding all confidential and sensitive data such as:

- Customer, partner, vendor or employee information;
- Business plans and strategies;
- Sales and financial results;
- Product roadmaps, designs and concepts;
- Sales goals and marketing plans;
- Terms and conditions, rates, or fees offered to particular customers; and
- Other, non-public information that might be of use to competitors, or otherwise.

For detailed information about how to protect information and what your specific responsibilities are, please see the [Information Security Policy](#) and the [Privacy Policy](#), and the confidentiality and invention assignment agreement or employment agreement (outside the US) that you signed when joining FinancialForce.

Intellectual property

FinancialForce depends on good ideas, so it is important to protect those ideas through legal tools such as patents, copyrights, trademarks and trade secrets. Keep in mind that FinancialForce owns the rights to all intellectual property that is created with company materials, created on company time, or related to its business.

Third parties' and previous employers' information

You are responsible for protecting information that belongs to other people or companies. For more information on protecting third party information, please see the FinancialForce [Information Security Policy](#) and [Privacy Policy](#).

Other people whose information we are responsible for protecting include:

- **Customers.** Protecting our customers' data is critical to our business.
- **Business Partners.** FinancialForce employees may learn confidential information about our suppliers and other business partners. We have legal obligations to protect these business partners' information.
- **Employees.** We must protect all confidential information we have pertaining to our employees (see further below).

- **Former employers.** When a new team member joins FinancialForce, other employees must respect that this person cannot share confidential information about previous employers. Similarly, you would still be responsible for protecting FinancialForce's information if you left the company. You may not use any confidential information from a former employer and may not transfer any of such information to any FinancialForce system.

Employee personal information

If you have access to personal information of other FinancialForce employees, you are responsible for protecting it.

If your job enables you to have access to personal information about other employees (for example, home addresses, medical information, or Social Security numbers), then you must use that information only for legitimate business purposes and must not share it with anyone who does not have a *bona fide* work-related reason to see it. Please see our [Privacy Policy](#) and the [Standard Operating Procedure - Privacy](#) on the Legal Confluence page for more information.

When it Comes to Security, See Something, Say Something

You are the company's first line of defense against security threats. If you see something suspicious, say something by reporting it to security@financialforce.com. This includes any suspicious activity, phone calls, or e-mails. Reporting helps FinancialForce defeat security attacks faster and minimize or prevent damage.

Competing Fairly

All employees are expected to follow competition laws throughout the world, which help level the playing field for all businesses. These laws, known as antitrust laws in the United States, prohibit agreements that would restrain trade.

For example, some illegal practices include:

- *Price fixing*, where competitors or partners agree to charge a certain price for certain products or services;
- *Bid rigging*, where competitors agree among themselves to bid in a way that allows a certain bidder to win;
- *Dividing or allocating markets*, where competitors agree to limit their sales presence so that each company can be the only available choice for buyers in a given market;
- Obtaining confidential information about a competitor in violation of law or other obligation or without proper authorization;
- *Boycotting*, where competitors agree to avoid a particular customer or supplier; and
- *Agreements among companies not to hire one another's employees.*

Agreements don't have to be signed contracts to be illegal. An informal understanding between you and a competitor, or even a conversation that implies an understanding, may be a problem. If any of these topics come up while you are talking with a competitor, stop the conversation immediately and report it to Legal.

Fair Dealing

FinancialForce is committed to being honest and truthful in all of our interactions with our customers, vendors, and other business partners. Never misrepresent the quality, features, or availability of the company's products, and never do anything illegal or unethical to win business.

Trying to obtain information by lying or pretending to be someone you are not is unethical and could be illegal. Please don't do it. And if you receive another company's confidential or proprietary information by mistake, please return or destroy it.

You may also reach out to Legal with questions.

[Go to Trust Q&A](#)

RESPECT

Diversity and Non-Discrimination

Diversity in our employee base makes FinancialForce more creative and innovative, better able to serve a broad customer base. Having diversity and an inclusive culture makes FinancialForce a great place to work and a better company overall.

We are committed to having a diverse team and an inclusive workplace. Employment decisions like hiring, firing, and promoting must never be based on legally protected personal characteristics. While these characteristics may vary by local law, they generally include:

- Race;
- Color;
- Religion or belief;
- Gender or gender reassignment;
- National origin or ancestry;
- Age;
- Medical condition or disability;
- Veteran or armed services status;
- Marital or civil partnership status;
- Pregnancy; and
- Sexual orientation.

FinancialForce offers equal opportunities based on skills and aptitude. For more information, please refer to the [Employee Handbook](#) on the Employee Success Confluence site.

Personal Dignity

Solid teamwork requires all employees to treat each other with dignity and respect.

Harassment and bullying are not tolerated.

Harassment is any conduct relating to a person's legally-protected characteristics that creates an unwelcome, intimidating, hostile, or offensive work environment for that person. That can include offensive jokes or comments, slurs and name calling, and any act of bullying, or exclusion. It also includes sexual harassment, such as, for example, unwanted sexual advances, suggestive comments or inappropriate touching. All managers in the company are required to undergo regular anti-harassment training. For more information, please refer to the [Employee Handbook](#) on the Employee Success Confluence site.

Work Events

This Code applies not only to your regular work activities, but also to FinancialForce or other work-related activities and events outside the office and/or outside of regular working hours, which may include events or activities of customers, partners or others involved in our business. Even where the purpose of such a FinancialForce event is to relax and have fun, you are always expected to behave respectfully and professionally, and to refrain from use of illegal drugs or excessive use of alcohol. Remember that you are representing FinancialForce whenever you are at a company event or activity.

Workplace Health and Safety

FinancialForce has programs that address workplace health and safety. Follow all safety rules and report unsafe situations.

Violence and weapons

Violence and threats of violence are not acceptable at FinancialForce. If you believe someone is in immediate danger, please contact the local authorities right away, and then contact a FinancialForce manager.

Firearms and other weapons are not permitted on FinancialForce's premises or at FinancialForce events.

Substance abuse

The use of illegal drugs and inappropriate or excessive use of alcohol are not permitted in the workplace.

For more information, please refer to the [Employee Handbook](#) on the Employee Success wiki.

[Go to Respect Q&A](#)

COMMUNICATION

External Communications

FinancialForce has an open and transparent culture. It is important that we communicate to the public responsibly and with one voice.

The media

All inquiries from the media must be directed to the Public Relations team. If you have any questions, please contact pr@financialforce.com.

Social media

It is important to conduct yourself appropriately in social media.

Please:

- Protect FinancialForce's proprietary information;
- Do not comment on legal matters, trade secrets, or disclose confidential information;
- If you are discussing FinancialForce or its products, be open about the fact that you work for the company;
- Be clear that your statements are your own opinion, not those of the company; and
- Remember that postings on the Internet live forever.

Political activities

You are of course free to be personally involved in the political activities of your choice. However, please be clear in those activities that your participation is your own choice, not an endorsement by the company. FinancialForce will not reimburse you for your personal political contributions.

- Do not use company time or resources for your personal political activities.
- If you are involved in lobbying, make sure you know what the rules are.
- Contact Legal if you anticipate making a large political contribution, even as an individual, to ensure compliance with disclosure laws relevant to the company.

[Go to Communication Q&A](#)

WAIVERS

Waivers of this Code or any part of it may only be granted with the approval of the CEO or Chief Legal Officer.

PART 2: Q&A

REPORTING Q&A

Q: What should I do if the Code does not answer my question?

A: Check another resource, like the policies referenced in the Code, or ask your manager, Employee Success or legal@financialforce.com. You can also ask for clarification of our ethics policies using the EthicsPoint Reporting Hotline at <http://www.financialforce.ethicspoint.com/>).

Q: What should I do if I think there has been a Code violation but I cannot prove it?

A: Go ahead and report your suspicions, as long as you are raising the concern in good faith. You can make a report to your manager, another manager you trust, your Employee Success Business Partner, Legal, or our outside EthicsPoint Reporting Hotline (you can make an online report, or find numbers to make a telephone report, at <http://www.financialforce.ethicspoint.com/>).

Q: Can I make a report anonymously?

A: Yes, EthicsPoint allows you to report anonymously if you wish. However, if you work in the United Kingdom or the European Union, you should report anonymously only if your report concerns accounting, auditing, financial information or bribery, and only if you believe it is very important that you remain anonymous. This is because UK and EU data protection law discourages anonymous reporting.

Q: If I report something, will the complaint be handled confidentially?

A: Investigations into complaints are as confidential as possible while still being thorough and complete.

Q: What if my manager is involved in the issue I want to report?

A: You can ask for help from another manager you trust, you can contact Employee Success or Legal, or you can use the EthicsPoint Reporting Hotline.

Q: What if I report and someone retaliates against me? Could I lose my job?

A: Retaliation is not tolerated at FinancialForce for reports made in good faith. If it does happen, or if you suspect it has, you should report it.

TRANSPARENCY Q&A

Side agreements

Q: As part of a sales cycle, a customer asked me to send them an email clarifying that if they buy a large add-on during the contract term, they can negotiate a bigger discount for all of their users. Is it okay to send them an email saying that?

A: No, this would be a prohibited side agreement unless you first get Legal and Finance approval for the text of the email.

- Q:** *I am emailing the customer a proposal for a potential add-on order. The proposal offers new commercial concessions in return for an add-on. Would this be a side agreement?*
- A:** No, a proposal to change the agreement terms as part of a new order form is not a side agreement, as long as it is clear any new terms must be stated in the new order form. (Any MSA changes, or special terms not in our Standard Special Terms document on the Legal Confluence page, require Legal approval per our standard process).

Backdating contracts

- Q:** *The customer and FinancialForce both approved the final contract documents for my sale by the last day of the month, but a logistical issue prevented us from signing until the next day. Can we date our signature as of the last day of the month?*
- A:** No, the date shown for a signature must always be the actual date of signature. If both sides agree, the contracts may have an earlier *effective date* and/or *contract start date*, but a signature date cannot be backdated.

ANTI-CORRUPTION Q&A

Gifts and entertainment

- Q:** *I have a business contact who has helped me out a lot this year. Can I send her a gift card or certificate as a thank-you over the holidays?*
- A:** No. It is too easy for cash (or cash-equivalents like gift cards) to look like a bribe. You can talk to your manager or Legal about some more appropriate ways to thank her. Branded FinancialForce items, or other non-cash items valued at \$200 or 150GBP or less, are preferred, as they are less likely to be viewed as an improper bribe.
- Q:** *During a meeting, a client gave me a new tablet computer. Can I keep it?*
- A:** Any time you receive a gift from a client or business contact, ask yourself the purpose and the value of the gift. If the gift is designed to influence you personally in your business capacity, assess whether accepting the gift poses a potential conflict of interest. Small customary gifts to celebrate traditional holidays are generally okay. If a gift is valued at more than \$150, such as a tablet computer, you should seek approval from Legal. You should also report any attempt to bribe a FinancialForce employee to Legal.

Working with government officials

- Q:** *Is it acceptable to entertain government officials or provide them gifts?*
- A:** It is generally not permissible to give gifts or entertainment to government officials, unless such gifts are culturally customary, and are allowed under local law. Gifts to government officials are permitted only if they are modest and will not create the appearance of impropriety. Remember that, when possible, gifts bearing the company's logo are preferred. You need to obtain approval from Legal before giving any gift to a government official.
- Q:** *What should I do if someone offers me or requests a bribe?*
- A:** FinancialForce does not accept or provide bribes ever. In both cases you'd have to politely refuse. You should also report the attempt immediately to Legal.

Recognizing conflicts of interest

Q: *Can I help a friend with a start up in the technology field, as long as it doesn't interfere with my working hours at FinancialForce?*

A: You will need to obtain approval from Legal, your manager and the SVP of Employee Success if your friend's startup is in a field that is competitive with or related to FinancialForce's business, if you are being compensated in any way for this help (for example, with stock), or if it could otherwise create a conflict of interest. You need to do this even if this won't take time away from your job at FinancialForce.

Q: *I have been asked to be on the board of a non-profit organization that I have volunteered with for years. Is it okay to participate on nonprofit boards?*

A: Yes, this is generally acceptable, though you still need to disclose the situation and obtain approval from the Chief Legal Officer and your manager.

Q: *My mom owns her own business, a small company that uses FinancialForce Accounting. I am a part-owner of my mom's company. I am also an account executive for FinancialForce. One of the accounts assigned to me is my mom's company. What should I do?*

A: You need to disclose this to your manager so that someone else can handle this company's account. Additionally, you must seek approval for your ownership interest in your mom's company from your manager or the Chief Legal Officer.

Q: *I have become personally involved with an employee of a FinancialForce customer with whom I interact as part of my job. What should I do?*

A: You should disclose this relationship to your manager. Your responsibilities may need to be shifted so that you are not interacting regularly with the customer employee with whom you are personally involved.

Financial integrity, records, and accounting

Q: *I found a calculation error in records my team provided to the Finance Department. What should I do?*

A: You should promptly alert your manager and the Finance Department, and provide the corrected records to the Finance Department.

Q: *I am in the Finance Department and found an error in records my team provided to our independent auditors. What should I do?*

A: You should promptly alert your manager, and the accounting personnel who are responsible for making sure the auditors get the information they need regarding the error, and provide the corrected records to the auditors.

Handling exports

Q: *Since our business is in the cloud and we don't sell a physical product, we don't really have to worry about export rules, do we?*

A: Actually, we do. Most importantly, we need to make sure we don't trade with embargoed countries, distribute controlled encryption software in our products without

an appropriate government export license, or sell to people or organizations on denied party lists. Please contact Legal with any questions.

TRUST Q&A

Using technology and other tools

Q: Is it okay to use my company computer for personal matters?

A: Using your company computer for limited personal matters is acceptable. However, it is critical that you practice good security habits whenever you use your company computer. This includes not opening suspicious email messages, attachments or links, and avoiding websites that involve illegal or illicit subject matter. Please refer to the [Acceptable Use Policy](#) on the IT Operations wiki for more information.

Protecting confidential information

Q: When is it okay to disclose confidential information externally?

A: To disclose confidential information with someone outside FinancialForce, you must make sure that the recipient has signed a Non-Disclosure Agreement and has been approved for the kind of information you want to share. Check with your manager or Legal if you are not sure.

Fair dealing

Q: How far can I stretch the truth to win a sale? What if our competitor is telling lies?

A: It is never okay to say anything that isn't true, even if you are selling in a competitive situation and you believe the competitor is lying. Untrue or misleading statements can damage the company's reputation in the market, and can also cause serious legal and accounting problems. Any statement to a prospect, customer, partner or vendor that is untrue or misleading may be grounds for discipline, up to and including termination.

Q: What if a customer asks me a question I don't know the answer to? Isn't it better to sound like I know the answer?

A: No, in those cases the best answer is "I'll get back to you on that." Our customers trust us to be knowledgeable, but no one has all the answers at their fingertips. If you do not know something, don't lie. In fact, don't make any statements you cannot back up with facts. Part of dealing fairly with our customers and others is admitting when we don't know, and having the diligence to follow up as soon as possible.

RESPECT Q&A

Personal dignity

Q: A co-worker keeps asking me out, even though I have said no. What can I do?

A: You should report the behavior to your manager or Employee Success. The co-worker's refusal to take a rejection at face value is not respectful, and must stop. Any report of harassment will be handled seriously and as confidentially as reasonably possible.

COMMUNICATION Q&A

The media

- Q: *An industry blogger reached out to me to talk about FinancialForce. What should I do?*
A: You should contact the Public Relations Department and follow their guidance.

Social media

- Q: *I saw an online posting that says bad things about the company. The author claims to work at FinancialForce, and based on the username, I think I know who it is. What should I do?*
A: You should report your concerns to your manager. Always maintain a respectful and professional demeanor online, just as you would in person. You should also let the Public Relations and Legal know about the post, so they can determine whether it is appropriate to take action.

Political activities

- Q: *I want to get involved in a political campaign. Is it okay to use a company email list or Chatter to let everyone know about the candidate's views on the issues?*
A: No. Using company resources (time, email, and network access) to send information about a political candidate sends a message that FinancialForce publicly supports certain political views. It is fine to have private conversations about politics or other topics with others, but work is not the place for this kind of activism.