



Code of Business Conduct

Vision, Values and Culture

Vision

Our vision is to be the global leader in Proactive Treasury Management. Client success is our passion and we aim to foster a workplace where people feel inspired to do their best.

Core Values

We live by the following core values. These values spell “I Care” to demonstrate our care and commitment to our clients and each other.

Innovation - We foster innovation and entrepreneurial thinking across our team by rewarding employees for their achievements and encouraging efficiency and continual process improvement.

Client Success - Our passion is to enable our clients’ success. We do this by understanding their needs, and developing and managing solutions that provide them the insight to effectively drive decision making within their organizations.

Accountability - We each take personal responsibility for our actions. We are committed to our own continuous improvement and we go the extra mile to meet our clients' needs.

Respect - We respect each other’s ideas, efforts and commitments, and embrace our diverse cultures and points of view. We achieve our goals through teamwork, responsiveness, open communication and a positive attitude.

Excellence - We strive for excellence in all that we do and bring the passion and commitment to deliver on our promises. We achieve excellence through leadership, teamwork, transparency and integrity, and we are committed to recognizing employee achievements.

Culture

As a workforce, we are innovative and empowered, and strive for excellence in all that we do. Our people are our greatest asset and we endeavor to maintain a culture of respect, teamwork, and recognition for our hard work. You are encouraged to take action and ownership in your work and to bring the passion and ideas that will better the Company.

Purpose and Scope

This Code of Business Conduct (“Code”) is a fundamental set of rules outlining our expectations for how we conduct our business with the highest integrity and ethics. **The Code applies to all personnel employed by or engaged to provide services to Kyriba including, but not limited to, Kyriba’s employees, officers, contingent workers (including agency workers), and independent contractors (for ease of reference throughout this Code, all will be referred to as “employees”).** It does not cover every issue that may arise, but it sets out basic principles to guide all employees of Kyriba Corp. and its affiliates and subsidiaries (collectively, “Kyriba” or the “Company”). All of our employees must conduct themselves accordingly and seek to avoid even the appearance of improper behavior. This Code should also be provided to and followed by the Company’s agents and representatives. The basic principles discussed in this Code are subject to any Company policies covering the same issues.

Expectation for Compliance

If a law conflicts with anything in this Code, you must comply with the law. If a local custom or policy conflicts with this Code, you must comply with this Code. In those instances where Kyriba’s code is stricter than the local law, you must comply with this Code. Employees are responsible for understanding the legal and policy requirements that apply to their jobs and reporting any suspected violations of law, this Code or any Company policy.

Reporting a Concern and Obtaining Guidance

Kyriba is committed to being a world-class company that enjoys the confidence of hundreds of entities and individuals around the globe. We each have an individual responsibility to live up to the highest ethical standards of business conduct. To continue to do so, we need to understand whether problems exist with our personnel, business, or operations so that we can resolve issues promptly, take corrective action, or make needed improvements.

Employees are encouraged to talk to supervisors, managers, Human Resources, the Ethics and Compliance Manager, Legal or other appropriate personnel about observed behavior, which they believe may be illegal or a violation of this Code or Company policy or when in doubt about the best course of action in a particular situation. It is the policy of the Company not to allow retaliation for reports made in good faith by employees of misconduct by others. Employees are expected to cooperate in internal investigations of misconduct.

Compliance Procedures / Reporting a Concern and Obtaining Guidance

As an Kyriba employee, you are expected to report promptly any conduct that you believe in good faith may be a violation of this Code, ethical breach, as well as any other activities indicating a lack of compliance with Kyriba’s or our employees’ legal or ethical obligations.

We provide multiple resources for reporting allegations of misconduct, which Kyriba will review or investigate as appropriate and, if justified; implement disciplinary actions or other remedies. If you wish to remain anonymous, feel uncomfortable reporting a concern to your manager, Kyriba Human Resources, a member of the Legal team, a member of the Kyriba Compliance and Ethics team, or feel that your concern has not been addressed properly, you should call the Kyriba Ethics Hotline. The Kyriba Ethics Hotline is confidential and available to all Kyriba employees to raise concerns.

We have contracted with an independent third party that specializes in Hotline reporting to manage the reporting via the Kyriba Ethics Hotline and the [Web-reporting tool](#)*. The third-party service provider operates the Kyriba Ethics Hotline and it allows for a report to be made online or by telephone. The third party's call specialists document reports made via the toll-free telephone numbers and transmit the reports to the Kyriba Ethics & Compliance Manager, who is responsible for ensuring that all reports are appropriately addressed. The Kyriba Ethics Hotline is available globally 24 hours a day, 7 days a week via toll-free telephone numbers. If you report a concern or violation, you are encouraged to provide accurate and complete information to permit a thorough investigation or response. Omissions or errors in the initial data reported (who/what/when/where) may cause a delay in the case intake process that may delay or negatively impact the case assignment and/or investigation process. All complaints, whether or not reported anonymously, will be handled in a confidential manner, with disclosure limited to conduct a full investigation of the alleged violation, to carry out appropriate disciplinary or corrective actions, or to meet legal requirements.

*Note: Global Hotline access numbers are attached as an appendix to this Code. Due to local privacy laws in certain countries and the European Union region, you may only report specific types of incidents, such as accounting, financial, auditing and bribery matters. In those countries, contact your Human Resources manager to report other issues.

You should only report concerns or suspected violations if you are doing so in good faith. Abuse of the Kyriba Ethics Hotline or another reporting process to intentionally harass someone or to knowingly file false information will not be tolerated.

Managers and Supervisors

Kyriba managers and supervisors have a special duty to foster a culture of integrity and compliance and are expected to exemplify the highest standards of ethical business conduct. This means that managers and supervisors should serve as role models for integrity and compliance in all of their interactions. It also means that managers and supervisors should assist their direct reports in understanding applicable laws and Company requirements and cultivate an environment where employees feel comfortable raising questions and concerns without fear of retaliation. When ethical concerns are raised to them, managers and supervisors are obligated to respond to such concerns in a professional and timely manner and report matters to the Legal Department's Ethics and Compliance Program Manager as required by this Code.

Managers and supervisors should also focus on building a culture of integrity and compliance through their hiring and promotion decisions. Ethical character and behavior should be a key consideration in hiring and promotion decisions. Promotions are a privilege that is only extended to those who exemplify Kyriba behaviors and values in a manner consistent with this Code.

Non-Retaliation

Whether you identify yourself or not, each inquiry is treated in a confidential manner, and a closed-loop process ensures the appropriate managers and the complainant are informed of the outcome of the investigation process to the extent possible. Reporting suspected violations of our policies, this Code or other processes benefits the Company and elevates the expected behavior of all employees. Any form of retaliation against any employee for reporting or participating in the investigation of a suspected violation will not be tolerated.

The Code at a Glance*

- A. **Innovation**: We foster innovation and entrepreneurial thinking across our team by rewarding employees for their achievements and encouraging efficiency and continual process improvement. (**Information Security Policies*)
- 1) Protect and properly use all company assets
 - 2) Adhere to Kyriba Security Policies and Practices
 - 3) Maintain business records in accordance with creation and retention policies
- B. **Client Success through Satisfying Customers**: Our passion is to enable our clients' success. We do this by understanding their needs, and developing and managing solutions that provide them the insight to effectively drive decision making within their organizations.
- 4) Conduct sales and marketing activities with integrity
 - 5) Avoid conflicts of interest (**Conflicts of Interest Policy*)
 - 6) Avoid taking corporate opportunities for personal gain
 - 7) Maintain confidentiality
- C. **Accountability**: We each take personal responsibility for our actions. We are committed to our own continuous improvement and we go the extra mile to meet our clients' needs. (**Anti-Bribery and Corruption and Sanctions Export Policies*)
- 8) Abide by anti-bribery and corruption and anti-money laundering laws
 - 9) Observe Trade Sanctions and Export Laws
 - 10) Respect gift and entertainment restrictions, including special restrictions relative to government customers
 - 11) Compete fairly
 - 12) Abide by Company's guidelines regarding political contributions
 - 13) Promote responsible community and charitable activities
- D. **Respect**: We respect each other's ideas, efforts and commitments, and embrace our diverse cultures and points of view. We achieve our goals through teamwork, responsiveness, open communication and a positive attitude. (**Human Resources Employee Handbook*)
- 14) Welcome diversity and prevent harassment and bullying
 - 15) Provide a safe and healthy workplace
 - 16) Respect human rights and comply with laws on preventing slavery and human trafficking
- E. **Excellence**: We strive for excellence in all that we do and bring the passion and commitment to deliver on our promises. We achieve excellence through leadership, teamwork, transparency and integrity, and we are committed to recognizing employee achievements.
- 17) Abide by laws, rules and regulations
 - 18) Avoid improper influence on conduct of auditors
 - 19) Adhere to financial integrity and reporting

*Associated Policies are noted in parenthesis, if applicable.

A. Innovation: Requiring Premium Return on Assets

1) Protection and Proper Use of Company Assets

- We 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 Company purposes. Any suspected incident of fraud or theft should be immediately reported for investigation. Company assets should not be used for non-Company business.
- The obligation to protect the Company's assets includes the Company's proprietary information, including but not limited to, 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, salary information and any unpublished financial data and reports. Unauthorized use or distribution of this information is a violation of Company policy. Please also refer to your confidentiality and invention assignment or proprietary information invention agreement (PIIA) entered into with the Company for more information on your confidentiality obligations.

2) Security Policies and Practices

- Kyriba maintains security policies designed to protect our confidential information, as well as Kyriba's systems and resources, which are available on the Information Security tab on the Company's Insider website. Individual lines of business and organizations may have additional security practices in place to govern their operations. You are required to report any unauthorized access to or use of Kyriba's networks, systems, or confidential information to Kyriba's Global Information Security team.
- Your obligation to protect Kyriba confidential information and personal information continues after you leave Kyriba. Similarly, we expect you to abide by your obligations to protect the confidential information of your former employers.

3) Record-Keeping and Retention

- We record and report information honestly, accurately and timely in order to make responsible business decisions. Employees and officers are expected to provide prompt and accurate answers to inquiries related to the Company's public disclosure requirements. We should avoid exaggeration, derogatory remarks, guesswork, or inappropriate characterizations of people and companies that may be misunderstood should they become public. 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 the Chief Executive Officer or Legal department.

B. Client Success through Satisfying Customers

4) Sales and Marketing Activities

- We provide accurate and complete information to our customers so that they may make informed decisions. We do not tolerate misrepresentation, fraud or deliberate omission of information in our sales or marketing activities.

5) Conflicts of Interest

- A “conflict of interest” exists when a person’s private interest interferes in any way - or even appears to interfere - with the interests of the Company. A conflict situation can arise when an employee or officer takes actions or has interests that may make it difficult to perform his or her Company work objectively and effectively. Conflicts of interest may also arise when an employee or officer, or a member of his or her family, receives improper personal benefits as a result of his or her position in the Company.
- Conflicts of interest are prohibited as a matter of Company policy, except as approved by the Board of Directors. Conflicts of interest may not always be clear-cut, so if you have a question, you should consult with your supervisor or consult the Conflicts of Interest Policy on the Legal section of the Insider.

6) Corporate Opportunities

- Employees and officers are prohibited from taking for themselves opportunities that are discovered through the use of corporate property, information or position without the consent of the Board of Directors. No employee or officer may use corporate property, information, or position for personal gain, and no employee or officer may compete with the Company directly or indirectly. Employees and officers owe a duty to the Company to advance the Company’s interests when the opportunity to do so arises.

7) Confidentiality

- We maintain the confidentiality of proprietary information entrusted to us by the Company or its customers or suppliers, except when disclosure is authorized in writing by the Chief Executive Officer or required by laws or regulations. Proprietary information includes all non-public information that might be of use to competitors or harmful to the Company or its customers or suppliers if disclosed. It includes information that suppliers and customers have entrusted to us. The obligation to preserve proprietary information continues even after employment ends. Please also refer to your confidentiality and invention assignment or proprietary information invention agreement (PIIA) entered into with the Company for more information on your confidentiality obligations.

C. Accountability: Behaving Responsibly as a Corporate Citizen

8) Global Anti-Corruption and Bribery Laws

- We do not engage in, tolerate, or permit bribery, corruption, or similar unethical business practices. This means that, among other things, we all must follow global anti-corruption laws — including the US Foreign Corrupt Practices Act (FCPA), the UK Bribery Act and Sapin II—(regardless of where we are located). Among other things, anti-corruption laws and Company policy prohibit you from giving or accepting any bribe to or from any person — whether or not the other party is a government official or an employee of a company with which you do business. We are prohibited by law and Kyriba policies from offering, promising, authorizing, directing, paying, making, or receiving any bribes, kickbacks, or payments of money or anything of value (directly or indirectly) to improperly obtain business or any other advantage for Kyriba or yourself. Additionally, Kyriba prohibits all forms of money laundering, which involves disguising or channeling unlawfully obtained money, or transforming such money into legitimate funds.
- If you are responsible for hiring a third party, make sure you know they are reputable. Remember, we can't retain a third party to perform actions that we are prohibited from taking ourselves. For additional guidance, consult Kyriba's Anti-Bribery and Corruption Policy.

9) Trade Sanctions/Export Compliance

- US trade compliance laws and regulations govern all exports and imports of commodities and technical data into and from the United States, including software media, electronic and physical distribution of software, and oral disclosure of technical data, among other things. Failure to comply with US or global trade laws may result in disciplinary action for the company, serious supply chain disruptions, loss of sale and service opportunities, monetary penalties, fines and imprisonment for individual employees and their management chain, and the potential revocation of our trade privileges. Kyriba is committed to complying with all applicable global export, import, and economic sanctions, laws, and regulations. Compliance with global trade laws and regulations protects Kyriba's ability to conduct international business. Protecting Kyriba against such violations is the responsibility of all Company personnel, and, in particular, those who deal with Kyriba's international business activities.
- If you have any questions regarding our policy or permissible exceptions, consult Kyriba's Sanctions and Export Control Policy or contact the Legal Department.

10) Gifts, Meal, and Entertainment

- Kyriba can pay for bona fide business expenses and certain gifts for third parties, but only if done without corrupt intent and according to Kyriba's Anti-Corruption Policy. Kyriba's Anti-Corruption Policy provides specific guidelines to ensure that you comply with applicable anti-corruption laws, including, but not limited to, the FCPA, Sapin II and UK Bribery Act.
- Government entities and state-owned enterprises generally are governed by strict laws and regulations concerning the ability of their employees to accept entertainment, meals, gifts, gratuities, and other things of value from companies such as Kyriba. In dealing with employees of these entities, it is Kyriba's general policy that nothing of value will be given. Limited exceptions that may apply are covered in the Anti-Corruption Policy.
- You must let your manager know if you receive any gift, regardless of its value. Please discuss with your supervisor or the Ethics and Legal Compliance Manager any gifts or proposed gifts, which you are not certain are appropriate. For additional information, please refer to the Kyriba Corp. Anti-Corruption Compliance Policy.

11) Competition and Fair Dealing

- We seek to outperform our competition fairly and honestly. We seek competitive advantages through superior performance, never through unethical or illegal business practices. You may not seek to obtain proprietary information about Kyriba competitors, and you may not seek to obtain any information about Kyriba competitors or other third parties illegally or in a way that involves a lack of integrity or a breach of any confidentiality or employment agreement. Each employee and officer should endeavor to respect the rights of and deal fairly with the Company's customers, suppliers, competitors and employees. No employee or officer should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other illegal trade practice. No employee or officer is permitted to engage in price fixing, bid rigging, allocation of markets or customers, or similar illegal anti-competitive activities.
- We may make appropriate observations about competitors' products and activities when basing them on publicly available information, such as public presentations and marketing documents, journal and magazine articles, advertisements, and other published information. Misappropriation of proprietary information, possessing trade secret information obtained without the owner's consent, or inducing such disclosures by past or present employees of other companies are prohibited.
- In the event that you inadvertently obtain a third party's confidential or proprietary information without authorization, you must not disseminate the information within Kyriba and you must immediately contact Kyriba Legal at legal_corp@Kyriba.com.

12) Political Contributions

- Except as approved in advance by the Chief Executive Officer and Ethics and Legal Compliance Manager, the Company prohibits political contributions (directly or through trade associations) by the Company or its subsidiaries. This includes: (a) any contributions of Company funds or other assets for political purposes, (b) encouraging individual employees to make any such contribution; or (c) reimbursing an employee for any contribution. You can also refer to the Kyriba Corp. Anti-Corruption Compliance Policy for additional information on this topic.
- Individual employees are free to make personal political contributions as they see fit.

13) Charitable Contributions

- Kyriba supports charitable giving. Kyriba prohibits giving anything of value (including charitable donations or sponsorship of events), directly or indirectly, to any private individual, firm, or entity as a means of improperly inducing business. We do not advocate for or against a donation based on expectations of past, current, or anticipated future business, as this is never appropriate.
- Kyriba employees should not solicit contributions from our business partners for charitable fundraising or team member activities. We never want our business partners to feel obligated to contribute to these activities to retain our business relationship.

D. Respect Valuing Our Employees

14) Discrimination, Harassment and Bullying

- At Kyriba, we treat all people with respect and dignity. 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 or any other protected class.
- Bullying is a pattern of behavior meant to intimidate, offend, degrade or humiliate a person or group of people. In the workplace, bullying includes action or verbal abuse that may hurt a person emotionally or psychologically, or interfere with the target's work performance. Kyriba will not tolerate bullying in any part of our business. For further information, you should consult the Human Resources Department and the applicable employee handbook.
- If you become aware of or need to report any instances of noncompliance with this Code or our policies on bullying, discrimination or harassment, you should contact your manager, HR, the Ethics and Compliance Manager or, where permitted by law, the Kyriba Ethics Hotline.

15) Environment, Health and Safety

- The Company strives to provide each employee and officer with a safe and healthy work environment. Each employee and officer has responsibility for maintaining a safe and healthy workplace for all employees and officers by following environmental, safety and health rules and practices and reporting accidents, injuries and unsafe equipment, practices or conditions. Violence, threatening behavior, and the use of illegal drugs or controlled substances are not permitted.
- If you are uncertain about your obligations or need to report any instances of noncompliance with environmental and/or health and safety laws and regulations, you should contact your manager, HR, the Ethics and Compliance Manager or, where permitted by law, the Kyriba Ethics Hotline.

16) Anti-Slavery and Human Trafficking

- Kyriba is committed to a work environment that is free from human trafficking and slavery. Kyriba will not tolerate or condone human trafficking or slavery in any part of our global organization, among our third parties or in our supply chain. We expect the same high standards from those parties with whom we engage and we are committed to ensuring that there is no slavery or human trafficking in our business. Kyriba employees, contractors, vendors, suppliers, partners and others through whom Kyriba conducts business must avoid complicity in any practice that constitutes trafficking in persons or slavery.

E. Excellence: Delivering Quality and Excellence

17) Compliance with Laws, Rules and Regulations

- We respect and obey the laws, rules and regulations of the cities, states and countries in which we operate. Although employees and officers 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 supervisors, managers or other appropriate personnel.

18) Improper Influence on Conduct of Auditors

- We do not directly or indirectly take any action to coerce, manipulate, mislead or fraudulently influence the Company's independent auditors for the purpose of 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: (1) 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, generally accepted auditing standards or other professional or regulatory standards); (2) not to perform audit, review or other procedures required by generally accepted auditing standards or other professional standards; (3) not to withdraw an issued report; or (4) not to communicate matters to the Company's Audit Committee.

19) Financial Integrity and Reporting

- Accurate and reliable financial and business records are of critical importance in meeting Kyriba's financial, legal, and business obligations. All of the Company's books, records, accounts and financial statements must be maintained in reasonable detail, recorded accurately and timely, must appropriately reflect the Company's transactions, must be promptly disclosed in accordance with any applicable laws or regulations and must conform both to applicable legal requirements and to the Company's policies and system of internal controls.
 - If you are not sure whether a certain expense is legitimate, please consult the Company's accounting department for policy guidelines.

Annual Acknowledgement

To help ensure compliance with this Code of Business Conduct, the Company requires that all employees and officers review this Code of Business Conduct and acknowledge their understanding and adherence in writing on an annual basis on the attached form.

Your Personal Commitment to the KYRIBA Code of Business Conduct

I acknowledge that I received a copy of the KYRIBA Code of Business Conduct (“the Code”), that I have read the Code and that I understand it. I will comply with the Code. If I learn that there has been a violation of the Code, I will contact my manager, HR, the Ethics and Compliance Manager, the Legal Department and/or submit a report via the [Kyriba Ethics Hotline](#).

Dated:

Signature

Employee’s Name (Please Print)

Appendix A:

Kyriba Ethics Hotline Global Call-In Numbers

Direct Dial in the United States

From an outside line dial direct for your location:

United States **1-844-869-8671**

Direct Access from France

From an outside line dial the direct access number for your location:

France (France Telecom) 0-800-99-0011

France (Paris Only) 0-800-99-0111

France 0-800-99-1011

France 0-800-99-1111

France 0-800-99-1211

France (Telecom Development) 0805-701-288

At the English prompt dial: 844-869-8671

Direct Access from Hong Kong

From an outside line dial the direct access number for your location:

Hong Kong 800-93-2266

Hong Kong 800-96-1111

At the English prompt dial 844-869-8671.

Direct Access from Japan

From an outside line dial the direct access number for your location:

Japan (NTT) 0034-811-001

Japan (KDDI) 00-539-111

Japan (Softbank Telecom) 00-663-5111

At the English prompt dial: 844-869-8671.

Direct Access from Singapore

From an outside line dial the direct access number for your location:

Singapore (StarHub) 800-001-0001

Singapore (SingTel) 800-011-1111

At the English prompt dial: 844-869-8671.

Direct Access from United Kingdom

From an outside line dial the direct access number for your location:

United Kingdom (British Telecom) 0-800-89-0011

At the English prompt dial: 844-869-8671.