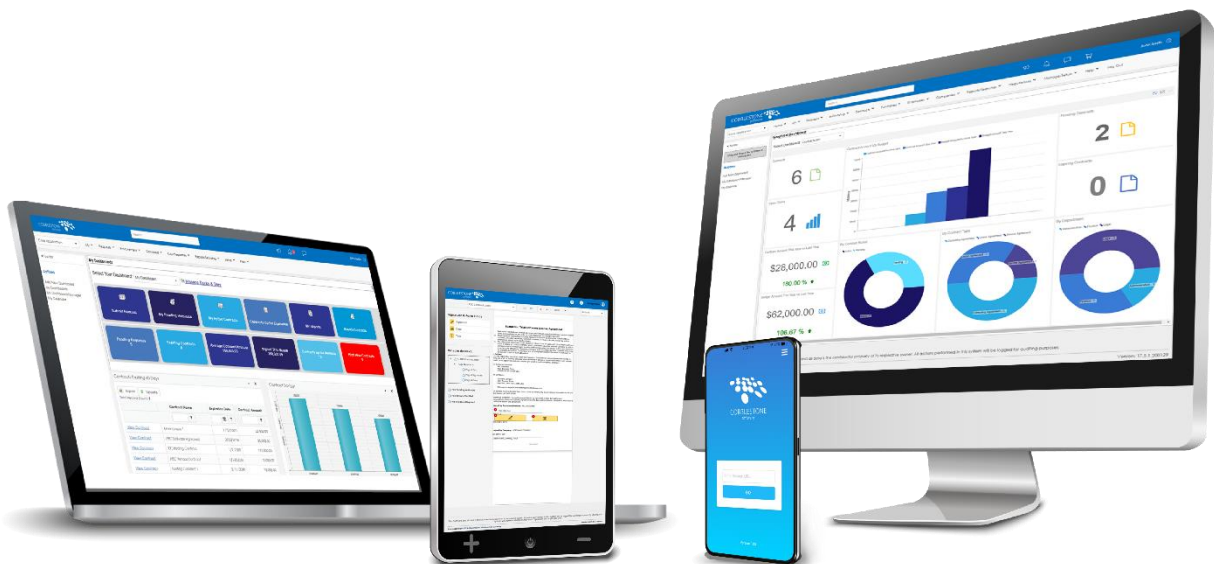


# Code of Ethics and Business Conduct





# CobbleStone Software's Mission

CobbleStone's mission is to provide the most advanced, cost-effective, and user-friendly contract and [procurement management software](#) applications that enable employees to do their best work. We believe that by managing business relationships better, an organization will benefit multifold, including recognizing increased revenues, decreased expenses, and/or risk mitigation.

- Our software products and staff go above and beyond the expectations of each other and our clients.
- We take a pledge to respect our clients, our co-workers, our environment, and ourselves.
- We strive to be successful by exemplifying sincerity, personal integrity, humility, courtesy, wisdom, and charity.

CobbleStone Software has a proven track record of providing contract management software with industry-leading flexibility and features designed to meet the unique needs of a variety of organizations. Our solutions are the result of millions of dollars of research and development, thousands of hours, feedback, and industry "know-how". [CobbleStone Contract Insight's®](#) features set in the contract management software marketplace are

unprecedented. It is about thinking long term, being responsive, and understanding the power of organization governance. We believe this is the right way to do business, and our satisfied customers would surely agree.

The need for our contract software solution began with a situation whereby a leading company violated an agreement and had to settle the dispute for over two million dollars. In that instance, our mission was created to help organizations avoid violations of agreements while providing a better solution to manage contracts and obligations.

Founded in 1995, CobbleStone was among the first and most experienced companies to offer a contract management software product, and we continue to be a leader with [contract lifecycle management](#) and e-Procurement software.

This Code is designed to deter wrongdoing, promote honest and ethical conduct, address compliance with applicable governmental laws, rules, and regulations, and enhance the well-being of CobbleStone, our employees and our customers. Everyone at CobbleStone has a duty to adhere to this Code and promote a culture of integrity and compliance.





# The CobbleStone Way

Ethics and integrity are at the core of who we are. The corporate philosophy of CobbleStone is that good ethics and good business go hand in hand. The conduct and values of our employees reflect upon CobbleStone. Corporate standards guide each employee's professional conduct regarding actions, words, honesty, and integrity. These standards apply to all company employees. CobbleStone follows the ICARE principles. These values shape our corporate culture. Our shared principles enable us to make a positive difference among our clients, our communities, our environment, and each other.

## ICARE guides us in everything we do:

### INTEGRITY

We do what's right. Our employees make decisions, both big and small, with a focus on what is ethically right.

### CLIENTS FIRST

We succeed when our clients succeed.

### ACCOUNTABILITY

We take personal responsibility for our actions and our work.

### RESPECT

We strive to be sincere, humble, courteous, knowledgeable, and charitable.

### EXCELLENCE

We insist upon quality.



## Strive To Do What's Right

At CobbleStone, we understand that not everything is always black and white. Asking yourself a few of the following key questions can help identify situations that may be unethical, inappropriate, or illegal:

- Does what I am doing comply with CobbleStone's guiding principles, Code of Conduct, and company policies?
- Have I been asked to misrepresent information or deviate from normal procedures?
- Would I feel comfortable describing my decision at a staff meeting?
- How would it look if it made the headlines?
- Am I being loyal to my family, my company, and myself?
- Is this the right thing to do or do I believe that I will be doing something wrong?

## Build Trust and Credibility

The success of our business, our employees, and our customers are dependent on the trust and confidence we earn from our employees, customers, and shareholders. We gain credibility by adhering to our commitments, displaying honesty and integrity, and reaching company goals solely through honorable conduct. It is easy to *say* what we must do, but the proof is in our *actions*. Ultimately, we will be judged on what we do and not just on what we say.

When considering any action, it is wise to ask: will this build trust and credibility for CobbleStone? Will it help create a working environment in which CobbleStone can succeed over the long term? Is the commitment I am making one with which I can follow through? The only way we will maximize trust and credibility is by answering "yes" to those questions and by working every day to build our trust and credibility.



## Respect for the Individual

We all deserve to work in an environment where we are treated with dignity and respect. CobbleStone is committed to creating such an environment because it brings out the full potential in each of us, which, in turn, contributes directly to our business success. We cannot afford to let anyone's talents go to waste.

CobbleStone is an equal employment employer and is committed to providing a workplace that is free of all types of illegal discrimination and abusive, offensive or harassing behavior. Any employee who feels harassed or discriminated against should immediately report the incident to his or her director or to human resources.







## Promote Substance Over Form

At times, we are all faced with decisions we would rather not have to make and issues we would prefer to avoid. Sometimes, we hope that if we avoid confronting a problem, it will simply go away.

At CobbleStone, we must have the courage to tackle the tough decisions and make difficult choices, secure in the knowledge that CobbleStone is committed to doing the right thing. At times this will mean doing more than simply what the law requires. Merely because we can pursue a course of action does not mean that we *should* do so.

Although CobbleStone's guiding principles cannot address every issue or provide answers to every dilemma, they can define the spirit in which we intend to do business and should guide us in our daily conduct. If you know about a violation of this Code of Ethics and Business Conduct, you must promptly report it to your director.

## Use of Company Resources

Company resources, including time, material, equipment, and information, are provided for company business use, with such use subject to the requirements of the employee handbook and company policies. Nonetheless, occasional personal use is permissible so long as it does not affect job performance or cause a disruption to the workplace or is in violation of company procedures.



Employees and those who represent CobbleStone are trusted to behave responsibly and use good judgment to conserve company resources. Directors and managers are responsible for the resources assigned to their departments and are empowered to resolve issues concerning their proper use. CobbleStone employees may not use insider information for personal gain, and any such improper use of this information may be a serious violation of US security laws.

Generally, we will not use company equipment such as computers, copiers, and fax machines in the conduct of an outside business or in support of any religious, political, or other outside daily activity, except for company-requested support to nonprofit organizations. We will not solicit contributions nor distribute non-work-related materials during work hours.

## Accountability

Each of us is responsible for knowing and adhering to the values and standards set forth in this Code and for raising questions if we are uncertain about company policy. If we are concerned whether the standards are being met or are aware of violations of the Code, we must contact our director.

CobbleStone takes seriously the standards set forth in this Code, and violations are cause for disciplinary action up to and including possible termination of employment.





# Create a Culture of Open and Honest Communication

At CobbleStone we have an open-door policy. Everyone should feel comfortable speaking his or her mind, particularly with respect to ethics concerns. Directors and managers have a responsibility to create an open and supportive environment where employees feel comfortable raising such questions. We all benefit tremendously when employees exercise their power to prevent mistakes or wrongdoing by asking the right questions at the right times.

If something seems illegal, unethical, improper, or makes you feel uncomfortable, do not do it. CobbleStone employees have a responsibility to report any suspected or observed violation of this Code to your director. If for any reason that is not possible or if an employee is not comfortable raising the issue with his or her director, contact another director or the Human Resources Department. All reports will be kept confidential except to the extent required to inform individuals involved in the investigation of the complaint.

Supervisors and department managers must immediately report any complaints of discrimination or harassment (along with any violations of laws or regulations, fraud, ethics violations) to the Human Resources Department or face possible disciplinary action, including termination.

CobbleStone will take all inquiries seriously and will investigate all reported instances of suspected or unethical behavior. CobbleStone will not discharge, demote, suspend, threaten, harass, or in any manner retaliate against any employee for good faith reporting of such conduct. In every instance where improper behavior is found to have occurred, the company will take appropriate action.

No reprisal, retaliation, or other adverse action will be taken against an employee for making a good faith complaint or report of discrimination or harassment (or any violations of any law/regulations, fraud, or unethical behavior) or for assisting in the investigation of any such complaint or report, provided the complaint or report is based upon a good faith belief that this policy has been violated. Any suspected retaliation or intimidation therefore should be reported immediately to the Human Resources Department or a manager or director.

If an investigation confirms conduct contrary to this Code has occurred, CobbleStone will take immediate, appropriate, corrective action, including discipline, up to and including immediate termination.



## Set Tone at the Top

Management has the added responsibility for demonstrating, through their actions, the importance of this Code. In any business, ethical behavior does not simply happen; it is the product of clear and direct communication of behavioral expectations, modeled from the top and demonstrated by example. Again, ultimately, our actions are what matters.

To make our Code work, directors and managers must be responsible for promptly addressing ethical questions or concerns raised by employees and for taking the appropriate steps to deal with such issues. Directors and managers should not consider employees' ethics concerns as threats or challenges to their authority, but rather as another encouraged form of business communication. At CobbleStone, we want the ethics dialogue to become a natural part of our daily work.

## Uphold the Law

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**CobbleStone's commitment to integrity begins with complying with all applicable laws, rules, and regulations.**

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Further, each of us must have an understanding of the company policies, laws, rules and regulations that apply to our specific roles. If we are unsure of whether a contemplated action is permitted by law or CobbleStone policy, we should seek the advice from the resource expert. The Legal Team is always available to discuss such questions or concerns. We are responsible for preventing violations of law and for speaking up if we see possible violations.

## Confidentiality and Proprietary information

Integral to CobbleStone's business success is our protection of confidential company information, as well as nonpublic information entrusted to us by employees, customers, and other business partners. Confidential and proprietary information includes but is not limited to such things as pricing and financial data, customer names/addresses or nonpublic information about other companies, including current or potential supplier and vendors. We will not disclose confidential and nonpublic information without a valid business purpose and proper authorization and shall do so only consistent with legal requirements.





It is important that we respect the property rights of others. CobbleStone will not acquire or seek to acquire by improper means ~~of~~ a competitor's trade secrets or other proprietary or confidential information. We will not engage in unauthorized use, copying, distribution or alteration of software or other intellectual property. Stealing proprietary information and/or possessing unconsented trade secret information is strictly prohibited. No employee, officer, or director of CobbleStone should take unfair advantage of anyone through manipulation, misrepresentation of material facts, or any other intentional unfair dealing practice.

## Selective Disclosure

We will not selectively disclose (whether in one-on-one or small discussions, meetings, presentations, proposals or otherwise) any material nonpublic information with respect to CobbleStone, its securities, business operations, plans, financial condition, results of operations or any development plan. We should be particularly vigilant when making presentations or proposals to customers to ensure that our presentations do not contain material nonpublic information.

## Modern Slavery and Human Trafficking

CobbleStone has zero-tolerance of modern slavery and human trafficking. CobbleStone repudiates sex trafficking, forced labor, bonded labor, debt bondage, domestic servitude, forced child labor, and all other related practices which violate fundamental human rights. We are committed to operating an ethical, transparent, and socially responsible business to ensure modern slavery is prevented in our workforce.

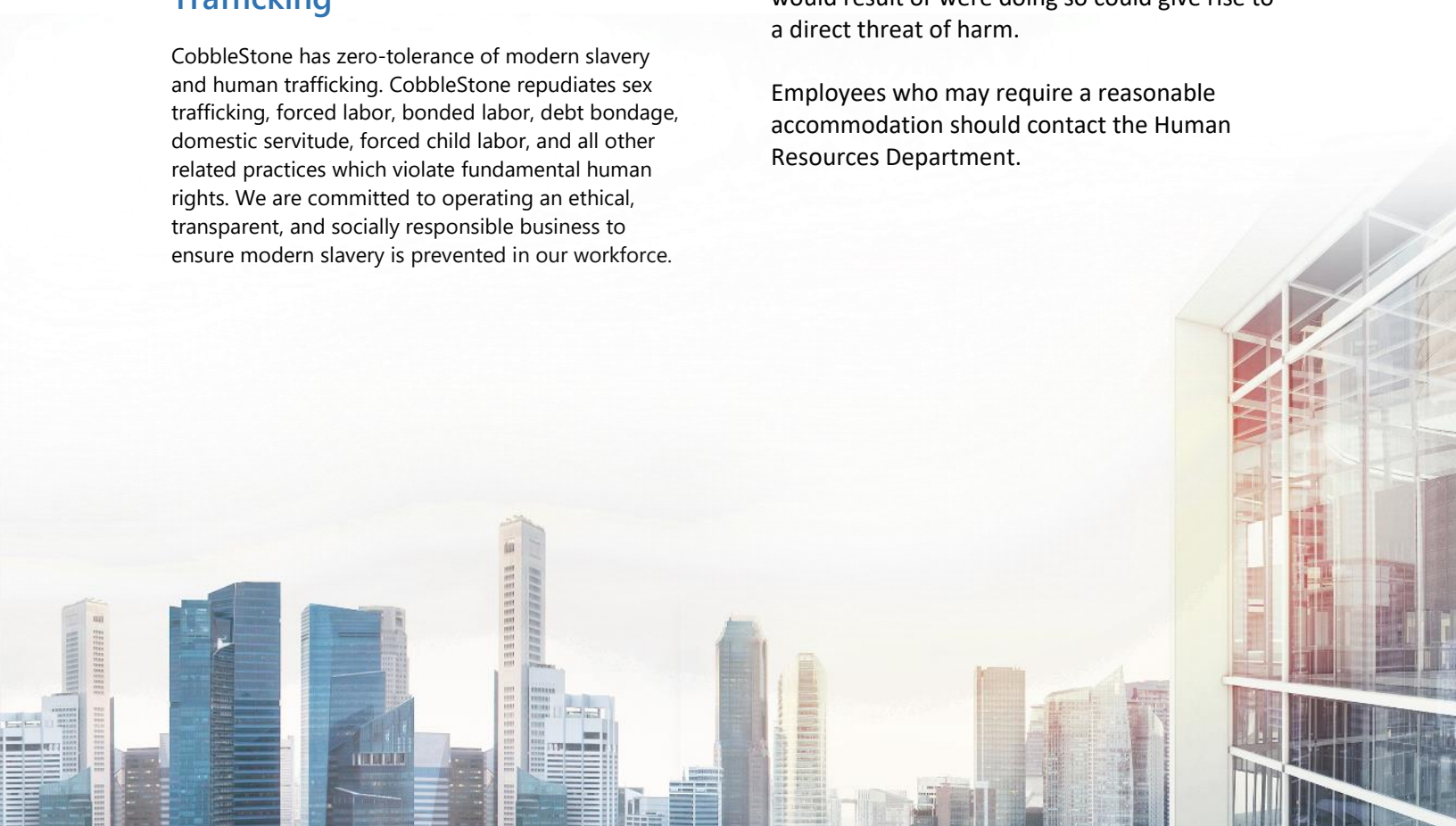
CobbleStone is not aware of any allegations of modern slavery or human trafficking activities against any of our partners. Should CobbleStone become aware of any such allegations, it will immediately investigate and report those claims to the proper authority where required

## Americans with Disabilities Act (ADA)

Discrimination against individuals with disabilities or individuals with perceived disabilities is unlawful and will not be tolerated by CobbleStone. It is unlawful to discriminate in employment against a qualified individual with a disability (or perceived disability) in all employment practices such as inter alia: recruitment, pay, hiring, firing, promotion, job assignments, training, leave, lay-off, and benefits.

To ensure equal employment opportunities to qualified individuals with a disability, CobbleStone will make reasonable accommodations for the known disability of an otherwise qualified individual, unless undue hardship on the operation of the business would result or were doing so could give rise to a direct threat of harm.

Employees who may require a reasonable accommodation should contact the Human Resources Department.





# Avoid Conflicts of Interest

## Competition

We seek competitive advantages through superior performance – never through unethical or illegal business practices. We are dedicated to ethical, fair, and vigorous competition. We offer CobbleStone products and services based on superior quality, functionality, and competitive pricing. We make independent pricing and marketing decisions and will not improperly cooperate or coordinate our activities with our competitors. We will not offer or solicit improper payments or gratuities in connection with the purchase of CobbleStone's goods or services nor will we engage or assist in unlawful boycotts of particular customers.

## Conflicts of Interest

We must avoid any relationship or activity that might impair, or even appear to impair, our ability to make objective and fair decisions when performing our jobs. At times, we may be faced with situations where the business actions we take on behalf of CobbleStone may conflict with our own personal or family interests. We owe a duty to CobbleStone to advance its legitimate interests when the opportunity to do so arises. We must never use CobbleStone property or information for personal gain or personally take for ourselves any opportunity that is discovered through our position with CobbleStone, and violate the duty of loyalty owed to CobbleStone as your employer.

**Here are some ways in which conflicts of interest could arise:**

1. Being employed (you or a close family member) by, or acting as a consultant to, a competitor or potential competitor, supplier or contractor, regardless of the nature of the employment, while you are employed with CobbleStone.
2. Hiring or supervising family members or closely related persons in violation of the CobbleStone company policies or handbook.
3. Serving as a board member for an outside commercial company or organization that is a client, or competitor of CobbleStone
4. Involvement in transactions, or owning or having a substantial interest in a competitor, supplier or contractor.
5. Having a personal interest, financial interest or potential gain in any CobbleStone transaction.
6. Placing company business with a firm owned or controlled by a CobbleStone employee or his or her family.
7. Accepting gifts, discounts, favors or services from a customer/potential customer, competitor or supplier, unless equally available to all CobbleStone employees.

Determining whether a conflict of interest exists is not always easy to do. Employees with a potential conflict of interest or question should seek advice from Executive Management. Before engaging in any activity, transaction or relationship that might give rise to a conflict of interest, employees must seek review from their director.



# Gifts, Gratuities, and Business Courtesies

CobbleStone is committed to competing solely on the merit of our products and services. We should avoid any actions that create a perception that favorable treatment of outside entities by CobbleStone was sought, received or given in exchange for personal business courtesies. Business courtesies include gifts, gratuities, meals, refreshments, entertainment or other benefits from persons or companies with whom CobbleStone does or may do business. We will neither give nor accept business courtesies that constitute, or could reasonably be perceived as constituting, unfair business inducements that would violate law, regulation or policies of CobbleStone or customers, or would cause embarrassment or reflect negatively on CobbleStone's reputation. All CobbleStone assets should be used for legitimate business purposes. Please refer to CobbleStone's Corporate Handbook for further information.



## Accepting Business Courtesies

Most business courtesies offered to us in the course of our employment are offered because of our positions at CobbleStone. We should not feel any entitlement to accept and keep a business courtesy. Although we may not use our position at CobbleStone to obtain business courtesies, and we must never ask for them, we may accept unsolicited business courtesies that promote successful working relationships and good will with the firms that CobbleStone maintains or with whom we may establish a business relationship. Employees who award contracts or who can influence the allocation of business, who create specifications that result in the placement of business, or who participate in negotiation of contracts must be particularly careful to avoid actions that create the appearance of favoritism or that may adversely affect the company's reputation for impartiality and fair dealing. The prudent course is to refuse a courtesy from a supplier when CobbleStone is involved in choosing or reconfirming a supplier or under circumstances that would create an impression that offering courtesies is the way to obtain CobbleStone business.



## Meals, Refreshments and Entertainment

We may accept occasional meals, refreshments, entertainment and similar business courtesies that are shared with the person who has offered to pay for the meal, refreshments, or entertainment, provided that:

- they are in accordance with CobbleStone's policies
- they do not violate a customer's or lead's policies, state or federal regulations; or can be construed as or constitute a bribe;
- they are not over \$20.00 without director approval;
- the courtesies are infrequent and do not reflect a pattern of frequent acceptance of courtesies from the same person or entity

- the courtesy does not create the appearance of an attempt to influence business decisions, such as accepting courtesies or entertainment from a supplier whose contract is expiring in the near future; and the employee accepting the business courtesy would not feel uncomfortable discussing the courtesy with his or her director or co-worker or having the courtesies known by the public.

## Gifts

Employees may accept unsolicited gifts, other than money, that conform to the reasonable ethical business practices, Company policies, does not violate the law, regulations, or client's policies and that are under \$20.00 in value from any one source (unless approved by a director), including:

- Flowers, fruit baskets and other modest presents that commemorate a special occasion.





- Gifts of nominal value, such as calendars, pens, mugs, caps and t-shirts;
- Other minor novelty, advertising, or promotional items.

Generally, employees may not accept compensation, honoraria or money of any amount from entities with whom CobbleStone does or may do business.

Tangible gifts (including tickets to a sporting or entertainment event) that have a market value greater than \$20.00 may not be accepted unless approval is obtained from management.

Employees with questions about accepting business courtesies should talk to their director.

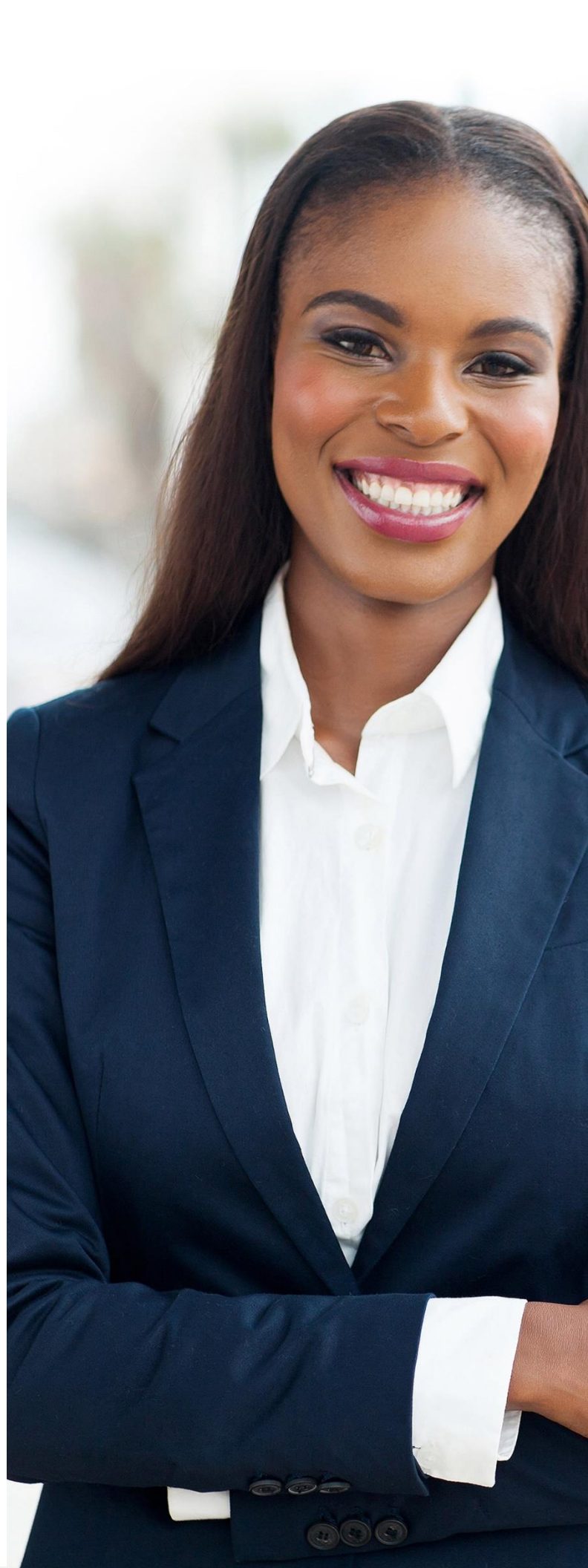
## Offering Business Courtesies

Any employee who offers a business courtesy must assure that it cannot reasonably be interpreted as an attempt to gain an unfair business advantage or otherwise reflect negatively upon CobbleStone or be done for personal gain. An employee may never use personal funds or resources to do something that cannot be done with CobbleStone resources.

Accounting for business courtesies must be documented in accordance with approved company procedures.

Other than to our government customers, for whom special rules apply, we may provide nonmonetary gifts (i.e., company logo apparel or similar promotional items) to our customers. Further, management may approve other courtesies, including meals, refreshments or entertainment of reasonable value, provided that:

- The practice does not violate any law or regulation or the standards of conduct of the recipient's organization;
- The business courtesy is consistent with industry practice, is infrequent in nature, and is not lavish; and
- The business courtesy is properly reflected on the books and records of CobbleStone.





# Set Metrics and Report Results Accurately

## Accurate Public Disclosures

We will make certain that all disclosures made in financial reports and public documents are full, fair, accurate, timely and understandable. This obligation applies to all employees, including all financial executives, with any responsibility for the preparation of such reports, including drafting, reviewing and signing or certifying the information contained therein. No business objective or goal of any kind is ever an excuse for misrepresenting facts or falsifying records.

Employees should inform Executive Management and the HR department if they learn that information in any filing or public communication was untrue or misleading at the time it was made or if subsequent information would affect a similar future filing or public communication.

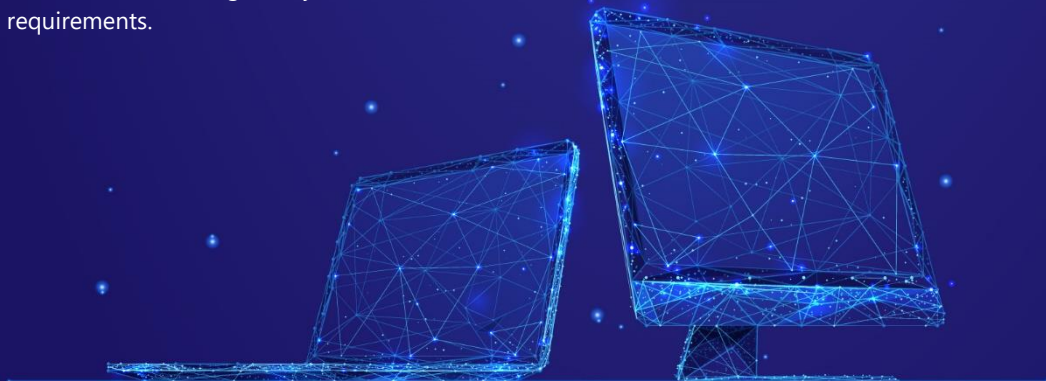
## Corporate Recordkeeping

We create, retain and dispose of our company records as part of our normal course of business in compliance with all CobbleStone policies and guidelines, as well as all regulatory and legal requirements.

All corporate records must be true, accurate and complete, and company data must be promptly and accurately entered in our books in accordance with CobbleStone's and other applicable accounting principles.

We must not improperly influence, manipulate or mislead any audit, nor interfere with any auditor engaged to perform an internal independent audit of CobbleStone books, records, processes or internal controls.

Each invoice that CobbleStone submits for payment must be truthful, accurate, and reflect the item(s) or service(s) that CobbleStone has delivered. We only bill for items and services we provide. We timely correct any billing errors, and make timely refunds of any amount determined to be due. CobbleStone requires honest and accurate recording and reporting of information. All employees of CobbleStone are responsible for reporting any questionable accounting matters that may come to their attention. Records should not be destroyed before the expiration of any obligation to maintain such documentation or as legally compelled.





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**Questions about the proper use of company resources should be directed to your director.**

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## Media Inquiries

CobbleStone is a high-profile company in our community, and from time to time, employees may be approached by reporters and other members of the media. In order to ensure that we speak with one voice and provide accurate information about the company, we should direct all media inquiries to the marketing department. No one may issue a press release without first consulting with the Director of Marketing.





# Information and Resources

Role	Members
Directors/Managers	Tara Nastasi (CEO/President) Mark Nastasi (EVP, Corporate Admin Director, Implementation Director) Matthew Friebis (CIO) Bradford Jones (VP Sales & Marketing)
Cyber Security Office Networking & Security	Matthew Friebis (CIO) Michael Monczewski (Technical Architect) Tiffany Salmon (Security Compliance Analyst) Mark Nastasi (EVP)
Human Resources	Tara Nastasi (HR, CEO/President) Elicia Neumann (HR and Office Manager)

