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.

- 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 providing contract management software with industry-leading flexibility and features designed to meet the unique needs of your organization. Our solutions are the result of millions of dollars of research and development, thousands of hours, client feedback, and industry "know-how". 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 & 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 full 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. To do so, we must:
**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 the CobbleStone 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.
At CobbleStone we have an open-door policy. Everyone should feel comfortable to speak 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 these codes to your director. All reports will be kept confidential except to the extent required to inform individuals involved in the investigation of the complaint.

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.

For your information, CobbleStone’s whistleblower policy shall be in accordance with New Jersey’s Conscientious Employee Protection Act (“Whistleblower Act.”). Please refer to the Cobblestone Employee Handbook for specific details on such policy.

Employees are encouraged, in the first instance, to address such issues with their Director, as most problems can be resolved swiftly. 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 and copy HR on the communications.
Set the 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

CobbleStone’s commitment to integrity begins with complying with all laws, rules, and regulations where we do business.

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. We are responsible for preventing violations of law and for speaking up if we see possible violations.

Due to the nature of our business, our clients, the data we process, regulations and laws, many regulations apply as covered in the employee handbook, Company policies, and in contracts with our clients, partners and vendors.

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.
Proprietary Information

It is important that we respect the proprietary rights of others. CobbleStone will not acquire or seek to acquire by improper means 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.

Health and Safety

CobbleStone is dedicated to maintaining a healthy and safe work environment. A safety manual has been designed to educate you on safety in the workplace. If you do not have a copy of this manual, please see the HR department.
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 other 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.

8. 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.
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 polices 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
• and do not violate a customer’s or lead’s policies; or state or federal regulations; or can be construed as or constitute a bribe;
• and are not over $20.00 without director approval;
• and the courtesies are infrequent and do not reflect a pattern of frequent acceptance of courtesies from the same person or entity

• and 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 (or other 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.

- The business courtesy is properly reflected on the books and records of CobbleStone.
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 for 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 unauthorized 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 to report 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.
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.

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.
Confidential 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.

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 as long as it does not affect job performance or cause a disruption to the workplace or is in violations 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.
Questions about the proper use of company resources should be directed to your director.

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.

Shall any code of conduct herein conflict with CobbleStone's Corporate Policies, the latter shall supersede this document and provide the governing policy.
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<tr>
<th>Role</th>
<th>Members</th>
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<tbody>
<tr>
<td>Directors/Managers</td>
<td>Mark Nastasi (EVP, Corporate Admin Director, Implementation Director)</td>
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<td>Tara Nastasi (HR, CEO/President)</td>
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<td>Matthew Friebis (IT Director, IT &amp; Support)</td>
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<td>Bradford Jones (Director Sales &amp; Marketing)</td>
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<td>Cyber Security</td>
<td>Matthew Friebis (Director IT)</td>
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<td>Office Networking &amp; Security</td>
<td>Michael Monczewski (Network Admin, IT)</td>
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<td></td>
<td>Kelly Allen (Tier 2 – Lead; IT)</td>
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