



Ethics Policy

1. Overview

SproutLoud is committed to protecting employees, partners, vendors and the company from illegal or damaging actions by individuals, either knowingly or unknowingly. When SproutLoud addresses issues proactively and uses correct judgment, it will help set us apart from competitors.

SproutLoud will not tolerate any wrongdoing or impropriety at any time. SproutLoud will take the appropriate measures to act quickly in correcting the issue if the ethical code is broken.

2. Purpose

The purpose of this policy is to establish a culture of openness and trust, and to emphasize the employee's and consumer's expectation to be treated to fair business practices. This policy will serve to guide business behavior to ensure ethical conduct. Effective ethics is a team effort involving the participation and support of every SproutLoud employee. All employees should familiarize themselves with the ethics guidelines that follow this introduction.

3. Scope

This policy applies to employees, contractors, consultants, temporary employees, and other workers at SproutLoud, including all personnel affiliated with third parties.

4. Policy

4.1 Executive Commitment to Ethics

- 4.1.1 Senior leaders and executives within SproutLoud must set a prime example. In any business practice, honesty and integrity must be top priority for executives.
- 4.1.2 Executives must have an open door policy and welcome suggestions and concerns from employees. This will allow employees to feel comfortable discussing any issues and will alert executives to concerns within the workforce.
- 4.1.3 Senior leaders and executives must disclose any conflict of interests regarding their position within SproutLoud.

4.2 Employee Commitment to Ethics

- 4.2.1 SproutLoud employees will treat everyone fairly, have mutual respect, promote a team environment and avoid the intent and appearance of unethical or compromising practices.
- 4.2.2 Every employee needs to apply effort and intelligence in maintaining ethical values.



4.2.3 Employees must disclose any conflict of interests regarding their position within SproutCloud.

4.2.4 We will provide our services in a professional and ethical manner. Employees will help SproutCloud to increase customer and vendor satisfaction by providing quality products and timely responses to inquiries.

4.2.5 We will comply with all applicable laws and regulations. Employees should consider the following when any behavior is questionable:

- Is the behavior legal?
- Does the behavior comply with all appropriate SproutCloud policies?
- Does the behavior reflect SproutCloud's core values and culture?
- Could the behavior adversely affect company stakeholders?
- Would you feel personally concerned if the behavior appeared in a news headline?
- Could the behavior adversely affect SproutCloud if all employees did it?

4.2.6 We will protect the confidentiality of our customers' and partners' information.

4.3 Company Awareness

4.3.1 Promotion of ethical conduct within interpersonal communications of employees will be rewarded.

4.3.2 SproutCloud will promote a trustworthy and honest atmosphere to reinforce the vision of ethics within the company.

4.4 Antitrust and Anti-Competition Behavior.

4.4.1 We are committed to fair and honest competition. We will not engage in any anti-competitive behavior, such as price fixing, market allocation, or bid rigging.

4.4.2 We will not make any agreements with our competitors that would restrict competition.

4.4.3 We will not use our market power to harm our competitors or consumers.

4.5 Fair Dealing

4.5.1 We will deal fairly with our customers, suppliers, and partners.

4.5.2 We will not engage in any deceptive or misleading practices.

4.5.3 We will honor our commitments and contracts.

4.5.4 We will be transparent in our dealings with others.

4.6 Maintaining Ethical Practices

4.6.1 SproutCloud will reinforce the importance of the integrity message, and the tone will start at the top. Every employee, manager, DRI (directly responsible individual)



and leader needs to consistently maintain an ethical stance and support ethical behavior.

- 4.6.2 We will conduct ourselves in an ethical and honest manner. Employees at SproutCloud should encourage open dialogue, get honest feedback and treat everyone fairly, with honesty and objectivity.
- 4.6.3 We will not engage in any corrupt or unethical practices.
- 4.6.4 We will respect the law and the rights of others.
- 4.6.5 We will be accountable for our actions.
- 4.6.6 SproutCloud's department of People and Organizational Development will make sure that all new employees receive the employee handbook which contains the company's ethical code and that all employees have access to that code. Any concerns regarding the code can be addressed with the VP of People and Organizational Development or with any of the senior leaders or executives.
- 4.6.7 Employees are required to recertify their compliance to Ethics Policy on an annual basis.

4.7 Unethical Behavior and Consequences for Non-Compliance

- 4.7.1 SproutCloud will avoid the intent and appearance of unethical or compromising practice in relationships, actions and communications.
- 4.7.2 SproutCloud will not tolerate harassment or discrimination. SproutCloud will not take adverse action or retaliatory action against anyone reporting violations of our ethics code in good faith.
- 4.7.3 Unauthorized use of company trade secrets & marketing, operational, personnel, financial, source code, & technical information integral to the success of our company will not be tolerated.
- 4.7.4 SproutCloud will not permit impropriety at any time and we will act ethically and responsibly in accordance with laws.
- 4.7.5 SproutCloud or its employees will not make a payment or bribery to any government official for the purpose of obtaining or retaining business for or with, or directing business to, any person. Offering anything of value as a bribe, whether cash or non-cash items, is prohibited. Please note that payment of certain fees, taxes and/or licenses may be permitted (and/or required).



- 4.7.6 SproutCloud employees will not use corporate assets or business relationships for personal use or gain.
- 4.7.7 We will also report any violations of this policy to the appropriate authorities.
- 4.7.8 SproutCloud employees will never offer cash or cash-equivalent gratuities or tips to any employee of one of our brands or clients.
- 4.7.9 Gifts (something of value provided for personal use or benefit for which the recipient does not pay fair market value) exchanged with employees of our brands or clients must be legal and not exceed \$100 in value in a calendar year. Business entertainment must serve a legitimate business purpose and not occur on a frequent or routine basis.
- 4.7.10 All Gifts and entertainment should be reasonable and customary. Gifts and/or business entertainment should not be offered in close proximity to a major business decision so that there is no perception of, or attempt to, gain special treatment with a brand or client.
- 4.7.11 While working with our brands or clients, SproutCloud employees may be given access to non-public information about these brands and/or third parties related to them. SproutCloud employees must avoid insider trading by not buying or selling a brand's stock when in possession of information that is not available to the investing public and that could influence an investor's decision to buy, sell or hold the stock. SproutCloud employees should not convey non-public information about a brand or one of their third parties to another person, including when that information could influence an investor's decision to buy, sell or hold stock.
- 4.7.12 There are times we will offer cash or cash equivalent to employees of one of our brands or clients in order to encourage them to provide feedback and/or reviews online and/or virtually or in person. These cash and/or cash equivalents will be limited to no more than \$150.

5. Policy Compliance and How to Report Breaches or Suspected Breaches of Conduct

5.1 Compliance Measurement

- 5.1.1 The department for People and Organizational Development will verify compliance to this policy through various methods, including but not limited to, business tool reports, internal and external audits, and feedback.



- 5.1.2 Employees who have concerns about possible violations of this policy should report them to their supervisor or to the company's ethics hotline.
- 5.1.3 Reports will be investigated promptly and thoroughly.
- 5.1.4 Employees who report violations in good faith will be protected from retaliation.
- 5.1.5 We will provide employees with training on applicable laws and regulations.
- 5.1.6 SproutLoud team members may report potential violations of law to any Leader of the company and/or to the VP of People & Organization Development.

5.2 Exceptions

None.

5.3 Non-Compliance

An employee found to have violated this policy may be subject to disciplinary action, up to and including termination of employment.

6 Related Standards, Policies and Processes

Please see the Employee Handbook for our code of conduct and ethics policies, including our confidentiality agreements.

7 Definitions and Terms

DRI--Directly Responsible Individual: a person who has responsibility for managing one or more employees.

We believe that this Ethics policy is essential to maintaining a fair and competitive marketplace. We are committed to complying with this policy and to upholding the highest ethical standards in our business dealings.

8 Revision History

Date of Change	Responsible	Summary of Change	Version ID
12/2017	James Aggrey	Initial Release	Draft
12/22/17	Bill Cronic	Additional notes/comments	1.0
7/30/19	Bill Cronic	Adding 4.5.5	1.1
4/2022	Gustavo Malpica	No changes	1.1
4/2023	Gustavo Malpica	No changes	1.1



5/2023	James Aggrey	Added 4.5.11	1.2
8/23	Gustavo Malpica	Changed language section 4.2 Added section 4.4 and 4.6 Added 4.6.3 to 4.6.5 Changed language 4.7 Added 5.1.2 to 5.1.6	1.3
3/2024	Gustavo Malpica	Added 4.7 Whistleblower Protection	1.4