

Constellation Software
Whistleblower Policy

This Policy applies to the operations of Constellation Software and each of its subsidiaries (“Constellation”) of which Trapeze Software Group Inc dba AssetWorks are included. This Policy is designed to operate in conjunction with our Code of Conduct. This Policy has been established and approved by the Audit Committee and approved by the Board of Directors of the Company. The Audit Committee is responsible for overseeing management’s compliance with and monitoring of this Policy. To the extent there is any inconsistency between the Code of Conduct and this Policy, this Policy takes precedence.

1 Who does this Policy apply to?

This Policy is designed to explain how possible misconduct can be reported, and how Constellation will protect people who raise such a concern. It applies to all current and former employees who are part of the Constellation group of companies, our contractors, and their respective family members.

Constellation encourages employees, everyone who works with Constellation, and those affected by our businesses to raise concerns about any actions, decisions or situations that may be illegal or might be considered improper, such as a misconduct concern or a concern about an improper state of affairs or circumstances, any safety issues, or any suspected breach of our Code of Conduct.

Constellation’s goal is to foster an open, transparent and safe working environment. We encourage people to speak up if anyone sees possible misconduct or other improper situations. Doing so helps Constellation to identify and address issues promptly and improve how we do business.

2 What concerns are covered by this Policy?

A concern could be raised under this Policy if any person has reasonable grounds to suspect misconduct or an improper state of affairs or circumstances in relation to a Constellation company.

3 What concerns are not covered by this Policy?

This Policy is not designed to cover a personal work-related grievance. Examples of personal grievances include personal conflict between employees, decisions relating to transfer and promotion, issues about terms and conditions of employment, and decisions to suspend, discipline or terminate the employment of the reporting person.

4 How should a concern be raised?

There are a number of ways to report a misconduct concern: in person, by phone, by email or online.

- You can speak to your direct Manager; or
- You can also raise your concern with your General Counsel; or
- You can contact AlertLine, a confidential ethics hotline, to raise a concern or ask a question.

The AlertLine ethics hotline can be reached by phone at:

<i>Australia:</i>	1-800-20-8932 or 1-800-14-1924
<i>North America:</i>	1-888-475-8376
<i>UK:</i>	0808-234-7051
<i>Switzerland:</i>	0800-56-1525
<i>Denmark:</i>	80 88 56 19
<i>Germany:</i>	0800-187-3586
<i>Poland:</i>	0-0-800-111-1564
<i>Netherlands:</i>	0800-022-9111
<i>Spain:</i>	900-99-1084

- You can contact by email at whistleblower@csisoftware.com
- You can contact AlertLine online at csisoftware.alertline.com

AlertLine is operated by an outside vendor and is a resource for any Constellation employee to call or submit an online report. Employees can provide their names or remain anonymous, and all concerns will be followed up promptly with an appropriate response in accordance with this Policy.

When calling or submitting a concern or allegation to AlertLine, it is important to provide sufficient information to allow for the report to be appropriately investigated. It is helpful to include information such as: your involvement in the issue; if the matter is an ongoing or historical issue; the date of the most recent occurrence; any steps that have been taken to hide this issue; and if you have reported this issue to anyone within the organization.

5 How am I protected if I report a concern?

Constellation will not allow any form of punishment, disciplinary or retaliatory action to be taken against anyone for reporting a concern in accordance with this Policy, or cooperating with a related investigation. Retaliatory action can take many different forms, including:

- threats;
- disciplinary action (e.g. termination of employment or reduction in pay or hours);
- any action that prevents or restricts someone from speaking out;

- damage to a person's property, reputation or business or financial position;
- demotion or denial of promotion; and
- intimidation, harassment, exclusion or humiliation.

It can also include subtle behaviours, such as:

- withholding information that would assist an employee in their role;
- exclusion from social functions;
- not providing meaningful work; and
- the use of different voice or body language, or communicating differently compared with recent communications or communications with others.

Any person who feels that he or she has been retaliated against for reporting a concern or participating in an investigation, or believes that somebody else is a victim of retaliation (even if they are outside the organisation), should report it immediately to the persons or resources listed in Section 4.

You will not be disadvantaged for making reports on reasonable grounds even if the concern is ultimately unfounded. We consider all forms of retaliation to be misconduct. Retaliation is grounds for disciplinary action, up to and including termination of employment.

You may also be entitled to additional legal protections in certain circumstances.

6 Is a report of suspected misconduct under this Policy kept confidential?

When you report a misconduct concern, the information you provide will be dealt with confidentially. This means that your identity will only be shared with your consent or where the concern is reported to an authority such as a law enforcement agency, as appropriate or as required by the law.

Where it is reasonably necessary for us to investigate a matter, we may need to disclose information which could lead to your identification for the purposes of investigating the matter. However, in all circumstances we will take all reasonable steps to reduce the risk that you will be identified in connection with an investigation.

7 What process is followed when I report suspected misconduct under this Policy?

Reports will be investigated where appropriate and Constellation will take the necessary steps to respond in a timely manner. Constellation will treat fairly all people involved in any investigation. In some cases, it may be possible to resolve your concern with direct advice, support and guidance. In other cases, it may be necessary to undertake an internal investigation. If an investigation is required,

it will be performed by our Internal Auditor. Matters that involve alleged or suspected fraud, violations of law or policy that are potentially significant will also be reported to Constellation's legal department, outside independent counsel, accountants and/or other specialists who may be retained as required.

Nothing in this Policy, the Code of Conduct or any other document or procedure at Constellation prevents you from, or requires approval for, reporting what you reasonably believe is a breach of the law to an appropriate government authority or from seeking legal advice in relation to your rights about disclosing information.

Constellation encourages all people who report a misconduct concern, where they are comfortable doing so, to provide his or her name and consent to this information being shared with the investigating Internal Auditor to help facilitate an effective investigation into the reported conduct. Investigations into anonymous complaints can be limited if further information is needed from the notifier.

8 What are the possible outcomes for allegations of misconduct or breaches of the Code of Conduct?

If allegations of misconduct are substantiated, this may result in disciplinary action up to and including termination of employment. If there has been illegal activity, civil penalties or criminal charges may also apply.

9 What if I have questions about this Policy?

If you have any questions about this Policy please contact your direct manager, Human Resources, Internal Audit or AlertLine.

10 Who is responsible for implementation and updates to this Policy?

Internal Audit will monitor the implementation and review the suitability and effectiveness of the Policy on an ongoing basis.

Last approved by the Audit Committee on **February 12, 2020**

Constellation Software's Ethics Hotline

... is designed to encourage everyone associated with the Company -- employees, officers, and directors -- to follow all applicable laws, rules, and regulations, and to abide by ethical business conduct in their daily work routines.

The EthicsLine, which is a confidential hotline, is run by an outside vendor and is a resource for any Constellation Software employee to call with concerns, allegations, or even questions about improper, illegal, or unethical conduct. Callers can give their names or remain anonymous if they wish and all concerns will be followed up promptly with an appropriate response.

The EthicsLine is part of our effort to encourage everyone at Constellation Software to do the right thing and to help bring to the attention of management situations in which certain conduct must be addressed. It is only through the efforts of each one of us that compliance at Constellation can be assured.

The EthicsLine can be reached by phone at:

North America: 1-888-475-8376

UK: 0808-234-7051

Switzerland: 0800-56-1525

Denmark: 80 88 56 19

Germany: 0800-187-3586

Australia: 1-800-20-8932 or 1-800-14-1924

Poland: 0-0-800-111-1561

Or online at <https://constellationsoftwareeu.alertline.com>