

# Code of Conduct

## Message from the CEO



**Hi team,**

Thanks for taking the time to review and educate yourself on Hyland's code of conduct. These guidelines help us uphold Hyland's core values, reputation and compliance with the law.

If you've been at Hyland for any length of time, you won't find any surprises here. The code reflects the values we live by every day, and our policies ensure we always put our values into practice. To sustain Hyland's success and reputation, it's vital that each of us embodies our core values, understands the details of the code and knows how to apply them. Ultimately, it's simple: We do the right thing. All the time.

Keep in mind, the code is only a framework. It doesn't cover every scenario. So, use your best judgement, conduct yourselves ethically and with integrity, and don't hesitate to ask questions. If you ever have any issues or concerns, please reach out to your manager or refer to the "Speak up" section of the code. Please feel empowered to raise concerns without fear of retaliation and know that we take all reports very seriously.

Thanks for taking this code to heart – and for all that you do.

Sincerely,

A handwritten signature in black ink, appearing to read "Bill Priemer". The signature is fluid and cursive, with a long horizontal line extending from the end.

Bill Priemer, President and CEO

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## How we thrive

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### Trust

We believe all great companies have one thing in common – they are trusted. Great companies maintain cultures in which their employees thrive by building trust with each other and with all other stakeholders of their businesses. We believe in building trust through ethical, passionate, kind, customer-focused and relentlessly innovative conduct. Our [Core Values](#) reflect these aspirations, and they are more than just aspirational - they are at the heart of our culture. They tell you who we are and how we act, every day. Our Code of Conduct (“Code”) and our company policies represent guideposts for you on the road to maintaining and building trust. Follow them, and we will continue to be a great company.

### Personal responsibility

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#### We are all responsible

Our Code applies to Hyland Software, Inc. and its affiliated companies and branches (“Hyland”). All of Hyland’s directors, officers and employees have the responsibility to follow and enforce our Code.

While our management is responsible for overseeing our compliance with this Code, the ultimate responsibility for conducting business ethically, working in accordance with our [Core Values](#), following this Code, our company policies and the law, and building trust rests with each of us, in every action we take and decision we make.

**Follow our code.** Our Code provides us with general guidance in acting and making decisions ethically and in accordance with our company policies and the law. We each must know, understand, and follow our [Core Values](#), this Code, our company policies, and laws as they apply to us in our job. We must complete all training provided to ensure our understanding of these commitments. If we fail to fulfill these responsibilities, we put ourselves, our coworkers and Hyland at risk.

**Be a role model.** You should serve as a role model for others. You can do so simply by following our Code. Managers have a heightened duty to model ethical and sound actions and decision making for their teams. We expect managers to bring our [Core Values](#) and our Code to life through their actions and words.

**Cooperate when called upon.** We may ask you to cooperate or assist in connection with investigations related to, or internal or external audits of, compliance with this Code, our company policies or applicable laws. You have the responsibility to provide requested cooperation or assistance.

**Make ethical and good decisions.** Our Code does not address every possible set of circumstances that you may encounter. If you are faced with a decision or choice, you can look to this Code for guidance. If you aren’t sure what to do or your action or decision just doesn’t feel right, you should follow the [Ethical Decision Making Guidance \(Internal\)](#) or [Seek Guidance \(Internal\)](#).

**Seek guidance.** Whenever you have questions about the application of our [Core Values](#), fulfillment of our Code or compliance with our company policies or applicable law, you should ask for help. For issues related to our work environment or concerns with co-workers or company policies related to your job, the best place to start usually will be your manager or others higher in the management line of your business area. You also may seek guidance from our Human Resources Department or Legal Department in these situations.

**Speak up.** If you know or suspect that anyone who is responsible under this Code has violated this Code or company policies or engaged in unethical or illegal conduct, you have the responsibility to speak up and report the known or suspected violations. Reporting first to your manager will often be the best place to start. However, if this is not possible or you are not comfortable reporting the matter to your manager, you should report it to any other member of our management, our Human Resources Department, our Legal Department, or the [Hyland Integrity Portal \(Internal\)](#).

We will handle all matters reported by you in good faith as promptly and discretely as possible.

**No retaliation.** We seek to create and maintain an environment in which individuals may raise any matters of concern to the company, without fear of retaliation. In support of this environment, we prohibit retaliation against any employee who makes a good faith report of suspected or actual misconduct or non-compliance, or who cooperates honestly in an investigation of any suspected or actual misconduct or non-compliance. This freedom from retaliation applies whether or not it is determined that the reported conduct is actually misconduct or non-compliance.

Learn More: [Reporting Concerns & Receiving Guidance \(Internal\)](#)

## Our interactions with the marketplace

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### Quality, innovation, and excellence

Hyland succeeds by developing and delivering high quality, innovative products and services. Quality, innovation and excellence is enhanced from listening and responding to our customers, prospects and channel partners. Numerous stakeholder touchpoints reach Hyland from a variety of communication mechanisms, including phone calls, support services, surveys, blogs and forums. These communications enable us to both strengthen our business relationships and also provide insights we use to drive further improvement and innovation. We are all responsible for appropriate communications and interactions with our stakeholders that we can use to drive quality, innovation and excellence at Hyland.

### Communicating on behalf of Hyland

**Marketing communications.** Our sales, marketing and promotional materials will be free from deception and false claims. We will not engage in any fraud, misrepresentation, deliberate omissions or deception in our sales and marketing activities.

**External corporate communications.** Only employees who are specifically authorized, based upon their job responsibilities or specific authorization given to them in advance by the Corporate Communications team, may make any public statement or communication on behalf of Hyland to media, investors, lenders, financial analysts, industry analysts or financial auditors. Unless authorized, you must not give the impression that you are speaking on behalf of Hyland in any communication that may become public. All public statements or communications must meet the requirements of our [Hyland External Corporate Communications and Social Media Policy \(Internal\)](#).

**Social media.** We encourage the use of social media by employees for research, sales, marketing, recruiting or other business uses. We maintain social media policies and guidelines you must follow when you speak on behalf of Hyland or represent yourself as a Hyland employee online. All of your postings of this type must meet the requirements of our [Hyland External Corporate Communications and Social Media Policy \(Internal\)](#).

## Fair competition

We believe in free and open competition. We will compete vigorously, but fairly for all business. We will not engage in manipulation, concealment, deception, abuse of privileged information, material misrepresentation or other unfair practices.

We compete fairly by:

- Not discussing or entering into any agreement, whether formal or informal, with any competitor that limits competition.
- Respecting the bidding process and not rigging or fixing the outcome of a bid process or assisting in such conduct.
- Gathering competitive intelligence using appropriate resources and not through misrepresentation or deceit.
- Not dictating the prices at which our channel partners sell our products or services.
- Not discussing customers, prospects, pricing or other business terms with any employees or representatives of competitors.

Learn More: [Hyland Global Fair Competition Policy & Guide \(Internal\)](#)

## No improper payments

**Bribes and kickbacks.** We will not attempt to influence anyone to enter into business or to continue a business relationship with Hyland or a channel partner through illegal bribes or kickbacks. Bribes and kickbacks are illegal, but also harmful to those with whom we do business. These activities catastrophically undermine the trust we are trying to build with our customers, prospects and other stakeholders.

Learn More: [Global Anti-Bribery & Anti-Corruption Policy \(Internal\)](#)

**Gifts and entertainment.** Use good judgment, discretion and moderation when giving or accepting anything of value in business settings. Occasional giving and receiving of appropriate courtesies can build goodwill and enhance relationships with prospects, customers, channel partners, vendors and consultants. Gift giving and entertainment practices vary in different cultures. You should not give a gift in the form of cash or cash equivalents (gift cards, gift certificates, etc.).

Nothing of value, including gifts or entertainment, may be offered or accepted if it will create a feeling of obligation, compromise judgment or appear to improperly influence the recipient. To manage this, you should avoid offering or accepting a gift or entertainment to or from a representative of a prospect, customer, channel partner, vendor or consultant at any time when we are engaged in an active sales or procurement cycle on a specific opportunity.

Learn More: [Guidelines on Giving & Receiving Gifts \(Internal\)](#)

**Government and public sector gifts and entertainment.** You should not give or receive anything of value, including gifts, meals, refreshments or entertainment, to or from any employee, official or representative of any foreign, federal, state, local or other government or governmental agency, without first obtaining authorization from our Legal Department. Giving anything of value to such a person may violate applicable laws, regulations or contracts with these organizations. Even items of nominal value, such as a cup of coffee, may be a violation.

Learn More: [Global Gifts Policy for Public Sector Customers \(Internal\)](#)

## No money laundering

We are committed to full compliance with anti-money laundering laws throughout the world and will conduct business only with reputable customers, channel partners, contractors and vendors involved in legitimate business activities and transactions. We forbid knowingly engaging in transactions that facilitate money laundering or result in unlawful diversion. We closely monitor every transaction and take measures to prevent money laundering and other financial crimes.

Learn More: [Money Laundering Prevention & Warning Signs \(Internal\)](#)

## Ethics and integrity of third parties

**Channel Partners.** We extend the reach of our business through a large, global network of channel partners, including resellers, OEMs, systems integrators and strategic technology partners. When they pursue opportunities with our products and services, their actions and decisions reflect also upon us. They can both positively and negatively impact our reputation and our success.

We look for organizations to partner with that share our values-based approach to success. We diligently assess the qualifications and monitor the activities of our channel partners to determine that they meet the high bar of being trustworthy to us and our customers, prospects and other stakeholders. We establish channel program policies and rules to build and maintain relationships of mutual trust.

**Vendors and Consultants.** We purchase and rely upon products and services of vendors and consultants to enable us to fulfill our business objectives. We procure some of these products and services directly for the benefit of our customers, while we use others in our internal operations. We apply our [Core Values](#) in selecting, establishing and maintaining business relationships with vendors and consultants.

Our Sourcing Department maintains third-party risk policies and procedures to select and monitor vendors and consultants. We look for those who are able to fulfill our needs, and who also practice high standards of ethics and conduct their businesses in compliance with the law.

Learn More: [Sourcing & Vendor Management \(Internal\)](#)

## We respect privacy, confidentiality and use permissions of customer data

We maintain guidelines to manage customer data in ways that will honor the trust our customers show by providing it to us. We respect the privacy and confidentiality rights our customers may have in their data. We use customer data only in compliance with applicable law and for the purposes permitted by our customers and reflected in our contract terms or data usage notices. We create products, provide services and use systems with security at top of mind.

Learn More: [Confidentiality and Inventions Agreement - US Only \(Internal\)](#) (Non-US reference your employment agreement)  
[Customer Data Handling Guidelines \(Internal\)](#)  
[Information Systems Security Policy \(Internal\)](#)  
[Security Incident Response Policy \(Internal\)](#)  
[Hyland Policy on Responding to Personal Data Access Requests by Public Authorities \(Internal\)](#)

## We respect third party intellectual property rights

We respect and do not infringe upon the intellectual property rights of third parties. You must ensure that any trademarks, copyrighted materials, software and other intellectual property of others are used properly, with such party's permission and in accordance with the terms of any applicable agreements permitting such use.

## We protect and preserve our value

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### Our assets

We use Hyland assets and resources for the benefit of Hyland and not for personal benefit or gain. We use Hyland assets wisely, including property (both physical and intangible, such as intellectual property), supplies, equipment, money and resources. We safeguard Hyland assets from misuse, such as loss, theft, fraud, embezzlement, waste, misappropriation, infringement or use in violation of law.

### Our intellectual property rights

We protect Hyland's intellectual property rights through patents, copyrights, trademarks, trade secrets, confidentiality agreements and other similar means of legal protection. These legal rights and protections enable us to realize and enhance the value of Hyland's intellectual property – inventions, designs, know-how, and other proprietary information and assure an appropriate return on our investments in innovation. Pursuant to our agreements with employees, Hyland owns the right to intellectual property created from work at Hyland.

### Our confidential information

We safeguard Hyland confidential information by limiting its disclosure and use. When we do disclose or use our confidential information, we take steps to make sure appropriate protections are in place to prevent disclosure or misuse, which may include the execution of non-disclosure agreements or other similar restrictive agreements.

Hyland confidential information includes any information that we do not make available to the public on an unprotected basis. Examples include financial information, nonpublic proprietary information, trade secrets, know-how, inventions, nonpublic source code, sales information (including customer lists), research and development information, business strategies and plans, information regarding potential mergers and acquisitions and nonpublic information of others, such as customers, channel partners or vendors, provided to Hyland on a confidential basis by those third parties.

To further our protection of Hyland confidential information:

- You should not discuss confidential information in such a manner that your discussion can be overheard by anyone who is not a co-worker with a need to know the information.
- You should not disclose confidential information to anyone other than a co-worker with a need to know, unless appropriate protections to ensure the maintenance of confidentiality are in place.
- You are required to maintain the confidentiality of Hyland confidential information even after you are no longer employed by Hyland.

**Practical tip:** If you are unsure whether or not certain information is confidential information, you should treat it as confidential information until you have been informed otherwise by our Legal Department.

Learn More: [Confidentiality and Inventions Agreement – US Only \(Internal\)](#) (Non-US reference your employment agreement)  
[Customer Data Handling Guidelines \(Internal\)](#)  
[Information Systems Security Policy \(Internal\)](#)  
[Security Incident Response Policy \(Internal\)](#)  
[Hyland Policy on Responding to Personal Data Access Requests by Public Authorities \(Internal\)](#)



## We maintain accurate business records

We record business and financial transactions and information honestly and accurately in books and records customary and reasonable for companies similar to Hyland. We conform our financial records to applicable legal requirements and our system of internal controls. We follow the accounting practices adopted by our Accounting and Finance Department in recording business and financial transactions.

We prepare our financial statements in conformity with generally accepted accounting principles that we apply consistently from period to period. We cooperate with Hyland's internal and independent auditors, and take no action to coerce, manipulate, mislead or fraudulently influence them.

We use standard contracts with customers and channel partners and employ contract management processes that ensure authorization of custom terms or conditions. We do not make side agreements or other off-the-book arrangements.

You must accurately record and report business expenses for reimbursement by Hyland honestly, accurately and in accordance with all applicable company policies, including [Hyland's Travel, Entertainment & Expense Policy \(Internal\)](#).

## We don't trade on inside information

We may become aware of material nonpublic information ("insider information") about Hyland or another company, such as a customer, channel partner, vendor, competitor or potential acquisition target. Such information is "material" if a reasonable investor might consider it important in deciding whether to buy, sell or hold securities.

The use of material nonpublic information in connection with buying or selling securities is "insider trading", and to disclose such information to others who might make an investment decision on the basis of this information is "tipping". Insider trading and tipping are unethical, illegal, contrary to company policy and inconsistent with our [Core Values](#).

## Ethics in conducting our business

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### We avoid conflicts of interest

We are responsible for making sound business decisions in the best interests of Hyland. A conflict of interest exists when your personal or financial interests, duties, obligations or activities, or those of a family member, are or may be in conflict or incompatible with the interests of Hyland.

We avoid conflicts of interest because they expose us to increased scrutiny and criticism, can impact the decisions we make, can undermine the trust within teams and that others place in us, and harm Hyland's reputation.

Should any potential or actual conflict of interest arise, you must promptly disclose it to our Chief People Officer, Chief Financial Officer, Chief Legal Officer, or through a different disclosure process as separately instructed and communicated to you by Hyland for review. You may not take any action or make any decisions regarding the business that is the subject of the conflict unless and until you are granted a waiver of the conflict as described in [Violations of Our Code; Waivers](#) section of this Code, and you take any actions required as a condition of the waiver.

Learn More: [Conflicts of Interest Prevention \(Internal\)](#)

## We comply with laws and regulations

We have respect for and conduct our global business in compliance with the laws and regulations of the United States and of all other jurisdictions where we conduct business. We comply with applicable import/export trade regulations and any government-issued economic sanctions regimes that prohibit us from doing business in certain locations and with certain organizations or individuals.

## Political contributions

We provide products and services to thousands of regional, national, state or provincial and local governments and agencies across the globe. Laws and regulations in many of these jurisdictions prohibit vendors or prospective vendors from making campaign contributions or otherwise assisting political parties or candidates, particularly during active sales cycles, and in some cases for several years before or after a sales cycle.

You may not make any political contribution or provide any other benefit on behalf of Hyland to any government organization that is a Hyland customer or prospect, or any employee, candidate or officeholder of such an organization, without the prior approval of our Chief Executive Officer or Chief Legal Officer.

You may not make any personal political contribution or cause any political contribution to be made, to any government organization that is a Hyland customer or prospect, or any employee, candidate or officeholder of such an organization, which may, or have the appearance of, improperly influencing a purchasing decision.

If you are an officer of Hyland, you are required to disclose any political contributions made by you or your family members when asked from time to time by Hyland so that Hyland may comply with its disclosure requirements under certain applicable laws or customer requirements.

## We create and maintain a respectful work environment

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### We promote diversity, equity, inclusion and belonging

We are committed to equal opportunity for all qualified job candidates and employees. We do not discriminate against any job applicant or employee because of race, gender identity or expression, age, color, disability, religion, national origin, veteran status, sexual orientation or any other characteristic protected by applicable law.

Diversity, equity, inclusion and belonging are essential parts of our culture. The individuality of each person is what makes us who we are. It takes the unique perspective of each of us to continue our success, growth and global impact. We foster the value of genuine connection, collaboration and respect. We believe that a positive, inclusive workplace is imperative to sustainable success. The diversity of our employees, and the different skills and viewpoints that this diversity brings, promotes creativity and innovation in our products and services.

Learn More: [Diversity, Equity, Inclusion & Belonging \(Internal\)](#)  
[Corporate Responsibility \(Public\)](#)

## **We promote an environment free of harassment, discrimination and bullying**

We are committed to maintaining a work environment that is free of intimidation, bullying, discrimination and harassment. We do not tolerate harassment, which may include verbal conduct, physical conduct or written or electronic communication or data that belittles or shows hostility or aversion toward an individual because of their race, gender identity or expression, age, color, disability, religion, national origin, veteran status or sexual orientation, or that of their relatives, friends or associates.

We do not tolerate sexual harassment, which includes making unwelcome or unsolicited sexual advances, demands or requests for sexual favors, and other verbal conduct, physical conduct or written or electronic communication or data of a sexual nature to any Hyland employee or consultant, to any employee or representative of a customer, channel partner, vendor or consultant, or to any visitor.

## **We promote health and safety**

We maintain a safe and secure work environment to enable our employees to focus on their work and to foster a healthy work environment. We adhere to all environmental, worker safety and health laws applicable to our global work force. We expect our channel partners, vendors and consultants to share this commitment to adhere to environmental, worker safety and health laws applicable to their workers. We report any health, safety or security threats.

We prohibit anyone from possessing any firearm or deadly weapon in the workplace.

Learn More: [Safety & Security \(Internal\)](#)

## **We avoid alcohol and drug misuse**

We do not work or conduct business on behalf of Hyland while intoxicated or otherwise under the influence of drugs or alcohol.

## **We respect and promote human rights**

We are committed to upholding fundamental human rights and believe that all human beings should be treated with dignity, fairness and respect. We do not use or condone the use of slave labor or human trafficking and denounce any degrading treatment of individuals or unsafe work conditions. We will only engage channel partners, vendors and consultants who demonstrate this same commitment and operate in compliance with human rights laws.

Learn More: [Corporate Responsibility \(Public\)](#)  
[Supply Chain Transparency \(Public\)](#)

## We protect the environment

We strive to always be conscious of our operations and to continue to find ways to limit our climate and environmental impact. We aim to meet or exceed all of our environmental protection requirements and regulations. We reduce our carbon footprint by adopting technology to reduce our use of paper and by providing remote work opportunities for various employees and contractors. We also provide and promote appropriate recycling by our employees in our offices and empower our employees to assess and take appropriate actions to reduce our carbon footprint. We encourage our employees to promote and suggest ideas to us on how we can conserve energy, water and natural resources.

Learn More: [Environmental, Social and Governance Policy \(Internal\)](#)  
[Corporate Responsibility \(Public\)](#)

## We promote community engagement and charitable contributions

We give back, with money, time and technology, to communities where we live and work, with a special focus on helping children learn more efficiently and effectively through supportive, intuitive, sustainable programs. We encourage our employees to participate in charitable causes and activities. We offer a number of programs through which employees can participate to give back to the community, such as Giving Back, Voluntary Time-Off, and Hylanders for Hylanders.

You must not pressure your co-workers to participate or contribute to your preferred charities or causes. You must not use Hyland resources for the benefit of your preferred charities or causes, unless they have been officially approved by Hyland.

Learn More: [Corporate Social Responsibility \(Internal\)](#)  
[Corporate Responsibility \(Public\)](#)

## Violations of our code; waivers

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Any individual who makes a knowingly false or inaccurate report of possible misconduct or non-compliance, or who does not truthfully and cooperate fully in connection with any investigation, violates this Code.

We value our Code and the culture and work environment it helps to sustain. We take violations of our Code seriously. Any individual who commits a violation of our Code may be subject to disciplinary action, up to and including termination of employment or removal from our Board.

From time to time we may waive certain provisions of this Code for directors, officers or employees. Any waiver of this Code for a director or executive officer may be granted or refused only by our Board, in its sole discretion. Any request for a waiver for any other employee must be directed to our Chief People Officer or our Chief Legal Officer, and any such waiver will be granted or refused in the sole discretion of our Chief Executive Officer.

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