



Vendor Code of Conduct

Scope

This policy applies to all Vendors of Asure Software, Inc. and its direct or indirect wholly owned subsidiaries and divisions and affiliates in all countries (collectively “Asure” or “Our”). “Vendors” (individually, a “Vendor”), as used in this Code, means any joint venturer, business partner, affiliate, subsidiary, employee, agent, direct or indirect supplier, contractor, subcontractor, independent contractor, consultant, or other representative of an entity that provides goods or services to, or on behalf of, Asure.

Purpose

Asure’s “Vendor Code of Conduct” (this “Code”) formalizes our commitment to ensuring our vendors reinforce our values and sets forth our expectations that our vendors operate in compliance with the principles outlined in this Code. Asure expects our vendors to conduct their operations in accordance with all applicable professional standards, legal requirements, and this Code. The provisions of this Code are in addition to those specified in any agreement between a Vendor and Asure. Failure to comply with the terms of this Code may jeopardize a Vendor’s relationship with Asure, up to and including termination of some or all of the services being provided by a Vendor to Asure. Applicable terms in a vendor’s contract with Asure supersede any conflicting provisions of this Code.

I. Employment and Labor

A. Human Rights.

Asure expects our Vendors to (i) treat all their workers fairly and with dignity, (ii) adopt an approach to human rights consistent with the United Nations Universal Declaration of Human Rights, (iii) support and respect the protection of internationally proclaimed human rights, and (iv) ensure that they are not complicit in human rights abuses.

B. Anti-Human Trafficking.

Our Vendors must avoid complicity in any practice that constitutes trafficking in persons or slavery. Vendors shall comply with the United States Government prohibitions on trafficking in persons¹ and shall not engage in any practice that constitutes trafficking in persons or slavery, including, but not limited to, the following activities:

- Engaging in any form of trafficking in persons.
- Procuring commercial sex acts.
- Using forced labor in the performance of any work.
- Destroying, concealing, confiscating, or otherwise denying access by an employee to the employee’s identity or immigration documents, such as passports or drivers’ licenses, regardless of issuing authority
- Using misleading or fraudulent practices during the recruitment of employees or offering of employment/contract positions, such as failing to disclose, in a format and language

¹ See: *Trafficking Victims Protection Act*, 22 U.S.C. 7101 (2000);
48 CFR § 52.222-50 (Federal Acquisition Regulations, *Combatting Trafficking in Persons*)

understood by the employee or applicant, basic information; or making material misrepresentations during the recruitment of employees regarding the key terms and conditions of employment, including wages and fringe benefits, the location of work, the living conditions, housing, and associated costs (if provided by the employer or agent), any significant cost to be charged to the employee or applicant, and, if applicable, the hazardous nature of the work.

- Using recruiters that do not comply with local labor laws of the country in which the recruiting takes place.
- Charging applicants recruitment fees.
- If required by law or contract, failing to provide return transportation or failing to pay for the cost of return transportation upon the end of employment.
- If required by law or contract, failing to provide or arrange housing that meets the host country housing and safety standards.
- If required by law or contract, failing to provide an employment contract, recruitment agreement, or other required work document in writing with legally required information and in a language the employee understands.

Any violation by a Vendor of this policy may be deemed a material breach of any contract or agreement between Asure and the Vendor and is grounds for immediate termination for cause. Asure has the exclusive right to interpret this policy. Any Vendor violation of the U.S. Government's policy against human trafficking may result in criminal prosecution of responsible individuals.

C. Prohibition on Child Labor.

Our Vendors should operate in accordance with the principles of the United Nations Convention on the Rights of the Child and the UNICEF Children's Rights and Business Principles, this includes:

1. Adhering to the legal minimum age requirements and prohibiting the use of child labor in all countries in which the Vendor operates.
2. Not employing children under the age of 16, under the age for completing compulsory education, or under the minimum age for employment in the applicable country, whichever is stricter.
3. If a Vendor employs individuals between the ages of 16 and 18, the Vendor should ensure that such employees' work does not affect or preclude their educational opportunities or obligations nor jeopardize their health and safety, including adhering to restrictions on overtime and night work.
4. If an underage individual is found to be employed by a Vendor, the Vendor should immediately implement a remediation program, which includes protecting the underage employee from reprisal and ensuring that the Vendor does not impede the completion of the underage employee's education.

D. Nondiscrimination and Diversity.

Vendors should be committed to diversity in their workforce and encourage fairness and equality of opportunity. Vendors must not tolerate any kind of harassment or discrimination based on, among other things, race, color, age, gender, sexual orientation, gender identity or gender expression, ethnicity, nationality, disability, pregnancy, religion, political affiliation, veteran status, union membership, or marital status in hiring or employment practices such as promotions, rewards, or access to training. Vendors should be committed to protecting the rights of women and minority groups. Vendors should recruit, hire, and promote employees solely based on suitability for the job. Vendors are expected to value and incorporate diversity and inclusion practices in both their operations and supply chain.

E. Employment Status.

Vendors should employ only workers who are legally authorized to work in their location, and Vendors are responsible for validating employees' work eligibility status.

F. Humane Treatment.

1. Vendors should prohibit harsh or inhumane treatment of employees, including any sexual harassment, sexual abuse, corporal punishment, mental or physical coercion, or verbal abuse of their employees. Vendors should cultivate a culture where employees are able to openly communicate and share grievances with management regarding working conditions and management practices without fear of reprisal, intimidation, harassment, or violence. Vendors should have disciplinary policies and procedures in support of these requirements that are clearly defined and communicated to their employees.
2. Vendors should not restrict their employees' access to basic physical comforts such as toilets, bathrooms, or medical facilities.
3. Vendors must ensure their employees have free exit and entry of facility(ies) or dormitories that does not limit access to specific times of the day.
4. Asure believes the right to water is a fundamental human right, and we expect our Vendors to also strictly endorse this belief.

G. Wages and Benefits.

Vendors should be committed to providing a fair and living wage to all their employees. Vendors' employee compensation should be consistent with the provisions of all applicable wage laws, including those related to minimum wage, overtime hours, vacation time, leave time, holidays, equal pay and legally mandated benefits. Vendor employees must be paid regularly, in full and on time. Vendors should not permit deductions from wages as a disciplinary measure nor any other unauthorized deductions. Vendors must ensure that their employees are aware of the composition of their pay and benefits and that they receive an explanation of any legitimate deductions, in a detailed and clear manner, prior to and during their employment, including receiving clear wage statements in detail and in a language understood by them.

H. Freedom of Association and Collective Bargaining.

Vendors should recognize and respect the right of their employees to be represented by trade unions or other employee organizations and the freedom of their employees to establish or join an organization of their choice. Vendors should not make employment subject to the condition that a person must not join a union or must terminate membership in a trade union. Vendors should not engage in threats, intimidation, physical, or legal attacks against human rights defenders for both their operations and their supply chain.

II. Business Conduct and Ethics

A. Honest and Ethical Conduct.

Asure requires honest and ethical conduct from our Vendors and expects vendors to act in good faith, responsibly, with due care, competence, and diligence, without misrepresenting material facts or allowing their independent judgment to be subordinated or otherwise to conduct themselves in a manner that complies with Asure's ethical standards. Asure expects our Vendors to exercise high standards of integrity in business interactions, including maintaining accurate books and records of their business dealings in accordance with applicable laws.

B. Compliance with Laws, Rules, and Regulations.

Vendors are required to comply with all applicable governmental laws, rules, and regulations, both in letter and spirit.

C. Fair Dealing and Anti-Corruption Practices.

1. Vendors should endeavor to deal fairly with their employees, suppliers, competitors, and other persons with whom they do business. Vendors should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice.
2. Vendors should implement appropriate procedures designed to prevent bribery, corruption, kickbacks, and embezzlement.
3. Vendors should not, directly or indirectly, provide or give money, gifts of more than nominal value, meals, entertainment, or any other compensation benefitting Asure or any Asure employee in any situation which might improperly influence, or appear to improperly influence, Asure or such employee's decision in relation to the Vendor.
4. Vendors should not make payments or donations to political campaigns on behalf of Asure or to gain favor or to influence Asure's business decisions, to benefit Asure, or to increase the likelihood of working with Asure.

D. Prohibition Against Insider Trading.

Vendors who have access to material, non-public information concerning Asure are not permitted to use or share that information for stock trading purposes, or for any other purpose except the conduct of Asure's business. All non-public information about Asure should be considered confidential information. Insider trading, which is the use of material, non-public information for personal financial benefit or to "tip" others who might make an investment decision on the basis of this information, is not only unethical but also illegal. The prohibition on insider trading applies not only to Our securities, but also to securities of other companies

if a vendor learns of material non-public information about these companies in the course of the vendor's duties to Asure. Any Vendor violations of this prohibition against "insider trading" shall be deemed a material breach of any contract between Asure and Vendor, subject to immediate termination for cause, and may subject the Vendor to criminal or civil liability.

E. Intellectual Property and Software.

Vendors must respect all intellectual property rights and software licensing obligations and use technology only in a manner that protects, and is in compliance with, the owner's intellectual property rights.

F. Data Privacy and Security.

Vendors must comply with privacy and information security laws and regulatory requirements relating to the collection, storage, processing, transfer, and sharing of personal information. Vendors must safeguard the privacy of the personal information of their customers and employees.

G. Whistleblower Protection.

Vendors must protect the confidentiality of their whistleblower employees, prohibit retaliation, and, where legally permitted, provide an anonymous complaint mechanism for their employees to report grievances and which should be prominently disclosed to all employees.

III. Health, Safety, and Environment

A. Health and Safety.

Vendors should: (i) provide their employees with a safe workplace, (ii) have reasonable procedures to detect, prevent, and handle potential risks to the health, safety, and security of employees, and (iii) follow all applicable laws and regulations relating to health and safety in the workplace.

B. Environment.

Vendors should operate in an environmentally responsible manner, strive to minimize adverse impact on the environment, and comply with all environmental laws, rules, and regulations in the countries in which they operate.

IV. Supply Chain Audits.

Where applicable, we may request our Vendors to provide mutually agreeable information regarding supply chain audits related to product safety.

Reporting Concerns

If a Vendor becomes aware of or suspects misconduct relating to services rendered to or on behalf of Asure, or a violation of this Code, Vendor should report it to the appropriate Asure procurement contact.

If a Vendor suspects that an Asure employee has been acting in less than full compliance with law and ethical business practices, including Asure's Code of Business Conduct and Ethics, you may

communicate your issues and concerns while maintaining anonymity and confidentiality by contacting Asure's ethics hotline staffed by EthicsPoint to file a report – either by phone at 1-866-384-4277 or online at: <https://secure.ethicspoint.com/domain/media/en/gui/5615/index.html>. EthicsPoint is Safe Harbor Certified through the United States Department of Commerce as a hotline provider and has security measures in place to address EU privacy initiatives and other global privacy directives.